

August 10, 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 Monday, July 30, 2018.

Ref: Our Intimation dated August 01, 2018 informing Voting results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

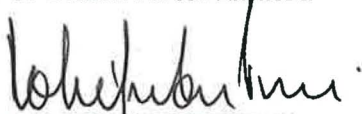
Further to our intimation dated August 01, 2018, we enclose herewith the 'Scrutinizer's Report' on Tribunal convened meetings of Equity Shareholders and Unsecured Creditors of Bharti Airtel Limited convened and held on Monday, July 30, 2018 for approval of scheme of arrangement between Bharti Airtel Limited and Telesonic Networks 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



Rohit Krishan Puri

Dy. Company Secretary & Compliance officer

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

SCRUTINIZER'S REPORT

To,

1. **Mr. P. Nagesh, Advocate**
Tribunal appointed Chairperson for the Meeting
2. **Ms. Ranjana R. Gowai, Advocate**
Tribunal appointed Alternate Chairperson for the Meeting

Sub: Tribunal convened meeting of the equity shareholders of Bharti Airtel Limited ("Applicant Company 1/ Transferor Company") held on Monday, July 30, 2018 from 10:30 A.M. to 11:30 A.M. at Airforce Auditorium, Near R&R Hospital, NH 48, Subroto Park, New Delhi - 110010

Respected Sir/ Ma'am,

Pursuant to order dated April 24, 2018 ("**Order**") read with the order dated May 11, 2018 of the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("**Tribunal**") passed in Company Application No. CA (CAA)-37(PB)/2018 and Company Application No. 382(PB)/2018 in CA (CAA)-37/PB/2018, respectively, it was directed *inter alia*, to hold the meeting of the equity shareholders of Bharti Airtel Limited ("**Applicant Company 1/ Transferor Company**") for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed scheme of arrangement between the Applicant Company 1 and Telesonic Networks Limited ("**Applicant Company 2/ Transferee 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**").

The meeting of the equity shareholders of the Applicant Company 1 was accordingly held on Monday, July 30, 2018 from 10:30 A.M. to 11:30 A.M. at Airforce Auditorium, Near R&R Hospital, NH 48, Subroto Park, New Delhi - 110010 ("**Meeting**") for the purpose of seeking the consent regarding passing the following resolution as contained in the notice convening the Meeting:-

*"RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Circular No. CFD / DIL3 / CIR / 2017 / 21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India (to the extent applicable), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (to the extent applicable), the observation letters, both dated February 9 2018, issued by the BSE Limited and the National Stock Exchange of India Limited, and subject to the provisions of the memorandum of association and the articles of association of Bharti Airtel Limited ("**Transferor Company**") and subject to the approval of the Hon'ble National Company Law Tribunal, Bench at New Delhi ("**Tribunal**") and subject to such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such conditions and modifications as*

may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Transferor Company ("**Board**", which term shall be deemed to mean and include one or more committee(s) constituted / to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the scheme of arrangement between the Transferor Company and Telesonic Networks Limited and their respective shareholders and creditors under Sections 230 to 232 of the Act ("**Scheme**") as enclosed to the notice of the Tribunal convened meeting of the equity shareholders of the Transferor Company and placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and / or imposed by the Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and / or making such adjustments in the books of accounts of the Transferor Company as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

I, Parmod Kumar Jain (Undersigned), Chartered Accountant in Practice, appointed by the Hon'ble Tribunal *vide* the said Order, as Scrutinizer, to scrutinize the voting done through ballot paper (poll) at the said Meeting, submit my report as under:

I. CONFIRMATION REGARDING DISPATCH OF NOTICES:

The undersigned confirmed from the records of the Applicant Company1 that:

