



BHARTI AIRTEL LIMITED



CIN: L74899DL1995PLC070609

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070

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

Email id: compliance.officer@bharti.in Website: www.airtel.com

POSTAL BALLOT FORM

Serial No.....

- Name and address of the Sole/
First named Shareholder registered
with Bharti Airtel Limited
- Name(s) and address(es) of
the Joint Shareholders, if any,
registered with Bharti Airtel Limited
- Registered Folio No. :
/DP ID & Client ID No.*
(*Applicable to shareholders
holding shares in
dematerialized form)
- No. of Shares held :
- I/ we hereby exercise my/ our vote in respect of the resolution to be passed through postal ballot for the business stated in the notice dated June 22, 2018 of the meeting of the equity shareholders of Bharti Airtel Limited by recording my/ our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

Sl. No.	Description of Resolution	No. of shares	I/ we assent to the resolution (For)	I/ we dissent to the resolution(Against)
1.	Approval of the scheme of arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.			

Place:

Date: (Signature of the shareholder)

Note: Please read the instructions carefully printed overleaf before exercising the vote and return this form to the scrutinizer by using the self-addressed postage prepaid Business Reply Envelope. If the voting rights are exercised electronically, there is no need to use this form.

Last date/ time for receipt of this Postal Ballot Form is Thursday, August 02, 2018 at 5:00 P.M. (i.e. 17:00 Hours) Indian Standard Time.

