



September 9, 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 of 10th Annual General Meeting held on August 10, 2016

Dear Sir,

Further to our letter dated August 11, 2016 and in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the certified true copy of the minutes of 10th Annual General Meeting of the Company held on August 10, 2016.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Bharti Infratel Limited


Shweta Girotra
Company Secretary



MINUTES OF THE TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARTI INFRATEL LIMITED HELD ON WEDNESDAY, AUGUST 10, 2016 STARTED AT 10:30 A.M. AND CONCLUDED AT 04:00 P.M AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, LODHI ROAD, NEW DELHI- 110 003

Present

Directors

Akhil Gupta	– Chairman
Bharat Sumant Raut	– Independent Director and Chairman of Audit & Risk Management Committee
D S Rawat	– Managing Director and CEO
Jitender Balakrishnan	– Independent Director
Leena Srivastava	– Independent Director
N Kumar	– Independent Director and Chairman of HR, Nomination & Remuneration Committee and CSR Committee
Rajinder Pal Singh	– Independent Director
Rajan Bharti Mittal	– Non-Executive Director & Chairman of Stakeholders' Relationship Committee

Invitees

Pankaj Miglani	– Chief Financial Officer
Sanjay Grover	– Scrutinizer, M/s Sanjay Grover & Associates
Sumit Mehra	– Representing, M/s. S. R. Batliboi & Co. LLP, Statutory Auditors
Rupesh Agarwal	– Partner, Chandrasekaran Associates, Secretarial Auditors

Secretary:

Shweta Girotra

Members:

In Person: 2079 members holding 1,333,138,219 shares

By Proxy: 50 proxies representing 15,123,298 shares

In terms of provisions of Article 83 of the Articles of Association of the Company, Akhil Gupta– Chairman of the Board presided over the meeting.

The Company Secretary called the meeting to order as the requisite quorum was present and stated the following:

- (i) Copies of Annual Report, AGM Notice, Notice of e-voting etc. were sent to the members who have registered their email id with the DPs/RTA. Members whose email id was not registered with the Company were sent physical copies of AGM Notice, Annual Report and notice of e-voting.



- (ii) In compliance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company had engaged M/s. Karvy Computershare Private Limited as the Authorized Agency to provide remote e-voting facility to the members to cast their votes for resolutions transacted at the Annual General Meeting. The remote e-voting facility was available to the members from Sunday, August, 07 2016 (IST 9.00 a.m.) to Tuesday, August 09, 2016 (IST 05.00 p.m.).
- (iii) The remote e-voting event number, User Id and password along with the detailed instructions for e-voting were provided in the notice of e-voting, sent along with the notice of Annual General Meeting.
- (iv) The Company has appointed Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi as the Scrutinizer to scrutinize the remote e-voting and insta-poll process in a fair and transparent manner.
- (v) In terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Bharat Sumant Raut, Chairman of the Audit & Risk Management Committee, Rajan Bharti Mittal – Chairman of Stakeholders' Relationship Committee and N Kumar Chairman of HR, Nomination & Remuneration Committee were present at the Annual General Meeting.
- (vi) Register of Directors, KMPs and their shareholding, Register of contracts & arrangements in which Directors are interested, Auditors' Report, Secretarial Audit Report, Auditors' Certificate in respect of Employee Stock Option Plan of the Company, Proxy Register and other statutory documents were kept open for inspection of members during the meeting.
- (vii) The Statutory Auditors' Report and Secretarial Auditors' Report did not contain any observations, disclaimer, qualification or adverse remarks.

The Company Secretary requested the Chairman to commence the proceedings. Akhil Gupta, Chairman, welcomed the members at the 10th Annual General Meeting of the Company and introduced all the dignitaries on the dais. The Chairman informed that all the Directors are present except Mark Chin Kok Chong, who have expressed his inability to attend the meeting due to his preoccupations.

Akhil Gupta also introduced Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, as scrutinizer, Sumit Mehra representing M/s. S.R. Batliboi & Co. LLP, Statutory Auditors and Rupesh Agarwal, Partner representing M/s Chandrasekaran Associates, Secretarial Auditors of the Company.

