



December 22, 2014

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

The National Stock Exchange of India Limited
Exchange Plaza, Bandra kurla Complex,
Bandra (E), Mumbai 400 051

Ref: Bharti Infratel Limited (534816 / INFRATEL)

Sub: Notice of postal ballot

Dear Sir / Madam,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith 3 copies of postal ballot notice dated December 17, 2014 being sent to the members pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 seeking approval of members by passing of special resolution(s) for following items:

1. Implementation of ESOP Scheme 2008 through ESOP Trust.
2. Approval of Employee Stock Option Scheme 2014 (ESOP Scheme 2014).
3. Grant of stock options to the employees of holding and/or subsidiary companies under ESOP Scheme 2014.
4. Authorization to ESOP Trust for Secondary Acquisition.
5. Increase in aggregate investment limit of Foreign Institutional Investors (FIIs).

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For Bharti Infratel Limited


Anupam Garg
Company Secretary



Encl: As above

NOTICE OF POSTAL BALLOT / E-VOTING

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other Applicable Laws, the Company hereby seeks your approval by passing of special resolution(s) through Postal Ballot / Electronic Voting (e-voting) in respect of following special business(es).

Definitions, explanatory statement setting out the material facts relating to each item referred in the resolution(s) and the instructions for e-voting are annexed to the Postal Ballot Notice.

1) Implementation of ESOP Scheme 2008 through ESOP Trust

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to the Board to implement the ESOP Scheme 2008 through the ESOP Trust.

RESOLVED FURTHER THAT the following Clause 1A be inserted in the ESOP Scheme 2008 after the existing Clause 1:

Clause 1A: Implementation of ESOP Scheme 2008 through ESOP Trust

The Company may implement the ESOP Scheme 2008 through trust as may be setup or designated for this purpose (“ESOP Trust”).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the ESOP Trust be and is hereby authorised to acquire the shares of the Company from the secondary market and to hold, transfer and deal in the shares of the Company and to do all such acts, deeds and things as may be incidental or ancillary in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

2) Approval of Employee Stock Option Scheme 2014 (ESOP Scheme 2014)

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the Applicable Laws, Employee Stock Option Scheme 2014 (ESOP Scheme 2014), for the benefit of present and future permanent employees of the Company and its director(s), whether whole time director or not but excluding independent directors, be and is hereby approved as per the salient features mentioned in the explanatory statement annexed herewith and same be implemented through ESOP Trust, provided that the total number of options that can be granted under ESOP Scheme 2014 shall not exceed 7,250,000 (Seven Million Two Hundred Fifty Thousand) options, convertible into equivalent number of equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number of above mentioned options shall be appropriately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the ESOP Trust is hereby authorised to acquire the shares of the Company from the secondary market and to hold, transfer and deal in the equity shares of the Company and to do all such acts, deeds and things as may be incidental or ancillary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to:-

- (i) administer, implement and superintend the ESOP Scheme 2014;
- (ii) determine the terms and conditions of grant, issue, re-issue, cancel and withdrawal of stock options from time to time;
- (iii) formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of stock options to the employees and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time;
- (iv) do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution to any committee of directors, director, officer or authorised representative of the Company; and
- (v) settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

3) Grant of stock options to the employees of holding and/or subsidiary companies under ESOP Scheme 2014

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to grant the stock options under ESOP Scheme 2014 to the present and future, permanent employees of the holding and subsidiary company(ies) and their director(s) whether whole time director or not but excluding independent directors, if any, from time to time, on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

4) Authorization to ESOP Trust for Secondary Acquisition

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded for acquisition of upto 14,411,289 (Fourteen Million Four Hundred Eleven Thousand and Two Hundred Eighty Nine) equity shares of the Company representing 0.76% of the paid up share capital, in one or more tranches, from the secondary market, by ESOP Trust for the purpose of implementation of ESOP Scheme 2008 and ESOP Scheme 2014 from time to time.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to the Board to make loan and/or provision of money to the ESOP Trust for acquisition of upto 14,411,289 (Fourteen Million Four Hundred Eleven Thousand and Two Hundred Eighty Nine) equity shares of the Company from the secondary market for the purpose of implementation of ESOP Scheme 2008 and ESOP Scheme 2014, subject to the overall limits specified under the Applicable Laws, if any.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number of shares of the Company to be acquired from the secondary market by the ESOP Trust shall be appropriately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

