



August 20, 2016

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. 21st 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 follows:

1. Summary of proceedings of the AGM held on Friday, August 19, 2016 at 03:30p.m as Annexure A.
2. Mr. Sunil Bharti Mittal has been re-appointed as Chairman of the Company for a further term of 5 years w.e.f. October 01, 2016. Apart from Mr. Sunil Bharti Mittal and Mr. Rakesh Bharti Mittal, who are brothers, none of the directors are related. Brief profile of Mr. Sunil Bharti Mittal is enclosed as Annexure B.
3. The highlight of new set of Articles of Association and amendment in Memorandum of Association as approved by the shareholders as Annexure C.

We request you to take the same on record.

Thanking you,

Sincerely Yours

For Bharti Airtel Limited

Rajendra Chopra
Sr. Vice President & 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

SUMMARY OF PROCEEDINGS OF THE 21st ANNUAL GENERAL MEETING

The 21st Annual General Meeting (AGM) of Bharti Airtel Limited (the 'Company') was held on Friday, August 19, 2016 at 03:30 P.M. (IST) at Air Force Auditorium, Subroto Park, New Delhi - 110 010. Following Directors were present:

Directors Present:

- 1) Mr. Sunil Bharti Mittal, Chairman
- 2) Mr. Gopal Vittal, Managing Director & CEO (India & South Asia)
- 3) Mr. V.K. Viswanathan, Chairman of Audit & Risk Management Committee
- 4) Mr. D.K. Mittal, Member, HR & Nomination Committee (representing Ben Verwaayen, Chairman of the Committee)
- 5) Mr. Rakesh Bharti Mittal, Chairman of Stakeholders' Relationship Committee

In attendance:

Mr. Nilanjan Roy, Chief Financial Officer
Mr. Rajendra Chopra, Company Secretary
Mr. Nilangshu Katriar, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditor
Mr. 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) – 4325, holding 2,668,106,523 shares
In Proxy – 149, representing 24,123,484 shares

Mr. Rajendra Chopra, Company Secretary welcomed the attendees. He informed the shareholders that Mr. Sunil Bharti Mittal, Chairman, would preside over the Meeting. The requisite quorum being present, Company Secretary called the meeting to order. He stated that the Annual Report for the year 2015-16 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 Mr. Sunil Bharti Mittal, Chairman, to commence the proceedings.

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

The Chairman 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 August 16, 2016 and concluded at 5.00 p.m. on August 18, 2016, on all the resolutions set forth in the Notice. 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, 2016.
2. Declaration of dividend on equity shares.
3. Re-appointment of Ms. Chua Sock Koong as a Director liable to retire by rotation.
4. Ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company and to fix its remuneration.

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Special Business:

5. Appointment of Mr. Rakesh Bharti Mittal as a Director liable to retire by rotation.
6. Adoption of new set of the Articles of Association of the Company.
7. Alteration in the Memorandum of Association of the Company.
8. Re-appointment of Mr. Sunil Bharti Mittal as the Chairman of the Company.
9. Revision in remuneration of Mr. Gopal Vittal, Managing Director and CEO (India and South Asia).
10. Ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditor of the Company.

Mr. 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, accordingly was requested to takeover the e-voting process at the AGM and submit Consolidated Scrutinizer's Report by August 20, 2016. Subsequently, Consolidated Scrutinizers' Report was received and all the resolutions were passed with requisite majority.



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Sunil Bharti Mittal

Sunil Bharti Mittal is the Founder and Chairman of Bharti Enterprises, one of India's leading conglomerates with diversified interests in telecom, insurance, real estate, agri and food, besides other ventures. Bharti has joint ventures with several global leaders: Singtel, SoftBank, AXA, Del Monte amongst others.

Bharti Airtel, the group's flagship company, is amongst the world's largest telecommunications companies, offering mobile, fixed broadband and digital TV solutions to over 350 million customers across India, South Asia and Africa.



Sunil has been the pioneer of the mobile revolution in India. At a time when mobile telecom was considered inaccessible for the masses, Bharti Airtel revolutionized the business model to offer affordable voice and data services. Starting from operations in one Indian city in 1994, to presence across 18 countries today, Bharti Airtel has transformed the quality of lives of millions of people globally, providing connectivity and digital empowerment. The company continues to focus on driving data as the ensuing growth frontier, and is leading the rollout of next generation data networks across India and Africa.

