

POSTAL BALLOT FORM

- 1 Name and address of the Sole/First named Equity Shareholder registered with Bharti Airtel Limited
- 2 Name(s) and address(es) of the Joint Equity Shareholders, if any, registered with Bharti Airtel Limited
- 3 Registered Folio No. /DP-ID-Client ID No.*
*(*Applicable to equity shareholders holding equity shares in dematerialized form)*
- 4 No. of Shares held
- 5 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 24, 2020 of the meeting of the equity shareholders of Bharti Airtel Limited convened pursuant to the directions of the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("Notice"), by recording my/ our assent or dissent to the said resolution by placing a tick (✓) mark at the appropriate box below:

Sl. No.	Description of Resolution(s)	No. of shares for which votes cast	I / we assent to the resolution (For)	I / we dissent to the resolution (Against)
1.	Approval of 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 Companies Act, 2013 and other matters incidental thereto.			

Place:

(Signature of the Equity Shareholder(s))

Date:

(Must be as per the specimen signature registered with Airtel)

IMPORTANT NOTES

- (1) IN VIEW OF THE PRESENT CIRCUMSTANCES ON ACCOUNT OF THE COVID-19 PANDEMIC, THE POSTAL BALLOT FORM IN LOOSE-LEAF IS NOT BEING PROVIDED IN HARD COPY, AND IS BEING SENT THROUGH E-MAIL.
- (2) THE VOTING PERIOD FOR POSTAL BALLOT COMMENCES ON WEDNESDAY, JULY 1, 2020 AT 9:00 A.M. AND ENDS ON THURSDAY, JULY 30, 2020 AT 5:00 P.M. THE EQUITY SHAREHOLDERS DESIRING TO EXERCISE THEIR VOTES BY POSTAL BALLOT ARE REQUESTED TO CAREFULLY READ THE INSTRUCTIONS PRINTED IN THIS POSTAL BALLOT FORM AND IN THE NOTICE, AND RETURN SCAN (PDF FILE) OF THE DULY COMPLETED POSTAL BALLOT FORM, SIGNED AND AUTHENTICATED BY THE PERSON ENTITLED TO VOTE, ALONG WITH THE RELEVANT DOCUMENTS, BY E-MAIL TO THE SCRUTINIZER AT INFO@CORPSMITH.ORG FROM THEIR REGISTERED EMAIL ADDRESS WITH A COPY MARKED TO EVOTING@KFINTECH.COM, NO LATER THAN 5:00 P.M. ON THURSDAY, JULY 30, 2020. IF ANY E-MAIL CONTAINING THE POSTAL BALLOT AND THE REQUISITE DOCUMENTS ARE RECEIVED AFTER 5:00 P.M. ON THURSDAY, JULY 30, 2020, IT WILL BE CONSIDERED THAT NO REPLY FROM THE EQUITY SHAREHOLDER HAS BEEN RECEIVED.
- (3) THE EQUITY SHAREHOLDER MAY, IF FEASIBLE/ PERMISSIBLE UNDER THE PRESENT CIRCUMSTANCES ON ACCOUNT OF COVID-19 PANDEMIC, SEND BY REGISTERED POST, THE DULY COMPLETED POSTAL BALLOT FORM, SIGNED AND AUTHENTICATED BY THE PERSON ENTITLED TO VOTE, ALONG WITH DOCUMENTS REFERRED HEREIN, TO THE REGISTERED OFFICE OF AIRTEL AT: BHARTI AIRTEL LIMITED, KIND. ATTN. MR. ROHIT KRISHAN PURI, BHARTI CRESCENT, 1, NELSON MANDELA ROAD, VASANT KUNJ, PHASE II, NEW DELHI – 110070. HOWEVER, AIRTEL ENCOURAGES ITS EQUITY SHAREHOLDERS TO SEND COPY OF THE DULY COMPLETED POSTAL BALLOT FORM ALONG WITH REQUISITE DOCUMENTS VIA E-MAIL OR AVAIL THE E-VOTING FACILITY MADE AVAILABLE PRIOR TO OR AT THE MEETING INSTEAD OF SENDING PHYSICAL COPIES UNDER THE PRESENT CIRCUMSTANCES. FOR THE SAME REASON, THE POSTAL BALLOT FORM ALONG WITH PRE-PAID PRINTED BUSINESS REPLY ENVELOPE IS NOT BEING SENT BY REGISTERED POST.

