

July 31, 2020

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

Ref: Bharti Airtel Limited (BHARTIARTL /532454)

Sub: Outcome of the meetings of Equity Shareholders, Preference Shareholders and Unsecured Creditors of Bharti Airtel Limited convened and held on Friday, July 31, 2020 as per the directions of the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ('Tribunal')

Dear Sir/ Ma'am,

Pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we hereby submit the following for the meeting of Equity Shareholders, Preference Shareholders and Unsecured Creditors of Bharti Airtel Limited convened and held on Friday, July 31, 2020 at 10:30 A.M., 12:30 P.M. and 2:00 P.M. respectively, as per the directions of the Tribunal:

- Summary of proceedings of the Meetings as **Annexure A**.
- Voting results of the Equity Shareholders' Meeting as per Regulation 44 of Listing Regulations as **Annexure B**.
- Scrutinizer's Report(s) for the said meetings issued by the Scrutinizer, Mr. Naveen Pandey, Practicing Company Secretary appointed by the Tribunal (as **Annexure C**).

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



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

Summary of proceedings of meetings of Equity Shareholders, Preference Shareholders and Unsecured Creditors ('Shareholders/ Unsecured Creditors') of Bharti Airtel Limited ('the Company') convened and held on Friday, July 31, 2020 as per the directions of Hon'ble Principal Bench of National Company Law Tribunal at New Delhi ('Tribunal') given vide its Order dated May 11, 2020 ('Order').

The Tribunal convened meetings of Equity shareholders, Preference Shareholders and Unsecured Creditors (collectively referred to as 'Meetings') were held today at 10:30 A.M., 12:30 P.M. and from 2:00 P.M. respectively.

Mr. Pankaj Tewari, Company Secretary of the Company welcomed all the Shareholders/ Unsecured creditors attending the Meetings vide video conferencing to consider and, if thought fit (with or without modifications), approve the Composite Scheme of Arrangement between the Company, Bharti Airtel Services Limited, Hughes Communications India Limited (now known as Hughes Communications India Private Limited) and HCIL Comtel Limited (now known as HCIL Comtel Private Limited) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Scheme').

Mr. P Nagesh, Advocate, who was appointed as the Chairperson for the aforesaid Meetings by the Tribunal vide its said Order, presided over the Meetings. In Compliance with the Order, all the Meetings were adjourned for 30 Minutes as the requisite quorum prescribed by Tribunal in its Order was not present at the commencement of Meetings.

After Adjournment of Meetings, the Chairperson called the Meetings to Order and the Shareholders/ Unsecured Creditors present then were deemed to constitute the valid quorum.

The respective notice of each Meeting, Explanatory statement under Section 230(3) of Companies Act, 2013 and the Scheme along with other accompanying documents, were dispatched to all the Shareholders/ Unsecured Creditors in compliance with the Circulars issued by the Ministry of Corporate Affairs and the Order. With the permission of Shareholders/ Unsecured Creditors, the Notices of Meetings were taken as read.

The proceedings were then handed over to the Company Secretary, who briefed the Shareholders/ Unsecured Creditors about the background and rationale behind the Scheme. The Company Secretary then invited Questions from Shareholders/ Unsecured Creditors (wherever registered as Speaker) on the proposed resolution(s), which were afterwards duly answered by the Company Secretary.

The Company Secretary thereafter requested the Shareholders/ Unsecured Creditors to cast their vote on the proposed resolution(s) through e-voting facility provided at the Meetings. After Completion of voting at the Meetings, the Company Secretary informed the Shareholders/ Unsecured Creditors that the results of voting will be disseminated at the website of Stock Exchanges, the Company and Kfin Technologies Private Limited within stipulated time period.

The Company Secretary then concluded the Meetings with vote of thanks to all the Shareholders/ Unsecured Creditors for attending and participating in the Meetings.



