



SCRUTINIZER'S REPORT

**(Tribunal convened meeting of the equity shareholders of
Bharti Airtel Services Limited (CIN: U64201DL1997PLC091001))**

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 Services Limited (CIN: U64201DL1997PLC091001) held on Friday, July 31, 2020 between 3:30 P.M. to 4:00 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 equity shareholders of Bharti Airtel Services Limited ("**Company**") on Friday, July 31, 2020 between 3:30 P.M. to 4:00 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 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) and subject to the provisions of the memorandum of association and the articles of association of Bharti Airtel Services Limited ("**BASL**") 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 BASL ("**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 Bharti Airtel Limited, BASL, 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 BASL 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 BASL 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 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 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 all the equity shareholders of the Company as on June 12, 2020, at their last known address as available with the Company. The equity 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 at www.airtel.com (since the Company does not operate a website).
2. The total paid-up equity share capital of the Company as on June 12, 2020 was INR 10,00,000/- divided into 1,00,000 equity shares of INR 10/- 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 3:30 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 7 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 3:30 P.M. since the quorum was met.
6. The Scheme was explained to the equity shareholders of Company at the Meeting, 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:

Particulars	No. of Voters	No. of Equity Shares	Percentage
a) Votes with assent	7	1,00,000	100%
b) Votes with dissent	0	0	0
c) Total votes received	7	1,00,000	100%

8. **Accordingly, the proposed resolution approving the Scheme has been unanimously approved by 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)

Company Secretary in Practice

Membership No.: F9028

Scrutinizer appointed by the Hon'ble Tribunal

UDIN: F009028B000538986

(Digitally Signed)

Date: July 31st, 2020

Place: New Delhi