5) Increase in aggregate investment limit of Foreign Institutional Investors (FIIs)

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors (FIIs) registered with the SEBI to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors by whatever name called, to make investment in any manner in the equity shares of the Company upto an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

Registered Office:

Bharti Crescent, 1,
Nelson Mandela Road,
Vasant Kunj, Phase-II,
New Delhi-110070, India
CIN: L64201DL2006PLC156038
Email id: compliance.officer@bharti-infratel.in

By order of the Board
For **Bharti Infratel Limited**

Anupam Garg
Company Secretary
Membership No. A11152

Place: New Delhi

Date: December 17, 2014

Definitions:-

In this postal ballot notice, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:-

“Applicable Laws” means the Companies Act, ESOP Regulations, FEMA, Securities and Exchange Board of India Act, 1992, Memorandum and Articles of Association of the Company and all other relevant laws, rules, regulations, circulars, notifications and guidelines (including any statutory modifications or re-enactment thereof) as may be applicable, from time to time.

“Board” means the board of directors of the Company and includes any committee thereof.

“Company” means Bharti Infratel Limited, incorporated under the Companies Act, 1956, having its registered office at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase –II, New Delhi 110 070.

“Companies Act” means Companies Act, 2013 as amended, for the time being in force and includes all rules, circulars, notifications and clarifications issued thereunder.

“Compensation Committee” means the HR, Nomination and Remuneration Committee of the Board or any other committee as may be constituted by the Board for implementation of the employees’ benefit schemes from time to time.

“ESOP Regulations” means the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended, for the time being in force and includes all regulations, notifications and clarifications issued thereunder.

“ESOP Scheme 2008” means the Employee Stock Option Plan, 2008 instituted by the Company pursuant to a resolution of the Board dated July 22, 2008 and resolution of the shareholders passed in extraordinary general meeting dated August 28, 2008 as amended from time to time.

“ESOP Scheme 2014” means the Employee Stock Option Scheme, 2014 to be formulated by the Company as per item no. 2 of this postal ballot notice read with explanatory statement.

“ESOP Trust” means an irrevocable trust set up or to be set up for the administration of the ESOP Scheme 2008, ESOP Scheme 2014 or any other employees’ benefit scheme as may be formulated by the Company, from time to time, under the provisions of the ESOP Regulations or any other law for the time being in force.

“FEMA” means Foreign Exchange Management Act, 1999 read with rules and regulations thereunder including Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.

“IPO” means Initial Public Offer pursuant to which equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited with effect from December 28, 2012.

“RBI” means Reserve Bank of India.

“SEBI” means the Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.

“Secondary Acquisition” means acquisition of existing shares of the Company by the ESOP Trust on the platform of a recognised stock exchange for cash consideration.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

The Company instituted the ESOP Scheme 2008 pursuant to a resolution of Board dated July 22, 2008 and shareholders’ resolution dated August 28, 2008 having a total pool size of 16,215,000 stock options. Under the said scheme, prior to IPO, the Company had granted 9,946,524 stock options under three plans viz. Plan-I, Plan-II and Plan-III.

Status of ESOP Scheme 2008 as on September 30, 2014 is as under:

S.No.	Description	No. of Options
(i)	Options Exercised	1,796,754
(ii)	Options Unexercised (both vested and unvested)	7,161,289
(iii)	Options ungranted and lapsed	7,256,957
TOTAL		16,215,000

Presently, the said scheme is implemented by way of allotment of equity shares to the option holders, as and when they exercise their stock options. This results in proportionate dilution of equity stake of existing shareholders.

SEBI, vide recently notified ESOP Regulations, has permitted companies to implement employees’ welfare schemes by way of Secondary Acquisition through ESOP Trust, subject to compliance of conditions stated in the ESOP Regulations and with the approval of the shareholders by passing of special resolution.

Under this route, the ESOP Trust is allowed to acquire the equity shares of the Company from the secondary market and utilize the same upon exercise of stock options by option holders. The special resolution as set out under item No. 1 proposes to authorise the Company to implement the ESOP Scheme 2008 by way of Secondary Acquisition through ESOP Trust.

The Company proposes to provide financial assistance to the ESOP Trust for this purpose subject to the overall limits specified under the Applicable Laws, if any.

There is no change in the terms and conditions of stock options granted under the existing ESOP Scheme 2008.

