bharti

August 14, 2018

National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E),
Mumbai-400051, India

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001, India

Re: Bharti Airtel Limited (532454/ BHARTIARTL)

Sub: 'Scrutinizer's Report' on Tribunal convened meetings of Equity Shareholders and Unsecured Creditors of Bharti Airtel Limited convened and held on Friday, August 03, 2018.

Ref: Our Intimation dated August 03, 2018 informing Voting results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Further to our intimation dated August 03, 2018, we enclose herewith the 'Scrutinizer's Report' on Tribunal convened meetings of Equity Shareholders and Unsecured Creditors of Bharti Airtel Limited convened and held on Friday, August 03, 2018 for approval of scheme of arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

We request you to take the same on record.

Thanking you,

Sincerely Yours

For Bharti Airtel Limited

BHARTI AIRTEL LIMITED NEW DELHI

Rohit Krishan Puri
Dy. Company Secretary & Compliance officer

Encl: As above

Report of Scrutinizer

To,

Mr. J.P. Singh, Senior Advocate
Chairperson of the Tribunal convened meeting of Unsecured Creditors of Bharti Airtel Limited ("Applicant Company/ Transferee Company")

Mr. Manuj Nagrath, Advocate
Alternate Chairperson of the Tribunal convened meeting of Unsecured Creditors of Bharti Airtel Limited ("Applicant Company/ Transferee Company")

Respected Sir,

I, Punkaj Jain, Chartered Accountant in Practice, appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi ("**Tribunal**") *vide* its order dated May 23, 2018 ("**Order**"), for the meeting of Unsecured Creditors of Bharti Airtel Limited ("**Applicant Company/ Transferee Company**") held on Friday, the 03rd of August, 2018, from 01:30 P.M. to 02.30 P.M. at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi-110034 ("**Meeting**"), under the supervision of the Hon'ble Tribunal, to consider and, if thought fit, approve, with or without modification, the proposed scheme of arrangement between Tata Teleservices (Maharashtra) Limited ('**Transferor Company**") and the Applicant Company and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**") ("**Scheme**"), submit my report as under:

1. In terms of the directions contained in the Order, the quorum for the Meeting was fixed as 100 unsecured creditors. Further, it was directed that if the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by 30 minutes and thereafter, the unsecured

creditors, present and voting, shall be deemed to constitute the quorum.

2. The Chairperson commenced the Meeting at 1:30 P.M., however, due to the absence of the requisite quorum, the Meeting was adjourned by 30 minutes in terms of the said Order and was thereafter, reconvened at 2:00 P.M.

3. The proposed Scheme was explained to the authorized representatives along with proxy holder(s) of the unsecured creditors present at the Meeting following which the polling process was conducted.

4. Two locked ballot boxes with identification marks placed by me were kept for polling till 2.30 P.M.

5. On conclusion of the voting, the locked ballot boxes were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Applicant Company and the authorizations/ proxies lodged with the Applicant Company.

6. 1 (one) Ballot Paper was found to be invalid. The invalid vote is on account of the remarks mentioned in **Annexure – 1** attached herewith and is part of this report.

7. The result of the Poll is as under:

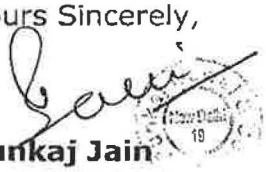
Particulars	**No. of Ballot Papers**	**Value of Votes**
Total Votes Cast	**60**	**94,36,89,12,161**
Invalid Votes (Please see para no. 6)	**1**	**31,65,45,182**
Valid Votes	**59**	**94,05,23,66,979**
Votes Against	**Nil**	**Nil**
Votes Against as % of total valid votes cast	Nil	Nil
Votes in Favour	**59**	**94,05,23,66,979**
Votes in Favour as % of total valid votes cast	**100%**	**100%**

8. No Unsecured Creditor voted "AGAINST" the Resolution.

9. The poll papers and all other relevant records relating to voting were handed over to the Chairperson of the Tribunal Convened Meeting.

Thanking you,

Yours Sincerely,



Punkaj Jain
FCA: 091248
Chartered Accountant in Practice
Scrutinizer for the Tribunal convened meeting of Unsecured Creditors
of Bharti Airtel Limited
("Applicant Company/ Transferee Company")

Date: August 13, 2018
Place: New Delhi

BHARTI AIRTEL LIMITED

LIST OF INVALID BALLOT PAPERS CAST IN THE MEETING OF UNSECURED CREDITORS HELD ON 03.08.2018

Sl. No.	Name	Invalid Votes	Remarks
1	ROSENBERGER ELECTRONIC CO. INDIA PVT. LTD.	316545182	Ballot paper not Signed
TOTAL:		**316545182**	



Report of Scrutinizer

To,
Mr. J.P. Singh, Senior Advocate
Chairperson of the Tribunal convened meeting of Equity Shareholders of Bharti Airtel Limited ("Applicant Company/ Transferee Company")