Sunil is a recipient of the Padma Bhushan, one of India's highest civilian honors, awarded to individuals for demonstrating distinguished services of high order. He has also been awarded Harvard Business School's Alumni Achievement Honor – the utmost honor accorded by the institute to its alumni. He is the recipient of GSMA's prestigious Chairman award, besides being decorated with numerous industry honors. Sunil has been conferred Honorary Doctorates by several leading universities in India and UK.

Sunil serves on many international bodies and think-tanks- he is the Chairman of the International Chamber of Commerce (ICC), Chair of the World Economic Forums (WEF) Telecommunications Steering Committee, Member: International Business Council-WEF, GSMA Board, Telecom Board of International Telecommunication Union (ITU), Commissioner of the Broadband Commission, International Advisory Panel of the Monetary Authority of Singapore and Prime Minister of Singapore's Research, Innovation and Enterprise Council. He is a Trustee of the Carnegie Endowment for International Peace and on the Board of Qatar Foundation Endowment.

Sunil is closely associated with spearheading the Indian industry's global trade, collaboration and policy - he has served on the Prime Minister of India's Council on Trade & Industry. He is also a member of the India-US, India-UK and India-Japan CEO Forums. He is Co-Chair of the India-Africa Business Council and India-Sri Lanka CEO Forum. He was the President of the Confederation of Indian Industry (CII), the premier industry body in India in 2007-08.

Deeply associated with the cause of education, Sunil is on Harvard University's Global Advisory Council, Board of Dean's Advisors at HBS and Governing Board of the Indian School of Business.

Sunil believes that a responsible corporate has a duty to give back to the community in which it operates. This belief has resulted in Bharti Foundation, which operates 254 schools as well as remedial centers to impart holistic education to over 1,00,000 under-privileged children in rural India. Sunil was ranked among the Top 25 Philanthropists in the World in 2009 by the Barron's Magazine. He is also a Member of the Board of Trustees of Qatar's Education Above All Foundation

Highlights of the proposed changes in the Memorandum of Association and Articles of Association

As per the terms of payments bank license granted by Reserve Bank of India to Airtel Payments Bank Limited, a subsidiary company, the Company is mandatorily required to insert the following clause in its Articles of Association:

"No person / group of persons shall acquire any shares of the Company, which would take his / her / its holding to a level of 5% or more (or any such percentage imposed by the Reserve Bank of India from time to time) of the total issued capital of the Company, unless prior approval of the Reserve Bank of India has been obtained by such person / group of persons."

Provisions of Section 5 of the Companies Act, 2013 provides that in case a Company alters its Articles of Association, it is also required to align its Articles of Association with the provisions of the Companies Act, 2013. The existing Articles of Association contains reference to the provisions of the Companies Act, 1956 and since the changes required to align it with the Companies Act, 2013 are numerous, it was considered expedient to replace the existing Articles of Association with the new set of Articles of Association.

While amending the Articles of Association, the Company also amended the Memorandum of Association to align it with the Companies Act, 2013.

Highlights of the amendments in Memorandum of Association and other changes in the Articles of Association are as under:

Memorandum of Association

- Headings of the Main Objects and the Incidental and Ancillary Objects have been replaced with the new headings to make it in conformity with the provisions of the Companies Act, 2013.
- The Liability Clause in the Memorandum have been replaced to clarify, that the liability of the members is limited to the amount unpaid on the shares, to make it in conformity with the provisions of the Companies Act, 2013.
- The Other Objects have been deleted, to be in conformity with the provisions of the Companies Act, 2013.
- Reference to sections of the Companies Act, 1956 have been substituted with the reference to the sections of the Companies Act, 2013.

Articles of Association

- Reference to the sections, sub-sections, clauses etc. of the Companies Act, 1956 have been substituted with corresponding sections, sub-sections, clauses etc. of the Companies Act, 2013.
- New provisions relating to the Chief Executive Officer and Chief Financial Officer in addition to the Manager and Company Secretary have been added.
- The provisions of the Companies Act, 2013, which permit the Company to do some acts, if so authorized by the Articles, or, which require the Company to do acts in a prescribed manner unless articles otherwise provide, have been specifically included.
- Provisions relating to Independent Directors, electronic voting, postal ballot, board meeting through audio visual means have been included.
- No changes have been made in the articles relating to the terms of Shareholders Agreement.

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