6

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



Annexure B
Voting results of the Equity Shareholders' Meeting as per Regulation 44 of Listing Regulations

Bharti Airtel Limited								
Voting Results of Tribunal convened meeting of the equity shareholders of Bharti Airtel Limited								
Details of E-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:								
Date of the AGM							July 31, 2020	
Total number of shareholders on record date i.e. June 12, 2020							348,832	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							Not Applicable	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:							11 (4 members represented by 11 folios) 60	
1. Special Resolution: To consider and approve Composite scheme of arrangement between Airtel, Bharti Airtel Services Limited, Hughes Communications India Limited (now known as Hughes Communications India Private Limited) and HCIL Comtel Limited (now known as HCIL Comtel Private Limited) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes In Favour	No. of Votes Against	% of votes In favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	3,067,581,205	3,044,028,140	99.2322	3,044,028,140	0	100.0000	0.0000
	Poll		23553065	0.7678	23553065	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3,067,581,205	100.0000	3,067,581,205	0	100.0000	0.0000
Public-Institutions	E-voting	2,107,344,378	1,746,349,929	82.8697	1,745,674,659	675270	99.9613	0.0387
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1746349929	82.8697	1,745,674,659	675270	99.9613	0.0387
Public-Non Institutions	E-voting	280,631,772	173,563,258	61.8473	173,558,881	4377	99.9975	0.0025
	Poll		30	0.0000	30	0	100.0000	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	Total		173,563,288	61.8473	173,558,911	4377	99.9975	0.0025
Total		5,455,557,355	4,987,494,422	91.4204	4,986,814,775	679647	99.9864	0.0136



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

**(Tribunal convened meeting of the equity shareholders of
Bharti Airtel Limited (CIN: L74899DL1995PLC070609))**

To,

1. **Mr. P. Nagesh, Advocate**
Tribunal appointed Chairperson for the Meeting

2. **Mr. Saurabh Kalia, Advocate**
Tribunal appointed Alternate Chairperson for the Meeting

Sub: Tribunal convened meeting of the equity shareholders of Bharti Airtel Limited (CIN: L74899DL1995PLC070609) held on Friday, July 31, 2020 between 10:30 A.M. to 11:30 A.M. held through video conferencing or other audio/ visual means

Respected Sirs',

Pursuant to order dated May 11, 2020 ("**Order**") of the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("**Tribunal**") passed in Company Application No. CA (CAA)-186(PB)/2019, it was directed *inter alia*, to hold the meeting of the equity shareholders of Bharti Airtel Limited ("**Company**") on Friday, July 31, 2020 between 10:30 A.M. to 11:30 A.M. ("**Meeting**"), for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed composite scheme of arrangement ("**Scheme**") between the Company, Bharti Airtel Services Limited, Hughes Communications India Private Limited and HCIL Comtel Private Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("**Act**").

In view of the present circumstances owing to COVID-19 pandemic and the restrictions/ lockdown imposed by the Central & State Government, the Meeting was held through video conferencing and/ or other audio/ video means ("**VC/OAVM**") (following the operating procedures (with requisite modifications as may be required) referred to in Circular No.14/2020 dated April 8, 2020 read with Circular Nos. 17/2020 dated April 13, 2020 and 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India), for the purpose of seeking the approval of the equity shareholders of the Company regarding passing the below mentioned resolution as contained in the notice dated June 24, 2020 convening the Meeting, together with the documents accompanying the same, including the explanatory statement and the Scheme (collectively, the "**Notice**"). Further, there was no meeting requiring physical presence at a common venue:



“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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters dated October 25, 2019 and October 29, 2029 issued by BSE Limited and the National Stock Exchange of India Limited, respectively, and subject to the provisions of the memorandum of association and the articles of association of Bharti Airtel Limited (“Airtel”) and subject to the approval of the Hon’ble National Company Law Tribunal 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 Airtel (“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 composite scheme of arrangement between Airtel, Bharti Airtel Services Limited, Hughes Communications India Limited (now known as Hughes Communications India Private Limited) and HCIL Comtel Limited (now known as HCIL Comtel Private Limited) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Act (“Scheme”) as enclosed to the notice of the Tribunal convened meeting of the equity shareholders of Airtel 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 Airtel as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”*