A copy of the revised ESOP Scheme 2008 incorporating the proposed amendments, will be available for inspection on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. at the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of grant of stock options to them, if any, under the ESOP Scheme 2008.

The Board recommends the passing of resolution as set out under Item No. 1 for approval of the members as special resolution through Postal Ballot/ e-voting.

Item No. 2 and 3:

Stock options are an effective instrument to align interests of employees with those of the Company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment.

The ESOP Scheme 2008 is a pre IPO scheme and cannot be utilized towards grant of new stock options post listing of the shares of the Company on Stock Exchanges. Accordingly, at present the Company does not have any stock option scheme under which it can grant new stock options to its employees.

The Board, therefore, proposes to introduce, formulate and create Employee Stock Option Scheme 2014 (ESOP Scheme 2014). Grant of stock options under ESOP Scheme 2014 shall be as per the terms and conditions as may be decided by Compensation Committee from time to time in accordance with the Applicable Laws.

The salient features of the ESOP Scheme 2014 are as under:-

1. Total number of Options to be granted

- i) A total of 7,250,000 (Seven Million Two Hundred Fifty Thousand) options would be available for grant to the eligible employees under the scheme.
- ii) Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company.
- iii) Each option when exercised would give the option holder a right to get one fully paid equity share of the Company.
- iv) The options, which will lapse, expire or be forfeited, will be available for further grant to the eligible employees.

2. Implementation of ESOP Scheme 2014 through ESOP Trust

The scheme shall be implemented through the ESOP Trust. The ESOP Trust shall be authorized to acquire equity shares of the Company from the secondary market. The Company proposes to provide financial assistance to the ESOP Trust for this purpose subject to the overall limits specified under the Applicable Laws, if any.

3. Classes of employees entitled to participate in the ESOP Scheme 2014

Present and future, permanent employees and directors (whether whole time director or not but excluding independent directors) of the Company, its holding and subsidiary company(ies) as may be determined by Compensation Committee from time to time, shall be eligible to participate in the ESOP Scheme 2014.

The promoter, the person belonging to the promoter group or director, who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be eligible to participate in the ESOP Scheme 2014.

4. Requirements of Vesting and period of Vesting

The options granted shall vest so long as the employee continues to be in the employment of the Company. The vesting period shall be decided by the Compensation Committee from time to time but shall not be less than 1 year and not more than 5 years from the date of grant of options. Vesting may happen in one or more tranches.

5. Exercise Price or pricing formula

The exercise price and/or the pricing formula shall be decided by the Compensation Committee from time to time. Employee shall bear all tax liability in relation to grant of options.

6. Exercise Period and process of exercise

The Compensation Committee shall decide the exercise period from time to time which can be extended upto 7 years from the vesting date(s).

The employee can exercise stock options at any time after the vesting date either in full or in tranches by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the Compensation Committee, from time to time.

7. Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be specified by the Compensation Committee and will be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the Compensation Committee at its sole discretion, from time to time.

In case of performance linked stock options, the number of vested stock options may vary from the original number of stock options granted.

8. Maximum number of options to be granted per employee

Maximum number of options to be granted to an eligible employee will be determined by the Compensation Committee on case to case basis.

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the ESOP Regulations and other Applicable Laws from time to time. The Compensation Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP Scheme 2014. In terms of the provisions of the ESOP Regulations, ESOP Scheme 2014 is required to be approved by the members by passing of special resolution.

ESOP Regulations also require separate approval of members by way of special resolution to grant stock options to the employees of holding and/or subsidiary companies. Accordingly, a separate resolution under item no.3 is proposed to extend the benefits of ESOP Scheme 2014 to the employees of holding and subsidiary company(ies) as may be decided by the Compensation Committee from time to time under Applicable Laws.

A copy of the draft ESOP Scheme 2014 will be available for inspection on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. at the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them under ESOP Scheme 2014.

The Board recommends passing of the resolution(s) as set out under Item No. 2 and 3 for approval of the members as special resolution(s) through Postal Ballot / e-voting.

Item No. 4

In terms of ESOP Regulations, employees' welfare schemes can be implemented by way of Secondary Acquisition.

Under ESOP Scheme 2008, as on September 30, 2014, 7,161,289 stock options are unexercised (both vested and unvested). Further, under ESOP Scheme 2014, 7,250,000 stock options are proposed for grants.