1. Notices relating to the Meeting comprising the notice, the statement under Section 230(3) of the Companies Act, 2013 read with Rule 6(3) of the Rules and other enclosures including the Scheme, the form of proxy, the attendance slip and the postal ballot form ("**Notice(s)**") were sent by the Applicant Company 1 through registered post to all those equity shareholders who had not registered their email ID's with the Applicant Company 1 and the depository participants (i.e. 36,048 out of 2,01,419 equity shareholders as on June 8, 2018) and electronically by email to those equity shareholders who had registered their email ID's with the Applicant Company 1 and/ or the depository participants (i.e. 1,65,371 out of 2,01,419 equity shareholders as on June 8, 2018), whose names appeared in the register of members/ list of beneficial owners as received from Karvy Computershare Private Limited on June 8, 2018. The Notices were dispatched to the aforesaid equity shareholders by email and registered post (as applicable).
2. The Applicant Company 1 has published advertisements in relation to the Notice of the Meeting in the Delhi editions of the "*Indian Express*" and "*Jansatta*", respectively, on June 29, 2018 in compliance with the directions of this Hon'ble Tribunal.
3. The newspaper advertisements/ Notice of the Meeting was also posted on the website of the Applicant Company1 on www.airtel.com as per the provisions of the Companies Act, 2013 and the Rules.
4. The advertisement/notice of the meeting was also posted on the websites of the

National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Applicant Company 1 are listed.

5. The Applicant Company 1 had provided the equity shareholders with the facility for casting their vote by way of postal ballot or by way of e-voting using facility through Karvy Computershare Private Limited ("Karvy") and voting by way of polling papers at the Meeting for shareholders attending the Meeting and who have not cast their vote by postal ballot or e-voting.
6. The equity shareholders of the Applicant Company 1 holding equity shares as on June 8, 2018 ("**cut-off date**") were entitled to vote on the resolution as contained in the Notice of the Meeting. The total paid-up equity share capital of the Applicant Company 1 as on the cut-off date was Rs. 1998,70,00,535 divided into 3,99,74,00,107 equity shares of Rs. 5/- each.
7. The postal ballot and e-voting in connection with the resolution proposed in the Notice of the Meeting commenced on and from 9:00 A.M. on Saturday, June 30, 2018 and ended at 5:00 P.M. on Sunday, July 29, 2018 and the Karvy e-voting platform was disabled thereafter.

II. REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING:

The undersigned Scrutinizer checked and verified the following documents:

1. The Proxy Register and the Attendance Register maintained in respect of the Meeting and the closure of the Proxy Register 48 hours prior to the scheduled time of the Meeting.
2. The documents evidencing proof of dispatch of Notices.
3. Proof of identity of the equity shareholders such as PAN card, passport, Aadhaar card, driving licence etc. which were verified.

III. REPORT IN RESPECT OF THE MATTERS AFTER COMMENCEMENT OF THE MEETING AND VOTING ON POLL

1. In terms of the directions contained in the Order, the quorum for the Meeting was fixed as 10,000 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 authorized representatives along with proxy holder(s) of the equity shareholders present at the Meeting following which the polling process was initiated.
4. Ballot papers duly signed by the Chairperson were handed over to the equity shareholders or to the authorized representatives along with proxy holder(s) of equity shareholders to cast their votes.

5. Upon the conclusion of the voting on the resolution, the locked ballot box containing the filled-in ballot papers, was opened in my presence. Thereafter, the ballot papers were arranged and diligently scrutinized. The ballot papers were also reconciled against the valid proxy forms and authorizations that were received by the Company and also against the records and registers maintained by the Company.
6. Thereafter, the votes cast through e-voting were unblocked by me after completion of the Meeting in the presence of two witnesses, (i) Bharat Apte, resident of F-403, SomVihar Apartments, R.K. Puram, New Delhi – 110022 and (ii) Pradyumna Sharma, resident of A/649, Sector 19, Noida - 201301.
7. The ballot papers which were incomplete and/ or which were otherwise found defective or invalid were kept separately.
8. The summary of votes cast is as under:

Particulars	No. of Valid Votes			Total	Percentage
	Poll at Meeting	E-voting	Postal Ballot		
For	1,544	3,66,75,29,800	1,279	3,667,532,623	99.99%
Against	0	4,078	0	4,078	00.01%
Total	1,544	3,66,75,33,878	1,279	3,667,536,701	100.00%

Note: The above does not include the invalid, abstained and less voted votes.