The equity shareholders of the Company were entitled to vote on the proposed resolution mentioned above through postal ballot or through e-voting facility made available both prior to as well as during the Meeting. The Company appointed KFin Technologies Private Limited (“Kfintech”) for the purposes of providing e-voting facility for the Meeting.



Since the Meeting was held through VC/OAVM, physical attendance of equity shareholders at the Meeting had been dispensed with. Further, since the facility for appointment of proxies by the equity shareholders was not available for the Meeting, hence the proxy form and attendance slip were not annexed to the Notice.

I, Naveen Shree Pandey, Company Secretary in practice, appointed by the Hon'ble Tribunal *vide* the said Order, as Scrutinizer, to scrutinize the voting done at the Meeting, submit my report as under:

REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING

1. Based on the records provided by the management of the Company, I understand as follows:

- (i) Notices in relation to the Meeting were sent by the Company by email to 3,10,227 equity shareholders as on June 12, 2020 who had registered their email IDs with the Company and/ or the depository participants. Only the equity shareholders of the Company holding equity shares as on June 12, 2020 were entitled to vote on the proposed resolution contained in the Notice.
- (ii) Postal ballot and e-voting made available prior to the Meeting in connection with the resolution proposed in the Notice of the said Meeting commenced on and from 9:00 A.M. on Wednesday, July 1, 2020 and ended at 5:00 P.M. on Thursday, July 30, 2020 and the said e-voting platform was disabled thereafter.
- (iii) The Company published advertisements in relation to the Meeting in "*Financial Express*" (English) (All editions) and "*Jansatta*" (Hindi) (All editions), including in the corresponding electronic versions, on June 29, 2020.
- (iv) By way of abundant caution and so as to maximize outreach and ensure maximum participation at the Meeting, the Company published advertisements in relation to the Meeting on:
 - (a) June 29, 2020 in "*Financial Express*" (English) (All editions) and "*Jansatta*" (Hindi) (All editions), including the corresponding electronic versions; and
 - (b) July 20, 2020 in "*Financial Express*" (English) (All editions) and "*Jansatta*" (Hindi) (All editions), including the corresponding electronic versions.



- (v) Notice of the Meeting was also posted on the website of the Company at www.airtel.com.
2. The total paid-up equity share capital of the Company as on June 12, 2020 was INR 27,27,77,86,775/- divided into 5,45,55,57,355 equity shares of INR 5/- each.
3. I verified the supporting documents/ authorizations/ board resolutions of the equity shareholders attending the Meeting, which were provided to me by the Company.

REPORT IN RESPECT OF THE MATTERS AFTER THE COMMENCEMENT OF THE MEETING AND VOTING

4. In compliance with the Order, the Meeting was duly convened and held on Friday, July 31, 2020 at 10:30 A.M. through VC/OAVM. The proceedings of the Meeting were deemed to be conducted at the registered office of Company which was the deemed venue of the Meeting. Along with me, the Chairperson, Mr. P. Nagesh, Advocate and the Alternate Chairperson, Mr. Saurabh Kalia, Advocate were physically present at the said venue for convening the Meeting.
5. In terms of the directions contained in the Order, quorum for the Meeting was fixed to be 200 equity shareholders in number, to be personally present. Further, it was also directed that in case the required quorum for the said Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum. Accordingly, the Meeting commenced at 10:30 A.M., however, due to the absence of the requisite quorum, it was adjourned by 30 minutes in terms of the Order and was thereafter, reconvened at 11:03 A.M.
6. The Scheme was explained to the equity shareholders of Company who were present at the Meeting.
7. The summary of votes cast through e-voting during the Meeting, which has been prepared by relying upon the e-voting results compiled by Kfintech, is as under:
- (i) Voting through e-voting prior to the Meeting:

Particulars	No. of Voters	No. of Equity Shares	Percentage
a) Votes with assent	2,180	4,963,261,680	99.99%
b) Votes with dissent	60	679,647	0.01%
c) Total votes received	2,240	4,963,941,327	100%

(ii) Voting through e-voting during the Meeting:

Particulars	No. of Voters	No. of Equity Shares	Percentage
a) Votes with assent	8	23,553,095	100%
b) Votes with dissent	0	0	0
c) Total votes received	8	23,553,095	100%

(iii) Voting through Postal Ballot: No Vote was received through Postal Ballot

Particulars	No. of Voters	No. of Equity Shares
a) Votes with assent	0	0
b) Votes with dissent	0	0
c) Total votes received	0	0

8. Accordingly, the proposed resolution approving the Scheme has been approved by the requisite majority of the equity shareholders of the Company.
9. The records/ papers relating to the Meeting were handed over to the Chairperson of the Meeting after its conclusion.

Thanking you.

Yours truly,

For NSP & Associates

**Naveen Shree
Pandey**

Digitally signed by Naveen Shree Pandey
DN: cn=Naveen Shree Pandey, o=NSP & Associates, ou=Practicing Company Secretaries, email=Naveen.Shree.Pandey@corpsmith.org, c=IN
Date: 2020.07.31 11:11:11 +05'30'

(Naveen Shree Pandey)

Company Secretary in Practice

Membership No.: F9028

Scrutinizer appointed by the Hon'ble Tribunal

UDIN: F009028B000536753

(Signed Digitally in accordance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/145 dated 31st July, 2020.)

Date: July 31st, 2020

Place: New Delhi



SCRUTINIZER'S REPORT

**(Tribunal convened meeting of the Preference Shareholders of
Bharti Airtel Limited (CIN: L74899DL1995PLC070609))**

To,

1. **Mr. P. Nagesh, Advocate**
Tribunal appointed Chairperson for the Meeting
2. **Mr. Saurabh Kalia, Advocate**
Tribunal appointed Alternate Chairperson for the Meeting

Sub: Tribunal convened meeting of the preference shareholders of Bharti Airtel Limited (CIN: L74899DL1995PLC070609) held on Friday, July 31, 2020 between 12:30 P.M. to 1:30 P.M. held through video conferencing or other audio/ visual means

Respected Sirs',

Pursuant to order dated May 11, 2020 ("**Order**") of the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("**Tribunal**") passed in Company Application No. CA (CAA)-186(PB)/2019, it was directed *inter alia*, to hold the meeting of the preference shareholders of Bharti Airtel Limited ("**Company**") on Friday, July 31, 2020 between 12:30 P.M. to 1:30 P.M. ("**Meeting**"), for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed composite scheme of arrangement ("**Scheme**") between the Company, Bharti Airtel Services Limited, Hughes Communications India Private Limited and HCIL Comtel Private Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("**Act**").

In view of the present circumstances owing to COVID-19 pandemic and the restrictions/ lockdown imposed by the Central & State Government, the Meeting was held through video conferencing and/ or other audio/ video means ("**VC/OAVM**") (following the operating procedures (with requisite modifications as may be required) referred to in Circular No.14/2020 dated April 8, 2020 read with Circular Nos. 17/2020 dated April 13, 2020 and 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India), for the purpose of seeking the approval of the preference shareholders of the Company regarding passing the below mentioned resolution as contained in the notice dated June 24, 2020 convening the Meeting, together with the documents accompanying the same, including the explanatory statement and the Scheme (collectively, the "**Notice**"). Further, there was no meeting requiring physical presence at a common venue:



