



April 19, 2016

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
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: Certified True Copy of the minutes passed by Postal Ballot concluded on March 21, 2016

Dear Sir(s),

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith certified true copy of the minutes passed by Postal Ballot of the company concluded on March 21, 2016.

Kindly take the same on record.

Thanking you,

Sincerely yours,

For Bharti Infratel Limited

Shweta Girotra
Company Secretary



Encl: As above



CERTIFIED TRUE COPY OF THE MINUTES PASSED BY POSTAL BALLOT/ E-VOTING BY BHARTI INFRATEL LIMITED ON MONDAY, MARCH 21, 2016 AT BHARTI CRESCENT, 1, NELSON MANDELA ROAD, VASANT KUNJ, PHASE II, NEW DELHI-110070

Background

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014, and other applicable laws, rules and regulations, if any, Bharti Infratel Limited (the 'Company') had issued the Notice of Postal Ballot/ E-voting (the 'Notice') dated January 27, 2016, to obtain approval from the shareholders through postal ballot/ e-voting on the following special resolution:

1. Variation in Terms of Objects of the Issue

The Board in its meeting held on January 27, 2016 had approved the following appointments:

- 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.
- Mr. D S Rawat, Managing Director & CEO and Ms. Shweta Girotra, Company Secretary & Compliance Officer as the persons responsible for the entire postal ballot / e-voting process.
- Mr. Akhil Kumar Gupta, Chairman and in his absence, any other Director authorised by the Chairman to announce the results of the postal ballot / e-voting.
- Karvy Computershare Pvt. Ltd. (Karvy) for providing e-voting platform to the shareholders to cast their votes electronically.

The Notice containing draft resolution, explanatory statement, postal ballot forms, e-voting user IDs and passwords and a self-addressed pre-paid business reply envelope (as applicable) were sent to the shareholders and others concerned including Directors, Statutory Auditors, Secretarial Auditor, Stock Exchanges etc. through post/ email. The Notice was also placed on the website of the Company and on the website of Karvy.

Public notice in PAS-1, containing particulars of proposed variation and other necessary details was intimated to the shareholders by way of publication of advertisement in 'Mint' (English) all editions and 'Hindustan' (Hindi) Delhi editions on February 20, 2016.

Intimation about completion of dispatch of Notice, the postal ballot form/ e-voting and the last date for receipt of reply from shareholders/completion of e-voting was intimated to the shareholders by way of publication of advertisement in 'Financial Express' (English) all editions and 'Jansatta' (Hindi) Delhi editions on February 21, 2016.

As per the Notice, shareholders were intimated that:





- i. The last date for receipt of postal ballot forms/ completion of e-voting was Monday, March 21, 2016 on or before 5:00 pm. The postal ballot forms/ e-voting received after 5:00 pm on Monday, March 21, 2016 have been treated as '*responses not received from the share holders*'.
- ii. Voting rights have been reckoned on the paid up value of the shares registered in the name of the shareholders as on Friday, February 05, 2016.
- iii. Incomplete, unsigned or incorrectly filled or bearing more than one [V] postal ballot forms have been rejected by the Scrutinizer.
- iv. Any extraneous papers found in the postal ballot forms have been destroyed by the Scrutinizer.

After due scrutiny of all the postal ballot forms/ e-voting received up to 5:00 pm on Monday, March 21, 2016 (being the last date fixed for receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on Tuesday, March 22, 2016.

On the basis of the report of the Scrutinizer, Mr. Akhil Kumar Gupta – Chairman, declared the results of the postal ballot/ e-voting on Wednesday, March 23, 2016. Pursuant to Secretarial Standards- 2, the last date for receipt of duly completed postal ballot forms/ e-voting has been taken as the date of passing the resolution.

The result of postal ballot / e-voting along with the scrutinizer's report, shall be placed on the website of the Company at www.bharti-infratel.com and on website of Karvy at <https://evoting.karvy.com>. The results will also be published in an English and Hindi newspaper.

Mr. Akhil Kumar Gupta, Chairman announced the following results of Postal Ballot/ E-voting:

1. Variation in terms of Objects of the Issue

Text of special resolution approved by the shareholders through postal ballot/ e-voting

"RESOLVED THAT pursuant to the provisions of Sections 13 and 27 of the Act (corresponding to Section 61 of Companies Act, 1956), read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded to vary the terms referred to in the prospectus dated December 19, 2012 (the 'Prospectus') in relation to the terms of utilization of the proceeds received from the initial public offering of equity shares (the 'IPO') made in pursuance of the Prospectus and utilize such proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice.





RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the 'Board', which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution."

Results

Resolution	No. of valid Votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)
Variation in the terms of Objects of the Issue	1,674,064,042	1,674,062,065 (99.99%)	1,977 (0.01%)

Since out of the total valid votes polled, 99.99% of the votes were casted in favour of the resolution, the above special resolution was declared to have been passed with overwhelming majority.

Sd/-

Chairman

Place: New Delhi

Date of Entry: April 15, 2016

Signed on: April 15, 2016



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