



# BHARTI AIRTEL LIMITED



CIN: L74899DL1995PLC070609

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India

Tel: +91-11-4666 6100 Fax: +91-11-4166 6137

Email id: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) Website: [www.airtel.com](http://www.airtel.com)

## POSTAL BALLOT FORM

Serial No.....

- 1 Name of the member(s) including joint-holders, if any :
- 2 Registered address of the sole/ first named member :
- 3 Registered Folio No. / DP ID No. / Client ID No.\* :  
(\*Applicable to members holding shares in dematerialized form)
- 4 No. of Shares held :
- 5 I / we hereby exercise my / our vote in respect of the special resolution(s) to be passed through postal ballot / e-voting for the business(es) enumerated below by recording my / our assent or dissent to the said resolution(s) by placing tick (✓) mark at the appropriate box below:

Sl. No.	Description of Resolutions	No. of shares for which votes cast	I / we assent to the resolution (For)	I / we dissent to the resolution (Against)
1.	Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement.			
2.	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.			

Place: .....

Date: ..... (Signature of the member)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

## E- VOTING PARTICULARS

The E-Voting facility is available at the link <https://evoting.karvy.com>. The e-voting particulars are set out as follows:

EVEN (Electronic Voting Event Number)	User ID	Password

## Notes / Instructions

1. The Notice of Postal Ballot / E-Voting (Notice) is being sent to the members, whose names appear in the Register of members / beneficiary position maintained by the depositories as on Tuesday, February 07, 2017 ("cut-off date") and voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s) / Beneficial Owner(s) as on the same date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
2. There will be one Postal Ballot Form / e-voting for every folio no. / client id no. irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member and in his absence by the next named member.
3. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with a proof of their authorisation.
4. The Board of Directors (Board) has appointed Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, (C.P. No. 3850) as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
5. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all the members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd. (Karvy) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is the optional facility available to members.
6. The members can opt for only one mode of voting either by postal ballot or through e-voting. If the member decides to vote through postal ballot, they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, e-voting of such member will be considered and counted and the votes casted through Postal Ballot Form of such member will be treated as invalid.
7. The period for voting through physical ballot and e-voting starts from Monday, February 13, 2017 at 09:00 A.M. (IST) and ends on Tuesday, March 14, 2017 at 05:00 P.M. (IST) and any physical postal ballot form received after the said date shall not be considered. E-Voting shall be disabled by Karvy at 05:00 P.M. (IST) on Tuesday March 14, 2017.
8. The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.
9. Members who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice by e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed Business Reply envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link <https://evoting.karvy.com> or from the 'Investors' section on the Company's website [www.airtel.com](http://www.airtel.com).
10. Resolutions passed by the members through Postal Ballot/e-voting are deemed to have been passed as if the same have been passed at a General Meeting of the members.
11. Upon completion of scrutiny of the Forms, the Scrutinizer will submit his report. The results of the Postal Ballot would be announced by the Chairman or any other Director authorised by him on Thursday, March 16, 2017 on or before 05:00 P.M. (IST) at the Registered Office of the Company. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on Tuesday, March 14, 2017 being the last date specified for receipt of duly completed Postal Ballot Forms and closure of e-voting.
12. The said results along with the Scrutinizer's Report would be displayed at the Registered Office and Corporate Office of the Company, hosted at the Company's website i.e. [www.airtel.com](http://www.airtel.com) and on the website of Karvy i.e. <https://evoting.karvy.com>. The results will be intimated to the Stock Exchanges where the Company's shares are listed.
13. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Friday) between 11.00 A.M. (IST) and 1.00 P.M. (IST) from the date of dispatch of notice upto the date of declaration of results of postal ballot / e-voting.
- 14. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT FORM**
  - (i) Members are requested to carefully read the instructions printed on the Postal Ballot Form before casting their vote and return the Form, duly completed in all respect and signed, in the attached postage pre-paid self-addressed Business Reply envelope, so as to reach the Scrutinizer at Bharti Airtel Limited, Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India not later than close of working hours on Tuesday, March 14, 2017. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally. The Postal Ballot Forms received after this date will be treated as if reply from the member has not been received.
  - (ii) The votes should be casted either in favour or against the resolution by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [✓] mark in both the columns will render the Form invalid.
  - (iii) Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
  - (iv) The Postal Ballot Form should be completed and signed by the sole / first named member or his duly authorised attorney registered with the Company. In the absence of the first named member in a joint holding, the Form may be completed and signed by the next named member. *(However, where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member would be treated as valid).*
  - (v) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with specimen signatures of authorised signatory(ies), duly attested.
  - (vi) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
  - (vii) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
  - (viii) Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed Business Reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
  - (ix) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 14(i) above.
- 15. PROCESS FOR MEMBERS OPTING FOR E-VOTING**
  - A. In case of members receiving the Postal Ballot Form by e-mail:**
    - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
    - (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No. / DP ID No. / Client ID No. will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - (iii) After entering these details appropriately, click on "LOGIN".
    - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. *It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.*
    - (v) You need to login again with the new credentials.
    - (vi) On successful login, the system will prompt you to select the e-voting Event Number of Bharti Airtel Limited.
    - (vii) On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to resolution and "AGAINST" implies dissent to resolution.
    - (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
    - (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
    - (x) You may then cast your vote by selecting any appropriate option and click on "Submit".
    - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the resolution(s).**
    - (xii) Corporate / Institutional members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the board resolution / authority letter etc. together with attested specimen signature of the duly authorised representative(s), to the Scrutinizer at email [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT No."
    - (xiii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
  - B. In case of members receiving the Postal Ballot Form by post:**
    - (i) User ID and Initial password is provided at the bottom of the Postal Ballot Form.
    - (ii) Please follow the steps from Sl. No. 15A(i) to 15A(xiii) above, to cast your vote.
  - C.** In case of any query and / or grievance pertaining to e-voting, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Ramesh Desai (Unit: Bharti Airtel Limited) of Karvy or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040-6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
  - D.** The period for e-voting starts on Monday, February 13, 2017 at 09:00 A.M. (IST) and ends on Tuesday, March 14, 2017 at 05:00 P.M. (IST). E-voting shall be disabled by Scrutinizer on Tuesday, March 14, 2017 at 05:00 P.M. (IST).