9. Details of poll at Meeting, e-voting and postal ballot, separately are given below:

i) Voting through Poll Papers at the Meeting:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	57	1,550
b) <u>Less:</u> Invalid votes	04	06
c) Net valid votes cast	53	1,544
d) Votes with assent	53	1,544
e) Votes with dissent	0	0

ii) Voting through e-voting:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	1,253	3,67,97,44,766
b) <u>Less:</u> Votes abstained	20	41,29,421
c) <u>Less:</u> Voted Less	16 ⁽¹⁾	80,81,467
d) Net valid votes cast	1,233	3,66,75,33,878
e) Votes with assent	1,184 ⁽²⁾	3,66,75,29,800
f) Votes with dissent	53 ⁽²⁾	4,078

Notes:

(1) 16 no. of members, who have less voted haven't been deducted to arrive at no. of voters for 'Net valid votes cast'.

(2) Four (4) voters have voted partially with assent and dissent. Hence, number of those voters (4) has been considered in both the categories mentioned above at point (d) and (e).

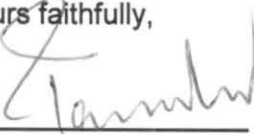
iii) Voting through Postal Ballot:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	16	1,279
b) Less: Invalid votes	0	0
c) Net valid votes cast	16	1,279
d) Votes with assent	16	1,279
e) Votes with dissent	0	0

10. The above results of e-voting has been compiled by Karvy and uploaded on their website, which has been relied upon by the undersigned, while reporting.
11. The ballot papers after scrutinizing were initialed by the undersigned for mark of identification.
12. The papers relating to physical voting were handed over to the Chairperson of the meeting after conclusion of the Tribunal convened meeting.

Thanking you,

Yours faithfully,


Parmod Kumar Jain
Chartered Accountant
Membership No.: 086396
(Scrutinizer)

Date: August 9, 2018

Place: New Delhi

SCRUTINIZER'S REPORT

To,

1. **Mr. P. Nagesh, Advocate**
Tribunal appointed Chairperson for the Meeting
2. **Ms. Ranjana R. Gowai, Advocate**
Tribunal appointed Alternate Chairperson for the Meeting

Sub: Tribunal convened meeting of the unsecured creditors of Bharti Airtel Limited ("Applicant Company 1/ Transferor Company") held on Monday, July 30, 2018 from 1:30 P.M. to 2:30 P.M. at Airforce Auditorium, Near R&R Hospital, NH 48, Subroto Park, New Delhi - 110010

Respected Sir/ Ma'am,

Pursuant to order dated April 24, 2018 ("**Order**") read with the order dated May 11, 2018 of the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("**Tribunal**") passed in Company Application No. CA (CAA)-37(PB)/2018 and Company Application No. 382(PB)/2018 in CA (CAA)-37/PB/2018, respectively, it was directed *inter alia*, to hold the meeting of the unsecured creditors of Bharti Airtel Limited ("**Applicant Company 1/ Transferor Company**") for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed scheme of arrangement between the Applicant Company 1 and Telesonic Networks Limited ("**Applicant Company 2/ Transferee 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**").

The meeting of the unsecured creditors of the Applicant Company 1 was accordingly held on Monday, July 30, 2018 from 1:30 P.M. to 2:30 P.M. at Airforce Auditorium, Near R&R Hospital, NH 48, Subroto Park, New Delhi - 110010 ("**Meeting**") for the purpose of seeking the consent regarding passing the following resolution as contained in the notice convening the Meeting:-

*"RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") , the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India (to the extent applicable), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (to the extent applicable), the observation letters, both dated February 9, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited, and subject to the provisions of the memorandum of association and the articles of association of Bharti Airtel Limited ("**Transferor Company**") and subject to the approval of the Hon'ble National Company Law Tribunal, Bench at New Delhi ("**Tribunal**") and subject to such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while*

granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Transferor Company ("**Board**", which term shall be deemed to mean and include one or more committee(s) constituted / to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the scheme of arrangement between the Transferor Company and Telesonic Networks Limited (i.e. the Transferee Company) and their respective shareholders and creditors under Sections 230 to 232 of the Act ("**Scheme**") as enclosed to the notice of the Tribunal convened meeting of the unsecured creditors of the Transferor Company and placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and / or imposed by the Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and / or making such adjustments in the books of accounts of the Transferor Company as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

I, Parmod Kumar Jain (Undersigned), Chartered Accountant in Practice, appointed by the Hon'ble Tribunal *vide* the said Order, as Scrutinizer, to scrutinize the voting done through ballot paper (poll) at the said Meeting, submit my report as under:

I. CONFIRMATION REGARDING DISPATCH OF NOTICES:

The undersigned confirmed from the records of the Applicant Company 1 that:

1. Notices relating to the Meeting comprising the notice, the statement under Section 230(3) of the Companies Act, 2013 read with Rule 6(3) of the Rules and other enclosures including the Scheme, the form of proxy and the attendance slip ("**Notice(s)**") were sent by the Applicant Company 1 to 10,376 unsecured creditors of the Applicant Company 1 by registered post whose names appeared on the chartered accountant's certificate certifying the list of unsecured creditors of the Applicant Company 1 as on December 31, 2017, as has been filed with the Hon'ble Tribunal in Company Application No. CA (CAA)-37(PB)/2018. The Notices were sent to all the aforesaid unsecured creditors at their last known addresses as available with the Applicant Company 1. The total unsecured debt represented by the 10,376 unsecured creditors as on December 31, 2017 was Rs. 2,44,25,40,00,000/-.
2. The Applicant Company 1 has published advertisements in relation to the Notice of the Meeting in the Delhi editions of the "*Indian Express*" and "*Jansatta*", respectively, on June 29, 2018 in compliance with the directions of this Hon'ble Tribunal.

II. REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING:

The undersigned Scrutinizer checked and verified the following documents:

1. The Proxy Register and the Attendance Register maintained in respect of the Meeting and the closure of the Proxy Register 48 hours prior to the scheduled time of the Meeting.

2. The documents evidencing proof of dispatch of Notices.
3. Proof of identity of the unsecured creditors such as PAN card, passport, Aadhaar card, driving licence etc. which were verified.

III. REPORT IN RESPECT OF THE MATTERS AFTER COMMENCEMENT OF THE MEETING AND VOTING ON POLL

1. In terms of the directions contained in the Order, the quorum for the Meeting was fixed as 1,000 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 initiated.
4. Ballot papers duly signed by the Chairperson were handed over to the unsecured creditors or to the authorized representatives along with proxy holder(s) of unsecured creditors to cast their votes.
5. Upon the conclusion of the voting on the resolution, the locked ballot box containing the filled-in ballot papers, was opened in my presence. Thereafter, the ballot papers were arranged and diligently scrutinized. The ballot papers were also reconciled against the valid proxy forms and authorizations that were received by the Applicant Company 1 and also against the records and registers maintained by the Applicant Company 1.
6. None of the ballot papers were found to be defective or invalid.
7. None of the unsecured creditors voted against the proposed resolution.
8. The summary of votes cast is as under:

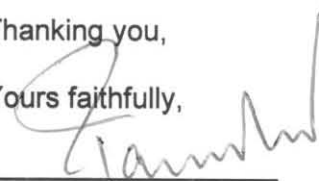
Particulars	Voting at the Tribunal convened Meeting		Percentage of total unsecured debt represented by unsecured creditors (present & voting)	Percentage of total unsecured debt represented by unsecured creditors (as on December 31, 2017)
	Number	Value of Votes		
Total unsecured creditors whose attendance was recorded in person or through	51	8197,36,64,145	100	33.56

Particulars	Voting at the Tribunal convened Meeting		Percentage of total unsecured debt represented by unsecured creditors (present & voting)	Percentage of total unsecured debt represented by unsecured creditors (as on December 31, 2017)
	Number	Value of Votes		
authorized representative				
Total unsecured creditors whose attendance was recorded through proxy	1	89,992	0	0
Total unsecured creditors who abstained from voting	Nil	Nil	Nil	Nil
Total unsecured creditors who voted in person or through authorized representative or through proxy	52	8197,37,54,137	100	33.56
Invalid votes	Nil	Nil	Nil	Nil
Valid votes	52	8197,37,54,137	100	33.56
Voting in favour	52	8197,37,54,137	100	33.56
Voting against	Nil	Nil	Nil	Nil

9. Accordingly, the proposed resolution approving the Scheme has been unanimously approved at the said Meeting.
10. The ballot papers after scrutinizing were initialed by the undersigned for mark of identification. The papers relating to the Meeting were handed over to the Chairperson after conclusion of the Meeting.

Thanking you,

Yours faithfully,


Parmod Kumar Jain
Chartered Accountant
Membership No.: 086396
(Scrutinizer)



Date: August 9, 2018

Place: New Delhi