Notes / Instructions

1. Pursuant to an order dated May 11, 2020 under Section 230(1) of the Companies Act, 2013 ("**Act**") in Company Application No. CA(CAA)-186(PB)/2019 ("**Order**"), passed by the Principal Bench of the Hon'ble National Company Law Tribunal at New Delhi ("**Tribunal**"), a meeting of the equity shareholders of Bharti Airtel Limited ("**Airtel**") is being held on Friday, July 31, 2020 between 10:30 A.M. and 11:30 A.M. ("**Meeting**") through video conferencing or other audio visual 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 considering and, if thought fit, approving with or without modification(s), the composite scheme of arrangement between ("**Scheme**") 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. Further, there shall be no meeting requiring physical presence at a common venue in view of the present circumstances on account of the CoVID-19 pandemic.
2. In terms of the Order, the Tribunal has appointed Mr. P. Nagesh, Advocate, as the Chairperson of the Meeting and failing him, Mr. Saurabh Kalra, Advocate, as the Alternate Chairperson of the Meeting, including for any adjournment(s) thereof. The Tribunal has also appointed Mr. Naveen Pandey, Practicing Company Secretary, as the Scrutinizer for the Meeting, including for any adjournment(s) thereof.
3. Pursuant to the provisions of: (a) Section 230(4) read with Sections 108 and 110 of the Act; (b) Rule 6 (3)(xi) of the Rules; (c) Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof); (d) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"); and (e) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("**SEBI**"), as amended from time to time and other relevant laws and regulations, as may be applicable, Airtel has provided the facility of voting by postal ballot and remote e-voting (prior to the Meeting) so as to enable the equity shareholders (which includes the public shareholders) to consider and approve the Scheme by way of the aforesaid resolution. In addition, e-voting facility shall also be made available during the Meeting. Accordingly, voting by equity shareholders on the proposed resolution shall be carried out through postal ballot or through e-voting facility made available both prior to as well as during the Meeting.
Note: In case any equity shareholder intends to cast the vote by using the e-voting facility, the e-voting instructions given in the Notice are to be followed.
4. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders of Airtel if the resolution mentioned in the Notice has been approved at the Meeting by a majority of persons representing three-fourths in value of the equity shareholders of Airtel, voting through postal ballot, or through remote e-voting facility made available both prior to as well as during the Meeting through VC/OAVM.
5. The Notice, together with the documents accompanying the same, including the Explanatory Statement, the Scheme and this Postal Ballot Form is being sent vide email to all the equity shareholders of Airtel whose names appear in the register of members/ list of beneficial owners as received from KFin Technologies Private Limited ("**KFintech**") as on June 12, 2020 by e-mail in view of the ongoing Covid-19 pandemic. The voting rights for the purposes of postal ballot or e-voting facility made available both prior to as well as during the Meeting, 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 12, 2020.
Note: In case the e-mail address of a shareholder is not registered with Airtel/ depository, the instructions given in the Notice are to be followed for registering the same.
6. The Notice will be displayed on the website of Airtel at www.airtel.com, from where the postal ballot form can also be downloaded.
7. Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("**SEBI Circular**") issued by the Securities and Exchange Board of India ("**SEBI**"), *inter alia*, provides that approval of public shareholders of Airtel to the Scheme shall be obtained by way of voting through remote e-voting. Since, Airtel is seeking the approval of its equity shareholders (which includes public shareholders) to the Scheme by way of voting through postal ballot and remote e-voting, no separate procedure for voting through e-voting would be required to be carried out by Airtel for seeking the approval to the Scheme by its public shareholders in terms of SEBI Circular. The aforesaid notice sent to the equity shareholders (which includes public shareholders) of Airtel would be deemed to be the notice sent to the Public Shareholders of Airtel. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly.
8. The postal ballot form should be completed and signed by the equity shareholder (as per specimen signature registered with the Airtel 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. Further, there will be only one postal ballot form for every Registered Folio/ Client ID irrespective of the number of joint shareholders.
9. The vote on postal ballot cannot be exercised through proxy.
