



January 27, 2025

**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 communications dated December 27, 2024 and December 28, 2024 with regard to notice of postal ballot seeking approval of members by way of ordinary resolution via remote e-voting only for appointment of Mr. Rajan Bharti Mittal as Non-executive Director of the Company w.e.f. October 28, 2024.

Please find enclosed herewith the following:

- a) Voting results as required under Regulation 44 of the SEBI Listing Regulations, as **Annexure-A**; and
- b) Scrutinizer's Report dated January 27, 2025 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 also available on the Company's website at <https://www.airtel.in/about-bharti/equity/support-and-communication/shareholders-communication> and on the website of KFin Technologies Limited viz. <https://evoting.kfintech.com/public/Downloads.aspx>.

We wish to inform that pursuant to the approval of the requisite majority of members, Mr. Rajan Bharti Mittal (DIN: 00028016) has been appointed as Non-executive Director of the Company w.e.f. October 28, 2024. The details prescribed under SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and other



**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 - 110070, India  
T.: +91-124-4222222, F.: +91-124-4248063, Email: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in), Website: [www.airtel.in](http://www.airtel.in)  
CIN: L74899HR1995PLC095967



applicable circulars along with the brief profile of Mr. Rajan Bharti Mittal, had been submitted by the Company to stock exchanges vide its intimation dated October 28, 2024 under Reg. 30 of the SEBI Listing Regulations.

Kindly take the same on record.

Thanking you,

Sincerely yours,

For **Bharti Airtel Limited**



**Rohit Krishan Puri**  
**Joint Company Secretary & Compliance Officer**

**Encl.:** As above

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**CIN:** L74899HR1995PLC095967

## Bharti Airtel Limited

### Voting Results of Postal Ballot conducted by way of remote e-voting only

Details of Postal Ballot e-voting as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the <b>AGM/EGM</b> /Closure of e-voting (in case of Postal Ballot)	January 26, 2025
Total number of shareholders on record date i.e. December 20, 2024	842,651
<b>No. of shareholders present in the meeting either in person or through Proxy:</b> - Promoters and Promoters Group: - Public:	Not applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b> - Promoters and Promoters Group: - Public:	Not applicable

Item No.	1								
Details of Agenda	Appointment of Mr. Rajan Bharti Mittal as a Non-Executive Director, liable to retire by rotation								
Resolution Required	Ordinary 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	
<b>Promoter and Promoter Group</b>	Remote e-voting	3,066,535,832	3,066,535,832	100.0000	3,066,535,832	0	100.0000	0.0000	
	Poll		<i>Not applicable</i>						
	Postal Ballot (if applicable)		<i>The Postal Ballot was conducted through remote e-voting only. Details captured in 'Remote e-voting' tab.</i>						
	<b>Total</b>		<b>3,066,535,832</b>	<b>3,066,535,832</b>	<b>100.0000</b>	<b>3,066,535,832</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public Institutions</b>	Remote e-voting	2,578,322,257	2,314,308,988	89.7603	2,218,024,042	96,284,946	95.8396	4.1604	
	Poll		<i>Not applicable</i>						
	Postal Ballot (if applicable)		<i>The Postal Ballot was conducted through remote e-voting only. Details captured in 'Remote e-voting' tab.</i>						
	<b>Total</b>		<b>2,578,322,257</b>	<b>2,314,308,988</b>	<b>89.7603</b>	<b>2,218,024,042</b>	<b>96,284,946</b>	<b>95.8396</b>	<b>4.1604</b>
<b>Public Non-Institutions</b>	Remote e-voting	149,046,847	3,633,718	2.4380	3,626,795	6,923	99.8095	0.1905	
	Poll		<i>Not applicable</i>						
	Postal Ballot (if applicable)		<i>The Postal Ballot was conducted through remote e-voting only. Details captured in 'Remote e-voting' tab.</i>						
	<b>Total</b>		<b>149,046,847</b>	<b>3,633,718</b>	<b>2.4380</b>	<b>3,626,795</b>	<b>6,923</b>	<b>99.8095</b>	<b>0.1905</b>
<b>GRAND TOTAL</b>		<b>5,793,904,936</b>	<b>5,384,478,538</b>	<b>92.9335</b>	<b>5,288,186,669</b>	<b>96,291,869</b>	<b>98.2117</b>	<b>1.7883</b>	



# CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India  
Tel: +91 11-2630 2076; E-mail: [support@corp-nexus.com](mailto:support@corp-nexus.com); Website: [www.corp-nexus.com](http://www.corp-nexus.com)

## Scrutinizer's Report

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

To,  
**The Board of Directors**  
**Bharti Airtel Limited**  
(CIN: L74899HR1995PLC095967)  
Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV,  
Gurugram - 122015, India

**Subject: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting in respect of the resolution set-out in the notice dated October 28, 2024**

Dear Sirs,

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'*) at the meeting held on October 28, 2024 for the purpose of scrutinizing the Postal Ballot voting conducted by way of electronic voting process only (**'remote e-voting'**) in a fair and transparent manner in respect of the resolution contained in the Postal Ballot Notice dated October 28, 2024 (**'Notice'**) in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**).

