



July 09, 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 proceedings of the Postal Ballot concluded on June 10, 2016

Dear Sir/ Madam,

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 proceedings of the Postal Ballot of the company concluded on June 10, 2016.

Kindly take the same on record.

Thanking you,

Sincerely Yours

For Bharti Infratel Limited

A handwritten signature in black ink, appearing to read "Shweta", is written over a circular blue stamp.

Shweta Girotra
Company Secretary



Encl: As above



CERTIFIED TRUE COPY OF THE MINUTES OF THE RESOLUTION PASSED BY POSTAL BALLOT/ E-VOTING BY BHARTI INFRATEL LIMITED ON FRIDAY, JUNE 10, 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 May 06, 2016, to obtain approval from the shareholders through postal ballot / e-voting on the following special resolution:

1. Approval for the Buy-back of Equity Shares of the Company

The Committee of Directors in its meeting held on May 06, 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.

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 'Mint' (English) all editions and 'Hindustan' (Hindi) Delhi edition on May 12, 2016.

As per the Notice, shareholders were intimated that:

- i. The last date for receipt of postal ballot forms / completion of e-voting was Friday, June 10, 2016 on or before 5:00 pm. The postal ballot forms / e-voting received after 5:00 pm on Friday, June 10, 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, May 06, 2016.
- iii. Incomplete, unsigned or incorrectly filled or bearing more than one [√] 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 Friday, June 10, 2016 (being the last date fixed for receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on Friday, June 10, 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 Saturday, June 11, 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:

Results

Resolution	No. of valid Votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)
Approval for the Buy-back of Equity Shares of the Company	1,680,106,957	1,675,268,273 (99.71%)	4,838,684 (0.29%)

Since out of the total valid votes polled, 99.71% of the votes were casted in favour of the resolution, the above special resolution was declared to have been passed with overwhelming majority.

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

“RESOLVED THAT pursuant to the provisions of Section 68 and other applicable provisions of the Companies Act, 2013 (the **“Act”**) and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended (the **“Buy-back Regulations”**), Article 68 of the Articles of Association of the Company and compliance of 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 and subject to such conditions and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, the approval of members of the Company be and is hereby accorded for the Buy-back of fully paid-up Equity Shares of the face value of Rs. 10/- each, at a price not exceeding Rs.450/- (Rupees Four Hundred Fifty Only) (**“Maximum Buy-back Price”**) per Equity Share payable in cash for a total consideration not exceeding Rs. 2,000 crores (Rupees Two Thousand Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities





transaction tax, service tax, stamp duty, etc., (“**Maximum Buy-back Size**”), which is 19.3% of the total paid-up equity capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016, through the “Tender Offer” route as prescribed under the Buy-back Regulations (the process being referred hereinafter as “**Buy-back**”), from the equity shareholders / beneficial owners of the Equity Shares of the Company of face value of Rs.10/- each (the “**Equity Shares**”) as on the record date determined by 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 authorised “**Committee**” thereof).

RESOLVED FURTHER THAT within the Maximum Buy-back Price of Rs 450/- per Equity Share, the Board is authorised to determine the specific price at which the Buy-back will be made at the time of Public Announcement for Buy-back to the eligible shareholders.

RESOLVED FURTHER THAT at the Maximum Buy-back Price of Rs. 450/- per Equity Share and for the Maximum Buyback Size not exceeding Rs. 2,000 crores, the indicative number of Equity Shares that can be bought back would be 44,444,444 fully paid-up Equity Shares, representing 2.34% of the total issued and paid up equity capital of the Company; and in the event the final Buy-back price is lower than Rs. 450/- per Equity Share (Maximum Buy-back Price), the indicative number of shares shall go up accordingly.

RESOLVED FURTHER THAT the Buy-back, to the extent permissible under law and subject to all applicable legal provisions, be 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.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise the terms of the Buy-back, including the price per share, the amount to be utilised towards the Buy-back, the number of Equity Shares to be bought back, the source, and the time frame therefor, within the statutory limits prescribed by the law and 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 including but not limited to appointment of Merchant Bankers, Brokers, Bankers, Solicitors, Registrars, Depository Participants and other intermediaries / agencies for the implementation of the Buy-back, to make applications seeking approval of appropriate authorities and to initiate all necessary action for opening of accounts, preparation and issuance of various documents, including Public Announcement, Letter of Offer, Declaration of Solvency, and Certificate of Extinguishment of shares / share certificates required to be filed in connection with the Buy-back 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 expressly by the authority of this resolution.”

Sd/-

CHAIRMAN

Place: New Delhi

Date of Entry: July 06, 2016

Signed on: July 06, 2016

