

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024

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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman

BHARTI TELECOM LTD

(CIN: U32039HR1985PLC032091)

Airtel Centre, Plot No.16,

Udyog Vihar, Phase IV

Gurgaon, Haryana-122001

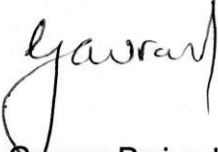

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through ballot paper (Poll) at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated September 4, 2019 for 34th AGM of the Company held on Monday, September 30, 2019 at 03:30 P.M. at DLF Community Centre, K-3, DLF City, Phase II, Gurgaon, Haryana-122002.

I submit my report as under:-

1. The remote e-voting period commenced on Friday, September 27, 2019 at 09:00 A.M. and ended on Sunday, September 29, 2019 at 05:00 P.M. via remote e-voting platform on the designated website of Karvy, Authorized Agency to provide remote e-voting facility viz.: <https://evoting.karvy.com>.



2. The Shareholders of the Company as on the "cut off" date i.e. Tuesday, September 24, 2019 were entitled to avail the facility of remote e-voting as well as voting through poll at the 34th Annual General Meeting on the proposed resolution(s) as set out in the Notice dated September 04, 2019.
 3. The total paid up Equity Share Capital of the Company as on Tuesday, September 24, 2019 was Rs. 26,107,741,760 (Rupees Two Thousand Six Hundred Ten Crores Seventy Seven Lacs Forty One Thousand Seven Hundred and Sixty Only) divided into 2,610,774,176 (Two Hundred Sixty One Crores Seven Lacs Seventy Four Thousand One Hundred and Seventy Six) equity shares of Rs. 10 (Rupees ten Only) each.
 4. The Chairman ordered for poll at AGM as per Rule 20 and 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
 5. One (1) ballot box was kept for polling and the ballot box was locked in my presence.
 6. After completion of Poll at the AGM, the ballot box was opened in my presence and ballot papers were diligently scrutinized. Thereafter, ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and poll at AGM.
 7. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Mr. Gaurav Dwivedi and Ms. Kajal Goel who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence
- 
Gaurav Dwivedi
- 
Kajal Goel
8. The Ballot paper(s) and remote e-voting were matched with the Register of Members of the Company as on cut-off date i.e. Tuesday, September 24, 2019.



9. The consolidated summary of results of poll at the AGM and remote e-voting are as under:

Resolution No. 1- To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and of the Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	92,14,17,075	1,66,09,45,692	2,58,23,62,767	99.9989
Dissent	0	27,588	27,588	0.0011
Total	92,14,17,075	1,66,09,73,280	2,58,23,90,355	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure- A.

Resolution No. 2- To re-appoint Mr. Sunil Bharti Mittal as a Director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	92,14,17,075	1,66,09,45,692	2,58,23,62,767	99.9989
Dissent	0	27,588	27,588	0.0011
Total	92,14,17,075	1,66,09,73,280	2,58,23,90,355	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure- B.



Resolution No. 3- To re-appoint Ms. Chua Sock Koong as a Director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	92,14,17,075	1,66,09,45,692	2,58,23,62,767	99.9989
Dissent	0	27,588	27,588	0.0011
Total	92,14,17,075	1,66,09,73,280	2,58,23,90,355	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- C.**

Resolution No. 4- Appointment of Mr. Rajiv Kumar Chaudhri as an Independent Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	92,14,17,075	1,66,09,45,692	2,58,23,62,767	99.9989
Dissent	0	27,588	27,588	0.0011
Total	92,14,17,075	1,66,09,73,280	2,58,23,90,355	100

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-D.**



Resolution No. 5- Appointment of Mr. Ravinder Arora as an Independent Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	92,14,17,075	1,66,09,45,692	2,58,23,62,767	99.9989
Dissent	0	27,588	27,588	0.0011
Total	92,14,17,075	1,66,09,73,280	2,58,23,90,355	100

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-E**.

Resolution No. 6- Appointment of Mr. Amarjeet Singh as an Independent Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	92,14,17,075	1,66,09,45,692	2,58,23,62,767	99.9989
Dissent	0	27,588	27,588	0.0011
Total	92,14,17,075	1,66,09,73,280	2,58,23,90,355	100

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-F**.