Both these ESOP Scheme(s) are proposed to be implemented by way of Secondary Acquisition through ESOP Trust. Therefore, Board proposes to acquire upto 14,411,289 (Fourteen Million Four Hundred Eleven Thousand and Two Hundred Eighty Nine) equity shares of the Company representing 0.76% of the paid up share capital from the secondary market for the purpose of implementation of the ESOP Scheme 2008 and the ESOP Scheme 2014.

The Company is in the process of setting up of an irrevocable trust for implementation of the above referred ESOP Scheme(s). Upon approval of the members and after complying with the procedural and statutory formalities, the trust so set up, will acquire shares from the secondary market for implementation of the ESOP Scheme(s).

The Company proposes to provide financial assistance to the ESOP Trust to acquire equity shares of the Company from the secondary market for the purpose of implementation of ESOP Scheme 2008 and ESOP Scheme 2014 subject to the overall limits specified under the Applicable Laws, on such terms and conditions as may be determined by the Board from time to time.

Disclosures as required under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014:

1. The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:

Present and future, permanent employees and directors (whether whole time director or not but excluding independent directors) of the Company, its holding and subsidiary company(ies) as may be determined by Compensation Committee from time to time.

2. The particulars of the trustee or employees in whose favour such shares are to be registered:

The shares can be registered in the name of all or any of the trustees to hold equity shares of the Company for and on behalf of ESOP Trust.

3. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Name and Address of the Trust: Bharti Infratel Employees' Welfare Trust, Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase-II, New Delhi – 110070

Name of First Trustees	Address	Occupation	Nationality
Mr. Devendra Khanna	Devi Sadan, Ground Floor, L 1/5, Hauz Khas, New Delhi - 110016	Service	Indian
Mr. Sanjay Berry	C-702, Golf Enclave CGHS, Plot No. 27, Sector-21C, Faridabad - 121001, Haryana	Service	Indian
Mr. Dipak Roy	C-81, The Summit, Golf Course Road, Phase-V, Gurgaon -122002, Haryana	Service	Indian

None of the trustees are related to the Promoters/Directors/Key Managerial Personnel of the Company. Subject to the compliance of the provisions of the Applicable Laws, the Board may change the aforesaid trustees at any time.

4. Any interest of Key Managerial Personnel, Directors or Promoters in such scheme or trust and effect thereof:

The Key Managerial Personnel and Directors are interested in the ESOP Scheme(s) only to the extent of stock options granted/to be granted to them, if any.

5. The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

Upon exercise of stock options, the eligible employees, will be entitled to equivalent number of shares of the Company, as per the terms of grant.

6. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:

In line with the requirements of the ESOP Regulations, neither the ESOP Trust nor any of its trustees shall exercise voting rights in respect of the shares of the Company held by the ESOP Trust.

In terms of the provisions of the Applicable Laws, approval of the members by passing of special resolution is sought for provision of money and implementation of the ESOP Scheme 2008 and ESOP Scheme 2014 by way of Secondary Acquisition as set out under item no. 4.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of resolution as set out under Item No. 4 for approval of the members as special resolution through Postal Ballot / e-voting.

Item No. 5

Under the provisions of FEMA, as amended from time to time, the aggregate investment by Foreign Institutional Investors ("FIIs"), including SEBI approved sub-accounts of FII is capped at 24% of the paid-up equity share capital of the Company ("FII Cap"). However, the FII Cap can be increased upto the sectoral cap/statutory ceiling with the approval of the Board and by passing a special resolution to that effect by its members.

Present holding of FIIs in the Company is about 17% of the paid up capital and the same has shown an increasing trend. To make more space for FIIs to invest in the equity share capital of the Company, it is proposed to increase the limit upto which FIIs can invest in the equity share capital of the Company from 24% upto an aggregate limit of 49%.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of resolution as set out under Item No. 5 for approval of the members as special resolution through Postal Ballot/e-voting.

Registered Office:

Bharti Crescent, 1,
Nelson Mandela Road,
Vasant Kunj, Phase-II,
New Delhi-110070, India
CIN: L64201DL2006PLC156038
Email id: compliance.officer@bharti-infratel.in

By order of the Board
For **Bharti Infratel Limited**

Anupam Garg
Company Secretary
Membership No. A11152

Place: New Delhi

Date: December 17, 2014



BHARTI INFRATEL LIMITED



CIN: L64201DL2006PLC156038

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi - 110 070

Tel.: +91-11-4666 6100 Fax: +91-11-4166 6137

Email id: compliance.officer@bharti-infratel.in Website: www.bharti-infratel.com

POSTAL BALLOT FORM

Serial No.