“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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters dated October 25, 2019 and October 29, 2029 issued by BSE Limited and the National Stock Exchange of India Limited, respectively, and subject to the provisions of the memorandum of association and the articles of association of Bharti Airtel Limited (“Airtel”) and subject to the approval of the Hon’ble National Company Law Tribunal 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 Airtel (“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 composite scheme of arrangement between Airtel, Bharti Airtel Services Limited, Hughes Communications India Limited (now known as Hughes Communications India Private Limited) and HCIL Comtel Limited (now known as HCIL Comtel Private Limited) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Act (“Scheme”) as enclosed to the notice of the Tribunal convened meeting of the preference shareholders of Airtel 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 Airtel as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

The preference shareholders of the Company were entitled to vote on the proposed resolution mentioned above through e-voting facility made available during the Meeting. The Company appointed KFin Technologies Private Limited (“Kfintech”) for the purposes of providing e-voting facility during the Meeting.



Since the Meeting was held through VC/OAVM, physical attendance of preference shareholders at the Meeting had been dispensed with. Further, since the facility for appointment of proxies by the preference shareholders was not available for the Meeting, hence the proxy form and attendance slip were not annexed to the Notice.

I, Naveen Shree Pandey, Company Secretary in practice, appointed by the Hon'ble Tribunal *vide* the said Order, as Scrutinizer, to scrutinize the voting done at the Meeting, submit my report as under:

REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING

1. Based on the records provided by the management of the Company, I understand as follows:
 - (i) Notices in relation to the Meeting were sent by the Company by email to all the preference shareholders of the Company as on June 12, 2020, at their last known address as available with the Company. The preference shareholders of the Company as on June 12, 2020 were entitled to vote on the proposed resolution contained in the Notice.
 - (ii) The Company published advertisements in relation to the Meeting in “*Financial Express*” (English) (All editions) and “*Jansatta*” (Hindi) (All editions), including in the corresponding electronic versions, on June 29, 2020.
 - (iii) By way of abundant caution and so as to maximize outreach and ensure maximum participation at the Meeting, the Company published advertisements in relation to the Meeting on:
 - (a) June 29, 2020 in “*Financial Express*” (English) (All editions) and “*Jansatta*” (Hindi) (All editions), including the corresponding electronic versions; and
 - (b) July 20, 2020 in “*Financial Express*” (English) (All editions) and “*Jansatta*” (Hindi) (All editions), including the corresponding electronic versions.
 - (iv) Notice of the Meeting was also posted on the website of the Company at www.airtel.com.
2. The total issued preference share capital of the Company as on June 12, 2020 was INR 49,700/- divided into 497 preference shares of INR 100/- each.



3. I verified the supporting documents/ authorizations/ board resolutions of the preference shareholders attending the Meeting, which were provided to me by the Company.

REPORT IN RESPECT OF THE MATTERS AFTER THE COMMENCEMENT OF THE MEETING AND VOTING

4. In compliance with the Order, the Meeting was duly convened and held on Friday, July 31, 2020 at 12:30 P.M. through VC/OAVM. The proceedings of the Meeting were deemed to be conducted at the registered office of Company which was the deemed venue of the Meeting. Along with me, the Chairperson, Mr. P. Nagesh, Advocate and the Alternate Chairperson, Mr. Saurabh Kalia, Advocate were physically present at the said venue for convening the Meeting.
5. In terms of the directions contained in the Order, quorum for the Meeting was fixed to be 12 Preference Shareholders in number, to be personally present. Further, it was also directed that in case the required quorum for the said Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum. Accordingly, the Meeting commenced at 12:30 P.M., however, due to the absence of the requisite quorum, it was adjourned by 30 minutes in terms of the Order and was thereafter, reconvened at 1:03 P.M.
6. The Scheme was explained to the preference shareholders of Company at the Meeting, who were present in the Meeting.
7. The summary of votes cast through e-voting during the Meeting, which has been prepared by relying upon the e-voting results compiled by Kfintech, is as under:

Particulars	No. of Voters	No. of Preference Shares	Percentage
a) Votes with assent	8	428	100%
b) Votes with dissent	0	0	0
c) Total votes received	8	428	100%

8. Accordingly, the proposed resolution approving the Scheme has been unanimously approved by the preference shareholders of the Company.