Resolution No. 7- Re-appointment of Mr. Devendra Khanna as a Managing Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	92,14,17,075	1,66,09,45,692	2,58,23,62,767	99.9989
Dissent	0	27,588	27,588	0.0011
Total	92,14,17,075	1,66,09,73,280	2,58,23,90,355	100

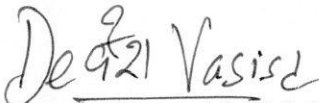
Therefore, the Resolution No. 7 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-G**.

10. The register, ballot papers and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register, ballot papers and all other related papers to the Company Secretary.

Thanking you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

Countersigned by


(Devesh Kumar Vasisht)

Partner

Scrutinizer

CP No.: 13700

Date: September 30, 2019

Place: New Delhi



Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	6	92,14,17,075	9,21,41,70,750
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	6	92,14,17,075	9,21,41,70,750
d) Votes with Assent	6	92,14,17,075	9,21,41,70,750
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	1,66,09,73,280	16,60,97,32,800
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	13	1,66,09,73,280	16,60,97,32,800
d) Votes with Assent	9	1,66,09,45,692	16,60,94,56,920
e) Votes with Dissent	4	27,588	2,75,880



Details of poll at AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	6	92,14,17,075	9,21,41,70,750
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	6	92,14,17,075	9,21,41,70,750
d) Votes with Assent	6	92,14,17,075	9,21,41,70,750
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	1,66,09,73,280	16,60,97,32,800
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	13	1,66,09,73,280	16,60,97,32,800
d) Votes with Assent	9	1,66,09,45,692	16,60,94,56,920
e) Votes with Dissent	4	27,588	2,75,880



Details of poll at AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	6	92,14,17,075	9,21,41,70,750
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	6	92,14,17,075	9,21,41,70,750
d) Votes with Assent	6	92,14,17,075	9,21,41,70,750
e) Votes with Dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	1,66,09,73,280	16,60,97,32,800
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	13	1,66,09,73,280	16,60,97,32,800
d) Votes with Assent	9	1,66,09,45,692	16,60,94,56,920
e) Votes with Dissent	4	27,588	2,75,880



Annexure -D

Details of poll at AGM & remote e-voting for Resolution No.-4 are as under:

D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	6	92,14,17,075	9,21,41,70,750
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	6	92,14,17,075	9,21,41,70,750
d) Votes with Assent	6	92,14,17,075	9,21,41,70,750
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	1,66,09,73,280	16,60,97,32,800
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	13	1,66,09,73,280	16,60,97,32,800
d) Votes with Assent	9	1,66,09,45,692	16,60,94,56,920
e) Votes with Dissent	4	27,588	2,75,880



Details of poll at AGM & remote e-voting for Resolution No.-5 are as under:

E1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	6	92,14,17,075	9,21,41,70,750
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	6	92,14,17,075	9,21,41,70,750
d) Votes with Assent	6	92,14,17,075	9,21,41,70,750
e) Votes with Dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	1,66,09,73,280	16,60,97,32,800
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	13	1,66,09,73,280	16,60,97,32,800
d) Votes with Assent	9	1,66,09,45,692	16,60,94,56,920
e) Votes with Dissent	4	27,588	2,75,880



Annexure -F

Details of poll at AGM & remote e-voting for Resolution No.-6 are as under:

F1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	6	92,14,17,075	9,21,41,70,750
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	6	92,14,17,075	9,21,41,70,750
d) Votes with Assent	6	92,14,17,075	9,21,41,70,750
e) Votes with Dissent	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	1,66,09,73,280	16,60,97,32,800
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	13	1,66,09,73,280	16,60,97,32,800
d) Votes with Assent	9	1,66,09,45,692	16,60,94,56,920
e) Votes with Dissent	4	27,588	2,75,880



Details of poll at AGM & remote e-voting for Resolution No.-7 are as under:

G1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	6	92,14,17,075	9,21,41,70,750
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	6	92,14,17,075	9,21,41,70,750
d) Votes with Assent	6	92,14,17,075	9,21,41,70,750
e) Votes with Dissent	0	0	0

G2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	13	1,66,09,73,280	16,60,97,32,800
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	13	1,66,09,73,280	16,60,97,32,800
d) Votes with Assent	9	1,66,09,45,692	16,60,94,56,920
e) Votes with Dissent	4	27,588	2,75,880