I submit my report as under:

1. As per the General Circular No. 09/2024 dated September 19, 2024, read with general circular nos. 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 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'**) allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means (**'remote e-voting'**) only, the Company had sent the Notice on Friday, December 27, 2024 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. Friday, December 20, 2024 (**'Cut-off date'**).

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The Company published following advertisements in "Mint", an English Newspaper and "Hindustan", a vernacular (Hindi) newspaper in relation to the Postal Ballot as under:

- (a) Newspaper advertisements published on Wednesday, December 18, 2024 requesting the Members who have not registered their email addresses, to get the same registered by following the procedure mentioned therein, in terms of the MCA Circulars. In addition to the said advertisements, the Company had also sent a physical communication on December 27, 2024 along with Form ISR-1 and pre-paid self-addressed business reply envelope, to all the Members whose email addresses are not registered in the records.
  - (b) Newspaper advertisements published on Saturday, December 28, 2024 regarding completion of dispatch of Notice on Friday, December 27, 2024 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
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 has engaged KFin Technologies Limited ('KFin'), Registrar and Share Transfer Agent, ('RTA') as the service provider for extending the facility of remote e-voting to the members of the Company. The Remote e-voting period commenced on Saturday, December 28, 2024 at 09:00 A.M. (IST) and ended on Sunday, January 26, 2025 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 is 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. My Report is based on verification of data and reports generated from the e-voting system provided by KFin(the Agency authorized under the Rules engaged by the Company to provide e-voting facility) and papers/ documents furnished to me electronically till the time fixed for closing of the remote e-voting process i.e., till Sunday, January 26, 2025, at 05:00 P.M.
  6. The members of the Company holding equity shares, as on the Cut-off Date i.e., Friday, December 20, 2024 were entitled to vote on the proposed resolution as set out in the Notice, through e- voting only.

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7. The total paid up Equity Share Capital of the Company as on Friday, December 20, 2024 was Rs. 2896,95,24,682.5/- (Rupees Two Thousand Eight Hundred Ninety-Six Crores Ninety-Five Lakhs Twenty-Four Thousand Six Hundred Eighty-Two Rupees and Fifty paise Only) divided into 569,58,33,021 (Five Hundred Sixty-Nine Crores Fifty-Eight Lakhs Thirty-Three Thousand Twenty-One) fully paid-up equity shares of the face value of Rs. 5/- each and 39,22,87,662 (Thirty-Nine Crores Twenty-Two Lakhs Eighty-Seven Thousand Six Hundred and Sixty-Two) partly paid-up equity shares of the face value of Rs. 5 each (Rs. 1.25 per share paid-up) each.

As per Section 47 of the Companies Act, 2013 ('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 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 votes (any fractions are 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:

<b>Paid up per equity share (In Rs.)</b>	<b>No. of Shares</b>	<b>No. of Votes</b>
5	5,69,58,33,021	5,69,58,33,021
1.25	39,22,87,662	9,80,71,915
<b>Total</b>	<b>6,08,81,20,683</b>	<b>5,79,39,04,936</b>

The total issued share capital of the Company includes 180 (One Hundred and Eighty) shares which are lying in the Bharti Airtel Limited - Unclaimed Suspense Account, of which voting rights are frozen till rightful owners claim pursuant to Regulation 34 read with Schedule V(F)(e) of the Listing Regulations and 45,62,519 (Forty Five Lakhs Sixty Two Thousand Five Hundred Nineteen) equity shares held by Bharti Airtel Employees' Welfare Trust ('ESOP Trust') which are treated as "Non - Promoter Non-Public Shareholding" as per the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, of which voting rights are not exercised and 2,25,071 (Two Lakh Twenty Five Thousand and Seventy One) 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) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

8. The remote e-voting period commenced on Saturday, December 28, 2024 at 09:00 A.M. (IST) and ended on Sunday, January 26, 2025 at 05:00 P.M. (IST). The votes cast during the

