

# SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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## Scrutinizer Report

To,

The Chairman

**BHARTI AIRTEL LIMITED**

CIN: L74899DL1995PLC070609

Bharti Crescent, 1, Nelson Mandela Road,  
Vasant Kunj, Phase-II, New Delhi - 110070

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India ('SS-2') and approved by the Central Government and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I was appointed as Scrutinizer by the Board of Directors of **BHARTI AIRTEL LIMITED** ('The Company') in their meeting held on Monday, March 12, 2018 to conduct the Postal Ballot/e-voting process in a fair and transparent manner in respect of the following resolution:

S. No.	Type of Resolution	Particulars
1.	<b>Special Resolution</b>	Issue of unsecured / secured redeemable non-convertible Debentures / bonds by way of private placement



**I submit my report as under:**

1. The Company completed the dispatch of Postal Ballot Notice(s) and Postal Ballot form(s) along with all requisite documents on Monday, April 09, 2018 to its Members, whose names appeared in the Register of Members as on Friday, March 30, 2018 ('cut-off date') in the following manner:
  - a) through e-mail to the Members whose e-mail ids were registered with the Company / the Depositories; and
  - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other Members (whose e-mail addresses were not registered with the Company / the Depositories).
2. The Company published an advertisement regarding dispatch of Postal Ballot form(s), notices etc. in Hindi Daily "Jansatta" (Delhi edition) on Tuesday, April 10, 2018 and re-published in English Daily "Financial Express" (All editions) on Wednesday, April 11, 2018.
3. The Members of the Company had an option to vote either through Postal Ballot form(s) or through e-voting facility. Members who opted for e-voting facility have cast their votes on e-voting platform provided by Karvy Computer Share Private Limited (Karvy) at <https://evoting.karvy.com>.
4. The Postal Ballot form(s) received by post / courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot form(s). The e-voting was maintained by Karvy in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by Karvy on its designated website i.e. <https://evoting.karvy.com>.



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6. The e-votes were unblocked on Wednesday, May 09, 2018 after 05.00 P.M. in the presence of two witnesses, Ms. Palak Chopra, R/o. H. No. 314, Main Market, Sant Nagar, Burari, New Delhi - 110084 and Mr. Mahaveer Singh, R/o. 1E, Basant Nagar, Vasant Vihar, New Delhi - 110057, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

  
Palak Chopra

  
Mahaveer Singh

7. The particulars of all Postal Ballot form(s) received from the Members as well as e-voting report generated from electronic registry of Karvy have been entered in a separate Register maintained for that purpose.
8. All Postal Ballot form(s) received and e-votes cast up to 05:00 P.M. on Wednesday, May 09, 2018 i.e. the last date and time fixed by the Company for casting votes by members were considered and none of the envelopes containing Postal Ballot form(s) received after 05:00 P.M. on Wednesday, May 09, 2018 were considered for the purpose of this report.
9. For the purpose of this report, details of shareholding as on cut-off date has been considered. The shareholder(s) who have voted for lesser number of shares as compared to their entitlement, the number of shares for which the shareholders cast their votes have been considered.
10. All Postal Ballot form(s) received and e-votes cast on or before 05:00 P.M. on Wednesday, May 09, 2018 were matched with the Register of Members as on cut-off date maintained by the Registrar and Share Transfer Agent ('RTA') of the Company. It is further submitted that there was no case of mis-match of shareholding as mentioned in postal ballot forms and RTA records.



11. There were 2245 envelopes containing Postal Ballot form(s) which were returned undelivered and these envelopes were not opened and they were separately kept.
12. The Members exercised their voting either by e-voting or physical mode. There was no Member who opted for both the facilities.
13. The total issued and paid up Equity Share Capital of the Company as on cut-off date was Rs. 19,98,70,00,510 (Rupees One Thousand Nine Hundred Ninety Eight Crores Seventy Lakhs Five Hundred Ten Only) divided into 3,99,74,00,102 (Three Hundred Ninety Nine Crores Seventy Four Lakhs One Hundred Two) Equity Shares of Rs. 5/- (Rupees Five Only) each.
14. A summary of the Postal Ballots/ e-voting are as under:

**Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of private placement.**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	3,50,02,89,042	37,723	3,50,03,26,765	99.5571
Dissent	1,55,70,078	2,790	1,55,72,868	0.4429
Total	3,51,58,59,120	40,513	3,51,58,99,633	100

**Therefore, the above-mentioned Special Resolution has been passed with requisite majority.**

The detailed break up of voting through e-voting and voting through Postal Ballot form(s) in respect of the above Resolution is attached to this report and marked as 'Annexure-A'.

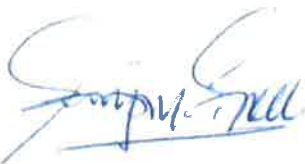


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15. As per para 16.6.3 of SS-2, the resolution shall be deemed to have been passed on Wednesday, May 09, 2018, being the last date of receipt of Postal Ballot form(s) / e-voting.
16. I will hand over the Postal Ballot form(s) and other related papers / registers and records to the Company after signing of minutes by the Chairman of the Company.
17. You may accordingly declare the result of the voting by Postal Ballot / e-voting.

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**



Sanjay Grover  
Scrutinizer  
C.P. No.:3850'

May 10, 2018  
New Delhi



**COUNTERSIGNED BY**



Sunil Bharti Mittal  
Chairman  
Bharti Airtel Limited



A detailed summary of the e-voting / Postal Ballot result is given herein below:

<b>A1. VOTING THROUGH E-VOTING:</b>			
Particulars	No. of share-Holders*	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	1,087#	3,52,84,55,614	17,64,22,78,070
b) Less: Less Voted	21	84,87,384	4,24,36,920
c) Less: Abstained	21	41,09,110	2,05,45,550
d) Net Valid votes	1,072#	3,51,58,59,120	17,57,92,95,600
e) Votes with assent	998	3,50,02,89,042	17,50,14,45,210
f) Votes with dissent	74	1,55,70,078	7,78,50,390

# Some Shareholders have voted partially in favour and partially against the resolution.

<b>A2. VOTING THROUGH POSTAL BALLOT FORM:</b>			
Particulars	No. of share-Holders*	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	299	42,732	2,13,660
b) Less: Invalid votes	14	2,219	11,095
c) Net Valid votes	285	40,513	2,02,565
d) Votes with assent	270	37,723	1,88,615
e) Votes with dissent	15	2,790	13,950

\* The number of shareholders mentioned above represents the total folio numbers and has not been consolidated on the basis of PAN.