9. The records/ papers relating to the Meeting were handed over to the Chairperson of the Meeting after its conclusion.

Thanking you.

Yours truly,

For NSP & Associates

(Naveen Shree Pandey)

Company Secretary in Practice

Membership No.: F9028

Scrutinizer appointed by the Hon'ble Tribunal

UDIN: F009028B000537105

(Signed Digitally in accordance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/145 dated 31st July, 2020.)

Date: July 31st, 2020

Place: New Delhi



SCRUTINIZER'S REPORT

**(Tribunal convened meeting of the unsecured creditors of
Bharti Airtel Limited (CIN: L74899DL1995PLC070609))**

To,

1. **Mr. P. Nagesh, Advocate**

Tribunal appointed Chairperson for the Meeting

2. **Mr. Saurabh Kalia, Advocate**

Tribunal appointed Alternate Chairperson for the Meeting

Sub: Tribunal convened meeting of the Unsecured Creditors of Bharti Airtel Limited (CIN: L74899DL1995PLC070609) held on Friday, July 31, 2020 between 2:00 P.M. to 3:00 P.M. held through video conferencing or other audio/ visual means

Respected Sirs',

Pursuant to order dated May 11, 2020 ("**Order**") of the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("**Tribunal**") passed in Company Application No. CA (CAA)-186(PB)/2019, it was directed *inter alia*, to hold the meeting of the unsecured creditors of Bharti Airtel Limited ("**Company**") on Friday, July 31, 2020 between 2:00 P.M. and 3:00 P.M. ("**Meeting**"), for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed composite scheme of arrangement ("**Scheme**") between the Company, Bharti Airtel Services Limited, Hughes Communications India Private Limited and HCIL Comtel Private Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("**Act**").

In view of the present circumstances owing to COVID-19 pandemic and the restrictions/ lockdown imposed by the Central & State Government, the Meeting was held through video conferencing and/ or other audio/ video means ("**VC/OAVM**") (following the operating procedures (with requisite modifications as may be required) referred to in Circular No.14/2020 dated April 8, 2020 read with Circular Nos. 17/2020 dated April 13, 2020 and 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India), for the purpose of seeking the approval of the unsecured creditors of the Company regarding passing the below mentioned resolution as contained in the notice dated June 24, 2020 convening the Meeting, together with the documents accompanying the same, including the explanatory statement and the Scheme (collectively, the "**Notice**"). Further, there was no meeting requiring physical presence at a common venue:



“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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters dated October 25, 2019 and October 29, 2019 issued by BSE Limited and the National Stock Exchange of India Limited, respectively, and subject to the provisions of the memorandum of association and the articles of association of Bharti Airtel Limited (“Airtel”) and subject to the approval of the Hon’ble National Company Law Tribunal 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 Airtel (“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 composite scheme of arrangement between Airtel, Bharti Airtel Services Limited, Hughes Communications India Limited (now known as Hughes Communications India Private Limited) and HCIL Comtel Limited (now known as HCIL Comtel Private Limited) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Act (“Scheme”) as enclosed to the notice of the Tribunal convened meeting of the unsecured creditors of Airtel 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 Airtel as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

The unsecured creditors of the Company were entitled to vote on the proposed resolution mentioned above through e-voting facility made available during the Meeting. The Company appointed KFin Technologies Private Limited (“Kfintech”) for the purposes of providing e-voting facility during the Meeting.