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remote e-voting were unblocked on Sunday, January 26, 2025 after the conclusion of remote e-voting period for Postal Ballot and were witnessed by Ms. Kirti Arora and Mr. Kamal Tanwar, 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

9. The remote e-voting was reconciled with records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization provided by the respective members.
10. 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.
11. The summary of results of remote e-voting are as under:

**Resolution No. 1 - Appointment of Mr. Rajan Bharti Mittal as a Non-Executive Director, liable to retire by rotation**

Ordinary Resolution				
Particulars	Nature of shares	Number of Valid Votes		Percentage %
		Postal Ballot through Remote e-voting	Total e-votes	
Assent	Fully Paid-up	520,40,22,361	528,81,86,669	98.2117
	Partly Paid-up	8,41,64,308		
Dissent	Fully Paid-up	9,60,50,539	9,62,91,869	1.7883
	Partly Paid-up	2,41,330		

**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 **Annexure A.**

12. 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 Joint Company Secretary and Compliance Officer of the

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Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

Thank you

**For CL & Associates  
Company Secretaries**

*H. Chawla*  


.....  
**Harish Chawla**  
**Partner**  
**Membership No. F9002**  
**CP No. 15492**  
**PR No. 4741/2023**  
**UDIN: F009002F003796038**

**Date: January 27, 2025**  
**Place: New Delhi**

**Countersigned by**

  
**Rohit Krishan Puri**  
**Joint Company Secretary and  
Compliance Officer**  
**Bharti Airtel Limited**



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## Annexure A

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

### A. VOTING THROUGH REMOTE E-VOTING (Combined Report i.e. Fully paid up and Partly paid up):

Particulars	No. of Members Voted	No. of e-votes	Percentage
a) Total Votes received	4,737	5,38,44,78,538	100.00
b) Less: Invalid Votes	0	0	0.00
c) Net Valid Votes	4,737	5,38,44,78,538	100.00
d) Votes with Assent	4,452	5,28,81,86,669	98.2117
e) Votes with Dissent	300	9,62,91,869	1.7883

Please refer Table A1 & A2 below, for detailed bifurcation of voting results and relevant notes/ remarks.

### A1. VOTING THROUGH REMOTE E-VOTING (Fully paid-up):

Particulars	No. of Members Voted	No. of Equity Shares/ e-votes	Paid-up value of the Equity Shares (in Rs.)
a) Total Votes received*	4,016	5,30,00,72,900	26,50,03,64,500
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4,016	5,30,00,72,900	26,50,03,64,500
d) Votes with Assent**	3,765	5,20,40,22,361	26,02,01,11,805
e) Votes with Dissent**	266	9,60,50,539	48,02,52,695

**Note:**

\*The above-mentioned total votes received is calculated by excluding 1,12,46,147 nos. of equity shares by 35 shareholders holding total 5,65,50,914 shares and have voted for 4,53,04,767 shares only.

\*There are 58 shareholders holding 880,754 equity shares who abstained from voting on the resolution.

\*\*There were 15 shareholders who voted partially in favour of the resolution and partially against the resolution.

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## A2. VOTING THROUGH REMOTE E-VOTING (Partly paid-up):

Particulars	No. of Members Voted	No. of Equity Shares**	No. of e-votes**	Paid-up value of the Equity Shares (in Rs.)
a) Total Votes received*	721	33,76,22,553	8,44,05,638	42,20,28,191.25
b) Less: Invalid Votes	0	0	0	0
c) Net Valid Votes	721	33,76,22,553	8,44,05,638	42,20,28,191.25
d) Votes with Assent	687	33,66,57,232	8,41,64,308	42,08,21,540.00
e) Votes with Dissent	34	9,65,321	2,41,330	12,06,651.25

**Note:**

\*The above-mentioned total votes received is calculated by excluding 59,411 nos. of equity shares by 2 shareholders holding total 85,813 shares and have voted for 26,372 shares only.

\*There are 9 shareholders holding 1,67,535 equity shares who abstained from voting on the resolution.

\*\*As on the Cut-off date, the Company has 39,22,87,662 (Thirty-Nine Crores Twenty-Two Lakhs Eighty-Seven Thousand Six Hundred and Sixty-Two) partly paid-up equity shares of the face value of Rs. 5 each and paid-up value of Rs. 1.25 per share (i.e. 25% of the face value). Accordingly, each partly paid up equity share carry 25% of the voting rights in the Company. For the purpose of calculating the no. of e-votes, any fractions are round off to lower number.