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 Postal Ballot/ e-voting Notice ("Notice") is being sent through registered post or by email (as the case may be) to all those equity shareholders, whose names appear in the register of members/ list of beneficial owners as received from Karvy Computershare Private Limited ("Karvy") on Friday, June 22, 2018 and the voting rights for the purposes of e-voting and postal ballot shall be reckoned on the basis of the paid up value of the equity shares registered in the name of the equity shareholder as on Friday, June 22, 2018. A person who is not an equity shareholder as on Friday, June 22, 2018 should treat this Notice for information purpose only.
2. There will be only one Postal Ballot Form for every registered folio/ client ID irrespective of the number of joint shareholders. In case, shares are jointly held, the Postal Ballot Form should be completed and signed by the first named shareholder and in his/ her absence, by the next named shareholder.
3. The vote on postal ballot/ e-voting cannot be exercised through proxy. However, corporate/ institutional equity shareholders (i.e. other than Individuals, HUF, NRI, etc.) shall be entitled to vote through their authorised representatives and are also required to send scanned certified true copy (PDF format/ JPG format) of the board resolution/ authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the scrutinizer at anshul.chhabra@capoc.in with a copy marked to 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."
4. The Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("Tribunal") vide order dated May 23, 2018, has appointed Mr. Pankaj Jain, Chartered Accountant, as the scrutinizer, for the meeting of the equity shareholders of Bharti Airtel Limited ("Company") to be held at Ocean Pearl Retreat, Chattarpur Mandir Road, Sabari I, New Delhi - 110034 on Friday, August 03, 2018 from 10:30 A.M. to 11:30 A.M. ("Meeting") for conducting the postal ballot/ e-voting process in a fair and transparent manner.
5. Pursuant to the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Management and Administration Rules (as amended from time to time), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations ("SEBI Listing Regulations") and other applicable provisions, if any, of the Companies Act, 2013 and of the SEBI Listing Regulations, the Company will be offering postal ballot and e-voting facility to the shareholders to cast their votes (for or against) on the resolution set forth in the notice convening the Meeting. The Company has engaged the services of Karvy for the purpose of providing e-voting facility to all its equity shareholders. E-voting is an optional facility available to the equity shareholders.
6. Each equity shareholder can opt for only one mode of voting i.e. either by postal ballot or by e-voting. If you opt for e-voting, then please do not vote by postal ballot and vice versa. In case equity shareholders do cast their vote, via both modes i.e. postal ballot as well as e-voting, then voting done through E-voting shall prevail and postal ballot of that shareholder shall be treated as invalid.
7. The voting period for postal ballot and e-voting commences on Wednesday, July 04, 2018 at 9:00 A.M. and ends on Thursday, August 02, 2018 at 5:00 P.M. and any Postal Ballot Form received after such period shall be treated as if the reply from the equity shareholder has not been received.
8. It may be noted that the voting facility through ballot/ polling paper will be provided at the venue of the meeting. It is also clarified that casting of votes by e-voting or postal ballot does not disentitle an equity shareholder from attending the meeting. However, any equity shareholder who has voted through e-voting or postal ballot cannot vote at the meeting.
9. The Scrutinizer's decision on the validity of a postal ballot form/ e-voting shall be final.
10. The Notice is being sent through registered post to all those equity shareholders who have not registered their email ID's with the Company and the Depository Participants and/or electronically by email to those equity shareholders who have registered their email ID's with the Company and/ or the Depository Participants, whose names appear in the register of members/ list of beneficial owners as received from Karvy on June 22, 2018. The equity shareholders who have received the Notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from the Company's website (www.airtel.com) or seek a duplicate Postal Ballot Form from the Company. The equity shareholders who have not received the Postal Ballot Form may apply to the Company and obtain a duplicate copy.
11. Resolution passed by the equity shareholders through postal ballot or e-voting are deemed to have been passed as if the same have been passed at the Tribunal convened meeting of the equity shareholders.
12. The scrutinizer will submit his report to the Chairperson or the alternate Chairperson (as the case may be) after completion of the scrutiny of the postal ballots, e-votes and the polling/ ballot paper submitted by the equity shareholders. The scrutinizer's decision on the validity of the votes shall be final. The results of the voting on the resolution shall be announced on or before Sunday, August 05, 2018. The results of the voting along with the scrutinizer's report shall be displayed at the registered office of the Company situated at Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070 and its website (www.airtel.com) and Karvy's website (<https://evoting.karvy.com>), besides being communicated to the stock exchanges where the equity shares of the Company are listed, namely, the National Stock Exchange of India Limited and BSE Limited.
13. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the date of the Meeting i.e. Friday, August 3, 2018, convened in this behalf.
14. All documents referred to in the notice and the accompanying explanatory statement will be available for inspection by the equity shareholders at the registered office of the Company on all days, except Saturday, Sunday and public holidays, between 11:00 A.M. and 1:00 P.M. upto the date of the Meeting.
15. **PROCESS FOR EQUITY SHAREHOLDERS OPTING FOR VOTING BY POSTAL BALLOT**
 - (i) The equity shareholders voting in physical form are requested to carefully read the instructions printed in the enclosed Postal Ballot Form. The equity shareholders who have received the notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from the Company's website (www.airtel.com) or seek a duplicate Postal Ballot Form from the Company. The equity shareholders who have not received the postal ballot form may apply to the Company and obtain a duplicate copy. Equity shareholders shall fill in the requisite details and send the duly completed and signed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope to the scrutinizer so as to reach the scrutinizer before 5:00 P.M. on Thursday, August 02, 2018. Any Postal Ballot Form received after such period shall be treated as if the reply from the equity shareholder has not been received.
 - (ii) The Postal Ballot Form should be completed and signed by the equity shareholder (as per specimen signature registered with the Company and/or furnished by the depositories). In case, shares are jointly held, this form should be completed and signed by the first named member and in his/ her absence, by the next named member. Holder(s) of power of attorney ("PoA") on behalf of an equity shareholder may vote on the postal ballot form mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of equity shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the Postal Ballot Form.
 - (iii) Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. There will be only one Postal Ballot Form for every registered folio/ client ID irrespective of the number of joint shareholders.
 - (iv) The votes should be casted either in favour or against the resolution by placing a tick [✓] mark in the column provided for assent or dissent, respectively. Postal Ballot Form bearing tick [✓] mark in both columns will render the Postal Ballot Form invalid.
 - (v) Please convey your assent/ dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
 - (vi) Equity shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
 - (vii) Equity shareholders are requested not to send any other matter along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope. If any extraneous papers are found, the same will be destroyed by the scrutinizer.
16. **PROCESS FOR EQUITY SHAREHOLDERS OPTING FOR E-VOTING**
 - A. In case of an equity shareholder 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 at the bottom of the Postal Ballot Form). Your Folio No./ DP ID/ Client ID 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. If required, please visit <https://evoting.karvy.com> for your existing password.
 - (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 of 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 for Bharti Airtel Limited.
 - (vii) On the voting page enter the number of shares (which represents the number of votes) as on June 22, 2018 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. 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) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (ix) 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 e-voting period, equity shareholders can login any number of times till they have voted on the resolution.
 - (x) Equity shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - (xi) Corporate/ Institutional Equity Shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF format/ JPG format) of the board resolution/ authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the scrutinizer at anshul.chhabra@capoc.in with a copy marked to evoting@karvy.com. They may also upload the same on 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."
 - (xii) Once the vote on a resolution is casted by an equity shareholder, the equity shareholder shall not be allowed to change it subsequently.
 - B. In case of an equity shareholder 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. 16A (i) to 16A (xii) above, to cast your vote.
 - C. In case of any query and/ or grievance, pertaining to e-voting, please visit Help & Frequently Asked Questions (FAQs) section 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 Computershare Private Limited or at evoting@karvy.com or phone no. 040-6716 1522 or call Karvy's toll free No. 1-800-34-54-001.**
 - D. The period for voting for postal ballot and e-voting commences on Wednesday, July 04, 2018 at 9:00 A.M. and ends on Thursday, August 02, 2018 at 5:00 P.M. on Sunday and any postal ballots received thereafter shall not be considered and e-voting shall be disabled by Karvy.**