Since the Meeting was held through VC/OAVM, physical attendance of unsecured creditors at the Meeting had been dispensed with. Further, since the facility for appointment of proxies by the unsecured creditors was not available for the Meeting, hence the proxy form and attendance slip were not annexed to the Notice.

I, Naveen Shree Pandey, Company Secretary in practice, appointed by the Hon'ble Tribunal *vide* the said Order, as Scrutinizer, to scrutinize the voting done at the Meeting, submit my report as under:

REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING

1. Based on the records provided by the management of the Company, I understand as follows:
 - (i) Notices in relation to the Meeting were sent by the Company by email to 6,912 unsecured creditors of the Company, at their last known address as available with the Company, whose names appear in the chartered accountant's certificate certifying the list of unsecured creditors as on September 30, 2019. The unsecured creditors of the Company whose names appeared in the aforesaid certificate were entitled to vote on the proposed resolution contained in the Notice.
 - (ii) The Company published advertisements in relation to the Meeting in "*Financial Express*" (English) (All editions) and "*Jansatta*" (Hindi) (All editions), including in the corresponding electronic versions, on June 29, 2020.
 - (iii) By way of abundant caution and so as to maximize outreach and ensure maximum participation at the Meeting, the Company published advertisements in relation to the Meeting on:
 - (a) June 29, 2020 in "*Financial Express*" (English) (All editions) and "*Jansatta*" (Hindi) (All editions), including the corresponding electronic versions; and
 - (b) July 20, 2020 in "*Financial Express*" (English) (All editions) and "*Jansatta*" (Hindi) (All editions), including the corresponding electronic versions.
 - (iv) Notice of the Meeting was also posted on the website of the Company at www.airtel.com.
2. I verified the supporting documents/ authorizations/ board resolutions of the unsecured creditors attending the Meeting, which were provided to me by the Company.

**REPORT IN RESPECT OF THE MATTERS AFTER THE COMMENCEMENT OF THE MEETING AND VOTING**

3. In compliance with the Order, the Meeting was duly convened and held on Friday, July 31, 2020 at 2:00 P.M. through VC/OAVM. The proceedings of the Meeting were deemed to be conducted at the registered office of Company which was the deemed venue of the Meeting. Along with me, the Chairperson, Mr. P. Nagesh, Advocate and the Alternate Chairperson, Mr. Saurabh Kalia, Advocate were physically present at the said venue for convening the Meeting.
4. In terms of the directions contained in the Order, quorum for the Meeting was fixed to be 200 unsecured creditors in number, to be personally present. Further, it was also directed that in case the required quorum for the said Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum. Accordingly, the Meeting commenced at 2:00 P.M., however, due to the absence of the requisite quorum, it was adjourned by 30 minutes in terms of the Order and was thereafter, reconvened at 2:33 P.M.
5. The Scheme was explained to the unsecured creditors of Company at the Meeting, who were present in the Meeting.
6. The summary of votes cast through e-voting during the Meeting, which has been prepared by relying upon the e-voting results compiled by Kfintech, is as under:

Particulars	No. of Voters	Unsecured Debt (Rs.)	Percentage
a) Votes with assent	65	146,474,740,220	100%
b) Votes with dissent	NIL	NIL	0%
c) Total votes received	65	146,474,740,220	100%

Note: In addition to above, there were 05 invalid votes w.r.t. Unsecured Debt amounting to Rs. 534,074.

7. **Accordingly, the proposed resolution approving the Scheme has been unanimously approved by the requisite majority of the unsecured creditors of the Company.**



8. The records/ papers relating to the Meeting were handed over to the Chairperson of the Meeting after its conclusion.

Thanking you.

Yours truly,

For NSP & Associates

(Naveen Shree Pandey)

Company Secretary in Practice

Membership No.: F9028

Scrutinizer appointed by the Hon'ble Tribunal

UDIN: F009028B000537160

(Signed Digitally in accordance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/145 dated 31st July, 2020.)

Date: July 31st, 2020

Place: New Delhi