10. A body corporate which is an equity shareholder of Airtel is entitled to appoint an authorized representative for the purpose of participating and, or voting during the Meeting held through VC/OAVM. Further, such body corporate (i.e. other than Individuals, HUF, NRI, etc.) is required to send scanned certified copy (PDF file) of the relevant resolution/ authority letter together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer at info@corpsmith.org from their registered email address with a copy marked to evoting@kfintech.com, no later than 48 hours before the scheduled time of the Meeting. The file/ scanned image of the resolution/ authority letter/specimen signature should be in the naming format 'Corporate Name Event No.'.
11. Equity shareholder (in case such equity shareholder is an individual) or the authorized representative of the equity shareholder (in case such equity shareholder is a corporate member) should additionally e-mail copy of their valid and legible identity proof (PDF file) issued by a statutory authority (i.e. PAN card/ Aadhaar card/ Passport/ Driving License/ Voter ID Card) to the scrutinizer at info@corpsmith.org from their registered email address with a copy marked to evoting@kfintech.com, no later than 48 hours before the scheduled time of the Meeting. The file/ scanned image of the resolution/ authority letter/ specimen signature should be in the naming format 'Corporate Name Event No.'.
12. Holder(s) of power of attorney ("**PoA**") on behalf of an equity shareholder may vote on the postal ballot mentioning the registration number of the PoA with Airtel and sending a scan (PDF file) of the PoA authenticated by a notary (if permissible under the present circumstances on account of CoVID-19 pandemic) or alternatively self attesting it, to the scrutinizer at info@corpsmith.org from their registered email address with a copy marked to evoting@kfintech.com, no later than 48 hours before the scheduled time of the Meeting. The file/ scanned image of the PoA should be in the naming format 'Corporate Name Event No.'.
13. Please note that each equity shareholder (including public shareholders) can opt for only one mode for voting i.e., through postal ballot or through e-voting prior to or at the Meeting (through VC/OAVM). In case equity shareholders cast their vote via both the modes i.e. postal ballot as well as e-voting either prior to or at the Meeting, then voting done through either of the e-voting mode shall prevail and voting by equity shareholder through other means shall be treated as invalid.
14. Please convey your assent/ dissent in the postal ballot form. The assent or dissent received in any other form shall not be considered valid.
15. 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.
16. Votes by remote e-voting (prior to the Meeting) or postal ballot does not disentitle an equity shareholder from attending the Meeting. However, any equity shareholder who has voted through remote e-voting prior to the Meeting or postal ballot cannot vote through remote e-voting during the Meeting. The equity shareholders of Airtel attending the Meeting through VC/OAVM who have not cast their vote either through postal ballot or remote e-voting prior to the Meeting shall be entitled to exercise their vote using the e-voting facility made available during the Meeting through VC/OAVM. The scrutinizer's decision on the validity of the votes shall be final.
17. The scrutinizer will submit his combined report to the chairperson and/ or the alternate chairperson (as the case may be) after completion of the scrutiny of the votes cast by the equity shareholders (including public shareholders) of Airtel through postal ballot and remote e-voting (both prior to and during the Meeting). The results shall be announced on or before Sunday, August 2, 2020. The results along with the report of the scrutinizer shall be displayed at the registered office of Airtel situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070 and its website www.airtel.com and KFintech's website (<https://evoting.karvy.com>), besides being communicated to the stock exchanges namely, the National Stock Exchange of India Limited and BSE Limited, where the equity shares of Airtel are listed.
18. The resolution shall be deemed to be passed at the registered office of Airtel on the date of the Meeting, subject to receipt of the requisite number of votes in favour of the resolution.
19. Equity shareholders who are sending the form by registered post are requested to fill the form in indelible ink and not in erasable writing mode.
20. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected by the scrutinizer. There will be only one postal ballot form for every Registered Folio/ Client ID irrespective of the number of joint equity shareholders and only the primary holder will be considered for voting. Further, if any extraneous papers are found (in registered post), the same will be destroyed by the scrutinizer.
21. 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 Airtel 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.
22. In case of any queries, please visit Help & FAQs section and e-voting User Manual available at the download section of KFintech's website <https://evoting.karvy.com> or contact at evoting@kfintech.com or on Phone No. +91 40 6716 2222 or call Toll free No. 1800-345-4001, for any further clarifications.