

August 5, 2014

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Email ID: corp.relations@bseindia.com

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051
Email ID: cmlist@nse.co.in

Ref: Bharti Infratel Limited (534816 / INFRATEL)

Sub: Proceedings of the 8th Annual General Meeting (AGM) of the Company

Dear Sir / Madam,

This refers to 8th Annual General Meeting (AGM) of the Company held on Monday, August 4, 2014 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi 110 003.

In this regard, in terms of Clause 31 and other applicable clauses of the Listing Agreement, we are enclosing the proceedings of said Annual General Meeting for your records please.

Thanking you,

Yours faithfully,

For Bharti Infratel Limited



Anupam Garg
Company Secretary
Membership No. 11152



Proceedings of the Eighth Annual General Meeting of Bharti Infratel Limited held on Monday, August 4, 2014 at 10:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi 110 003

Present:

Mr. Akhil Gupta– Chairman

Mr. D S Rawat– Managing Director & CEO

Mr. Rakesh Bharti Mittal– Chairman of Stakeholders' Relationship Committee

Mr. Bharat Sumant Raut– Chairman of Audit Committee

Ms. Leena Srivastava– Member of HR, Nomination and Remuneration Committee

Mr. Anupam Garg– Company Secretary

Mr. Pankaj Miglani– CFO

The Company received 72 numbers of valid proxies representing 85.82 Mn shares. 1539 members (including proxies) holding 158.64 Mn shares attended the meeting.

Mr. Akhil Gupta– Chairman presided the meeting and informed the shareholders that pursuant to Section 108 of the Companies Act, 2013 and applicable rules thereunder, the Company had provided e-voting facility for resolutions to be transacted at the Annual General Meeting. The e-voting commenced at 8:00 a.m. on July 29, 2014 and ended at 10:00 p.m. on July 31, 2014. Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, has been appointed as the Scrutinizer to scrutinize e-voting and physical poll process in a fair and transparent manner.

Mr. Yogender Seth was present at the meeting representing M/s. S.R. Batliboi & Co. LLP, Statutory Auditors of the Company.

Mr. D S Rawat– Managing Director & CEO made a presentation on the performance of the Company. On the invitation of the Chairman, members raised queries on the various aspects, which were replied by the Chairman satisfactorily.

The Chairman ordered the poll to be taken up on all the resolutions as mentioned in the AGM Notice for the shareholders who have not casted their votes through e-voting facility. The Chairman advised Mr. Sanjay Grover, Scrutinizer to take poll proceedings immediately upon the closure of the meeting and requested to submit their report within the stipulated time.

On the basis of report of e-voting and poll results submitted by the Scrutinizer, all the resolution(s) as mentioned hereunder have been passed with requisite majority:

Ordinary Business:

1. Ordinary Resolution to receive, consider and adopt the financial statements of the Company

a) Audited standalone financial statements of the Company for the financial year ended March 31, 2014.

"Resolved that the audited standalone financial statements of the Company including the balance sheet as at March 31, 2014, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

b) Audited consolidated financial statements of the Company for the financial year ended March 31, 2014.

"Resolved that the audited consolidated financial statements of the Company including the balance sheet as at March 31, 2014, the statement of profit and loss, the cash flow statement for the year ended on that date and the report of the Auditors thereon be and are hereby received, considered and adopted."

2. Ordinary Resolution for declaration of dividend on equity shares

"Resolved that a final dividend of Rs. 4.40 per equity share of Rs. 10/- each fully paid up for the financial year 2013-14 be and is hereby declared."