- 1 Name of the Shareholder(s) including joint-holders, if any
- 2 Registered Address of the sole/ first named shareholder
- 3 Registered Folio No. /DP-ID-Client ID No.*
(*Applicable to investors holding shares in dematerialized form)
- 4 No. of Shares held
- 5 I/we hereby exercise my/our vote in respect of Special resolution(s) to be passed through postal ballot/e-voting for the business(s) enumerated below by recording my/our assent or dissent to the said resolutions by placing 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.	Implementation of ESOP Scheme 2008 through ESOP Trust			
2.	Approval of Employee Stock Option Scheme 2014 (ESOP Scheme 2014)			
3.	Grant of stock options to the employees of holding and/or subsidiary companies under ESOP Scheme 2014			
4.	Authorization to ESOP Trust for Secondary Acquisition			
5.	Increase in aggregate investment limit of Foreign Institutional Investors (FIIs)			

Place:

Date:

(Signature of the shareholder)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

E-Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Notes/Instructions

1. The Postal Ballot/e-voting Notice is being sent to all the members, whose names appear in the Register of Members/beneficiary position maintained by the depositories as on Friday, December 12, 2014 and voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s)/Beneficial Owner(s) as on the same date.
 2. There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder.
 3. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
 4. The Board has appointed Mr. Sanjay Grover of M/s Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 3850) as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
 5. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Agreement, the Company is pleased to provide e-voting facility to all the members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd. (Karvy) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
 6. The Shareholders can opt for only one mode for voting i.e. through Physical Ballot or e-voting. If the shareholder decides to vote physically through postal ballot they are advised not to vote through e-voting and vice-versa. In case of voting by both the modes, voting through a valid physical Postal Ballot Form will be considered and counted and e-voting of such shareholder will be treated as invalid.
 7. The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.
 8. Members who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by email and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self addressed envelope. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link <https://evoting.karvy.com> or from the 'Investors' section on the Company's website www.bharti-infratel.com
 9. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the members.
 10. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Managing Director & CEO. The result of the Postal Ballot would be announced by the Managing Director & CEO and in his absence by the Company Secretary at the Registered Office of the Company. The date of declaration of the results of the postal ballot/e-voting will be taken to be the date of passing of the resolution.
 11. The said results along with the Scrutinizer's report would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and published in the newspapers and hosted on viz. www.bharti-infratel.com and on <https://evoting.karvy.com>.
 12. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered office of the Company without any fee on all working days (Monday to Friday) between 11:00 a.m. and 1:00 p.m. from the date of dispatch of notice upto the date of declaration of results of Postal Ballot/ e-voting.
- 13. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT**
- (i) Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form before casting their vote and return the Ballot Form, duly completed in all respect and signed, in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer at Bharti Infratel Limited, Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070, India not later than close of working hours on **Saturday, January 24, 2015**. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally.
 - (ii) The votes should be casted either in favour or against the resolution by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [✓] mark in both the column will render the Form invalid.
 - (iii) Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
 - (iv) The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder. *(However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).*
 - (v) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signature's of authorised signatory(ies), duly attested.
 - (vi) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
 - (vii) Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
 - (viii) Shareholders are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
 - (ix) A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 13(i) above.
- 14. PROCESS FOR MEMBERS OPTING FOR E-VOTING**
- A In case of Members receiving the Ballot Form by e-mail:**
- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID/ Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. *It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.*
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Bharti Infratel Limited.
 - (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
 - (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format/JPG Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: evoting@karvy.com They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."
 - (xiii) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- B In case of Members receiving the Ballot Form by Post:**
- (i) User ID and initial password is provided at the bottom of the Ballot Form.
 - (ii) Please follow the steps from Sr. No. 14A (i) to 14A (xii) above, to cast your vote.
- C** In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website download section on <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free).
- D** The period for e-voting starts on Thursday, December 25, 2014 (8:00 a.m.) and ends on Saturday, January 24, 2015. E-voting shall be disabled by Karvy at 8:00 p.m. on Saturday, January 24, 2015.