Mr. Manuj Nagrath, Advocate
Alternate Chairperson of the Tribunal convened meeting of Equity Shareholders of Bharti Airtel Limited ("Applicant Company/ Transferee Company")

Respected Sir,

I, Punkaj Jain, Chartered Accountant in Practice, appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi ("**Tribunal**") vide its order dated May 23, 2018 ("**Order**"), for the meeting of Equity Shareholders of Bharti Airtel Limited ("**Applicant Company/ Transferee Company**") held on Friday, the 03rd of August, 2018 from 10:30 A.M. to 11.30 A.M. at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi-110034 ("**Meeting**"), under the supervision of the Hon'ble Tribunal, to consider and, if thought fit, approve, with or without modification, the proposed scheme of arrangement between Tata Teleservices (Maharashtra) Limited ("**Transferor Company**") and the Applicant Company and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**") ("**Scheme**"), submit my report as under:

1. In terms of the directions contained in the Order, the quorum for the Meeting was fixed as 200 equity shareholders. Further, it was directed that if the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by 30 minutes and thereafter, the equity shareholders, present and voting, shall be deemed to constitute the quorum.
2. The Chairperson commenced the Meeting at 10:30 A.M., however, due to the absence of the requisite quorum, the Meeting was

adjourned by 30 minutes in terms of the said Order and was thereafter, reconvened at 11:00 A.M.

3. The proposed Scheme was explained to the equity shareholders or to the authorized representatives along with proxy holder(s) of the equity shareholders present at the Meeting following which the polling process was conducted.

4. Two locked ballot boxes with identification marks placed by me were kept for polling till 11.30 A.M.

5. On conclusion of the voting, the locked ballot boxes were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the SEBI Registered Registrar and Transfer Agent of the Company - Karvy Computershare Pvt. Ltd. (**"Karvy"**) and the authorizations/proxies lodged with the Applicant Company.

6. The Applicant Company also provided the facility for casting vote by way of postal ballot/ by way of e-voting using facility through **Karvy.** Postal Ballot and e-voting commenced on 4th July, 2018 (09.00 A.M.) and ended on 02nd August, 2018 (05.00 P.M.). Complete details of the e-voting by the Shareholders of the Company was provided to me by **Karvy**.

7. 9 (nine) poll papers were found to be invalid. The invalid votes are on account of the remarks mentioned in **Annexure – 1** attached herewith and is part of this report.

8. The result of the Poll, e-voting process and Postal Ballot is given as under:

Particulars	No. of Voters	Value of Votes
Votes Cast in the meeting	**79**	**1,685**
Votes Cast through remote e-voting process	**1,212**	**364,10,85,894**
Votes Cast through Postal Ballot	**17**	**1,044**
Total Votes Cast in the meeting and through remote e-voting process and Postal Ballot	**1,308**	**364,10,88,623**
Less: Invalid Votes *(please see para 7)*	**9**	**375**

Less: Abstained from remote e-voting	**16**	**41,75,738**
Less: Voted less	-	**84,40,724**
Valid Votes	**1,283**	**3,62,84,71,786**
Votes Against	**27**	**3,434**
Votes Against as % of total valid votes cast	-	0.0001
Votes in Favour	**1,256**	**3,628,468,352**
Votes in Favour as % of total valid votes cast	-	99.9999%

9. 27 (twenty seven) equity shareholders voted "AGAINST" the Resolution.

10. The poll papers, postal ballots, detail of e-voting provided by Karvy and all other relevant records were handed over to the Chairperson of the Tribunal Convened Meeting.

Thanking you,
Yours Sincerely,

Punkaj Jain
FCA: 091248
Chartered Accountant in Practice
Scrutinizer for the Tribunal convened meeting of Equity Shareholders
of Bharti Airtel Limited
("Applicant Company/ Transferee Company")

Date: August 13, 2018
Place: New Delhi

BHARTI AIRTEL LIMITED

LIST OF INVALID BALLOT PAPERS CAST IN THE MEETING OF EQUITY SHAREHOLDERS HELD ON 03.08.2018

S. No.	Folio No.	Name of the Shareholder	No. of Shares held	Remarks
1	IN30011811383133	RAKESH KUMAR	2	Signature Not Tallied
2	BTV026800	BIMLA KATHPAL	1	Signature Not Tallied
3	IN30267937052033	KISHORE VENKATA MANIKYA LAKKIMSETTI	350	Signature Not Tallied
4	IN30282210002719	MANJIT SINGH	1	Signature Not Tallied
5	1201910100053511	POONAM BALA	1	Signature Not Tallied
6	IN30226910987503	JASMEET SINGH	6	Signature Not Tallied
7	1202990001789206	VIJAY KUMAR BHATIA	10	Signature Not Tallied
8	1201910100025053	SUBHASH CHAND AGGARWAL	2	Signature Not Tallied
9	IN30114310786596	PERMANAND	2	Signature Not Tallied
Total no. of shares			**375**	

