

Corporate Identification Number (CIN): L64201DL2006PLC156038
Registered Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110 070
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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF BHARTI INFRATEL LIMITED

This public announcement (the “**Post Buyback Public Announcement**”) is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the “**Buy-back Regulations**”). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated June 13, 2016 and published on June 14, 2016 (the “**Public Announcement**”), and the Letter of Offer dated June 29, 2016 (the “**Letter of Offer**”). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- Bharti Infratel Limited (the “**Company**”) had announced the Buyback of up to 4,70,58,823 fully paid-up equity shares of face value of ₹ 10/- each (the “**Equity Shares**”) from all the existing shareholders / beneficial owners holding Equity Shares as on the record date (i.e. June 16, 2016), on a proportionate basis, through the “Tender Offer” route at a price of ₹ 425/- per Equity Share payable in cash, for an aggregate amount of ₹ 19,99,99,99,775/- (Rupees One Thousand Nine Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Seventy Five Only) (the “**Buyback Size**”) (the “**Buyback**”). The Buyback Size is 19.30% of equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016. The number of Equity Shares bought back in the Buyback constitutes 2.54% of the post Buyback, equity share capital of the Company.
- The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 (“SEBI Circular”).
- The Tendering Period for the Buyback Offer opened on Tuesday, July 12, 2016 and closed on Monday, July 25, 2016.

2. DETAILS OF BUYBACK:

- 4,70,58,823 (Four Crore Seventy Lakhs Fifty Eight Thousand Eight Hundred And Twenty Three) Equity Shares were bought back under the Buyback, at a price of ₹ 425/- per Equity Share.
- The total amount utilized in the Buyback is ₹ 19,99,99,99,775/- (Rupees One Thousand Nine Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Seventy Five Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.
- The Registrar to the Buyback i.e. Karvy Computershare Private Limited (the “**Registrar**”), considered 19,888 valid bids for 28,50,56,329 Equity Shares in response to the Buyback, resulting in the subscription of approximately 6.1 times the maximum number of shares proposed to be bought back. The details of valid bids considered by the Registrar are as follows:

Sr. No.	Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
1.	Reserved category for Small Shareholders	70,58,824	18,972	62,54,005	88.60
2.	General category of other Shareholders	3,99,99,999	916	27,88,02,324	697.01
	Total	4,70,58,823	19,888	28,50,56,329	605.74

- All valid applications have been considered for the purpose of Acceptance in accordance with the Buy-back Regulations and Paragraph 19 of the Letter of Offer. The communication of acceptance / rejection shall be dispatched by the Registrar to respective Shareholders, by August 4, 2016.
- The settlement of all valid bids have been completed by the Clearing Corporation / BSE on August 02, 2016. The funds in respect of accepted Equity Shares have been paid out to the respective Shareholder Brokers / custodians.
- Demat Equity Shares accepted under the Buyback have been transferred to the Company’s demat escrow account on August 02, 2016. The unaccepted demat Equity Shares have been returned to respective Shareholder Brokers / custodians by the Clearing Corporation / BSE on August 02, 2016. Valid physical Equity Shares tendered in the Buyback have been accepted.
- The extinguishment of 4,70,58,823 Equity Shares accepted under the Buyback, comprising of 4,70,58,723 Equity Shares in dematerialized form and 100 Equity Shares in physical form is currently under process and shall be completed by August 09, 2016. The Company, and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

- The capital structure of the Company, pre and post the Buyback is as under:

(Equity Shares have a face value of ₹ 10/- each)

Sr. No.	Particulars	Pre-Buyback		Post Buyback [#]	
		No. of Equity Shares	Amount (₹ Lacs)	No. of Equity Shares	Amount (₹ Lacs)
1.	Authorised Equity Capital	3,50,00,00,000	3,50,000.00	3,50,00,00,000	3,50,000.00
2.	Issued Subscribed and Paid-up Equity Share Capital	1,89,66,67,069	1,89,666.71	1,84,96,08,246	1,84,960.82

[#] Subject to extinguishment of 4,70,58,823 Equity Shares

- Details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as mentioned below:

Sr. No	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post buyback Equity Shares
1.	Bharti Airtel Limited	2,91,01,272	61.84	1.57
2.	Merrill Lynch Capital Markets Espana, S.A., S.V.	12,67,567	2.69	0.07
3.	Fidelity Investment Trust - Fidelity Diversified International Fund	5,79,176	1.23	0.03
4.	Comgest Growth Plc - Comgest Growth Emerging Markets	4,76,878	1.01	0.03

- The shareholding pattern of the Company pre-Buyback (as on Record Date i.e. June 16, 2016) and post Buyback, is as under:

Particulars	Pre-Buyback		Post Buyback [#]	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of post buyback Equity Share Capital
(A) Promoter and Promoter Group				
Promoters and persons acting in concert, (collectively “ the Promoters ”)	1,36,00,00,000	71.70	1,33,08,98,728	71.96
(B) Public Shareholding				
Foreign Investors (including Non Resident Indians / FIIs / FPI etc.)	49,72,99,265	26.22	51,87,09,518	28.04
Financial Institutions / Banks and Mutual Funds	1,49,91,500	0.79		
Others (Public, Bodies Corporate, NBFC etc.,)	2,43,76,304	1.29		
Sub Total (B)	53,66,67,069	28.30	51,87,09,518	28.04
Total (A + B)	1,89,66,67,069	100.00	1,84,96,08,246	100.00

[#] Subject to extinguishment of 4,70,58,823 Equity Shares

4. MANAGER TO THE BUYBACK OFFER

Kotak Mahindra Capital Company Limited



27 BKC, 1st Floor, Plot No. C-27, "G" Block,
Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel: +91 22 4336 0128, Fax: +91 22 6713 2446
Contact Person: Mr. Ganesh Rane
Email: project.infratelbuyback@kotak.com

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
Bharti Infratel Limited

Sd/-
Akhil Kumar Gupta
Chairman
(DIN : 00028728)

Sd/-
D S Rawat
Managing Director & CEO
(DIN : 06798626)

Sd/-
Pankaj Miglani
Chief Financial Officer

Sd/-
Shweta Girotra
Company Secretary
(Membership No : F7313)