3. Ordinary Resolution for re-appointment of Mr. Sanjay Nayar as a Director liable to retire by rotation

"Resolved that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Sanjay Nayar (DIN 00002615), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. Ordinary Resolution for appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company

"Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration no. 101049W), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Regn No. 301003E), Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting) for a period of three years i.e. from the conclusion of this 8th Annual General Meeting till the conclusion of 11th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

Special Business:

5. Ordinary Resolution for appointment of Mr. Mark Chin Kok Chong as a Director liable to retire by rotation

"Resolved that pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Mark Chin Kok Chong (DIN 06638569) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. Ordinary Resolution for appointment of Mr. Devender Singh Rawat as a Director liable to retire by rotation

"Resolved that pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Devender Singh Rawat (DIN 06798626) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. Ordinary Resolution for appointment of Mr. Bharat Sumant Raut as an Independent Director

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Bharat Sumant Raut (DIN 00066080) be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from April 01, 2014 upto March 31, 2019."

8. Ordinary Resolution for appointment of Mr. Jitender Balakrishnan as an Independent Director

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Jitender Balakrishnan (DIN 00028320) be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from April 01, 2014 upto March 31, 2019."

9. Ordinary Resolution for appointment of Ms. Leena Srivastava as an Independent Director

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Ms. Leena Srivastava (DIN 00005737) be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from April 01, 2014 upto March 31, 2019."

10. Ordinary Resolution for appointment of Mr. Narayanan Kumar as an Independent Director

“Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Narayanan Kumar (DIN 00007848) be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from April 01, 2014 upto March 31, 2019.”

11. Ordinary Resolution for appointment of Mr. Vinod Dhall as an Independent Director

“Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Vinod Dhall (DIN 02591373) be and is hereby appointed as an Independent Director of the Company to hold office for a term upto September 2, 2015.”

12. Ordinary Resolution for ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditors of the Company.

“Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), the remuneration of Rs. 1,40,000/- plus service tax and reimbursement of out of pocket expenses as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditors of the Company for the financial year ending March 31, 2015, be and is hereby ratified and confirmed.”

13. Special Resolution for amendment in the exercise period under Employee Stock Option Plan 2008 (ESOP Scheme)

“Resolved that in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“SEBI Guidelines”) as amended from time to time and any other law for the time being in force, approval of the members be and is hereby accorded to amend the Employee Stock Option Plan 2008 (ESOP Scheme) by revising the exercise period from ‘Seven years from Grant Date’ to ‘Seven Years from Vesting Dates’ under Plan I, Plan II and Plan III of ESOP Scheme and accordingly relevant clauses of ESOP Scheme be substituted with the following clauses:

ESOP Plan I and II - Clause V (1) (Last Para)

The Options granted under Plan I and Plan II shall be exercised within 7 years from the respective Vesting Date(s), thereafter any unexercised options will lapse.

ESOP Plan III – Clause 2.5

The Options granted under Plan III shall be exercised within 7 years from the respective Vesting Date(s), thereafter any unexercised options will lapse.

Resolved further that the other terms and conditions of ESOP Scheme shall remain unchanged.

Resolved further that the Board and/or the HR, Nomination and Remuneration committee of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

14. Special Resolution for amendment in the vesting schedule under Employee Stock Option Plan 2008 (ESOP Scheme)

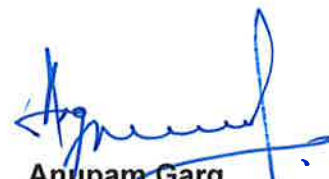
"Resolved that in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") as amended from time to time and any other law for the time being in force, approval of the members be and is hereby accorded to amend vesting schedule with respect to options granted to the UC Cadre employees of the Company under Plan I of the Employee Stock Option Plan 2008 (ESOP Scheme) as under:

Vesting Schedule	Percentage of Options to be vested
On completion of 1 year from the Grant Date	20%
On completion of 2 year from the Grant Date	20%
On completion of 3 year from the Grant Date	25%
On completion of 4 year from the Grant Date	35%

Resolved further that the other terms and conditions of options granted to UC Cadre employees under Plan I of ESOP Scheme shall remain unchanged.

Resolved further that the Board and/or the HR, Nomination and Remuneration committee of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

For Bharti Infratel Limited



Anupam Garg
Company Secretary

Place: New Delhi

Date: August 05, 2014