Akhil Gupta, Chairman briefed the members about performance of the Company. The highlights of the briefing are as follows:

- Mobile broadband penetration still low
- Data Uptake growing exponentially
- Spectrum Investments will lead to acceleration in pace of rollouts





- Result – Tower and Tenancy demand for Infrastructure Providers
- Future Areas of Growth for Infrastructure Companies
- Development specific to the Company

On the invitation of the Chairman, D S Rawat, Managing Director and CEO made a brief presentation on the financial and operational performance of the Company.

The members applauded the performance of the Company and thanked the management for excellent investor servicing and management at the meeting.

The Chairman explained the members about the business items mentioned in the notice of Annual General Meeting and invited queries from the members. The members raised some queries on the financial statements and operations of the Company etc. which were replied by the Chairman satisfactorily.

The Chairman stated that as per Sections 107 and 108 of the Companies Act, 2013, the members who have not casted their votes through remote e-voting facility can cast their votes through insta-poll at the venue.

The Chairman thanked the members for their participation and requested Sanjay Grover, Scrutinizer to commence the insta-poll process and requested him to submit the report within the statutory timelines. The procedure of insta-poll was explained to the members in detail.

Sanjay Grover, Scrutinizer conducted the insta-poll at the venue. The Company officials were also available to assist the member in voting process.

The meeting was concluded after completion of voting process at 4:00P.M.

Results of remote e-voting and insta-poll on the ordinary and special businesses at the Annual General Meeting of the company held on Wednesday, August 10, 2016

On the basis of the Scrutinizer's Report of remote e-voting and for the Insta-poll conducted at the Annual General Meeting dated August 10, 2016, the summary of which is mentioned hereunder, the Company announced the results of voting on August 11, 2016 that all the resolutions for the Ordinary and Special businesses as set out at item no. 1 to 5 in the Notice of the 10th Annual General Meeting of the Company have been duly passed by the overwhelming majority. The summary of the Scrutinizer's Report is as follows:

S. No	Resolution	No. of valid Votes	Votes cast in favour of the resolution (No & %)	Votes cast against the resolution (No & %)	Result
1.	To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016	1,633,441,974	1,633,441,974 100%	0 0%	Ordinary Resolution passed with requisite majority



2.	Declaration of dividend on equity shares	1,633,924,404	1,633,924,384 100%	20 0%	Ordinary Resolution passed with requisite majority
3.	Re-appointment of Mr. Mark Chin Kok Chong (DIN 06638569) as a Director liable to retire by rotation	1,633,919,993	1,614,467,255 98.81%	19,452,738 1.19%	Ordinary Resolution passed with requisite majority
4.	Ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, (Registration no. 101049W) as the Statutory Auditors of the Company	1,632,266,643	1,615,748,470 98.99%	16,518,173 1.01%	Ordinary resolution passed with requisite majority
5.	Appointment of Mr. Rajan Bharti Mittal (DIN 00028016) as a Director liable to retire by rotation	1,633,919,993	1,625,601,800 99.49%	8,318,193 0.51%	Ordinary Resolution passed with requisite majority

All the resolutions for the ordinary and special businesses as set out in items no. 1 to 5 in the notice of the 10th Annual General Meeting, duly approved by the members with overwhelming majority, are accorded hereunder as part of the proceedings of 10th Annual General Meeting of the Company held on August 10, 2016.

Ordinary Business:

- To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016**

"Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2016 including reports of the Board and Auditors' thereon and audited consolidated financial statements of the company for the financial year ended March 31, 2016 including report of Auditors' thereon be and are hereby received, considered and adopted."

- Declaration of dividend on equity shares**

" Resolved that a dividend of Rs. 3 per equity share of Rs. 10/- each fully paid up for the financial year 2015-16 be and is hereby approved and declared."





3. Re-appointment of Mr. Mark Chin Kok Chong (DIN 06638569) as a Director liable to retire by rotation

"Resolved that Mr. Mark Chin Kok Chong (DIN 06638569), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, (Registration no. 101049W) as the Statutory Auditors of the Company

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), and resolution passed by the members at their 8th Annual General Meeting held on August 04, 2014, the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration no. 101049W), the Statutory Auditors of the Company, who being eligible have offered themselves for ratification of their appointment, be and is hereby ratified by the members of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company and the Board of Directors of the Company on the recommendation of the Audit and Risk Management Committee be and is hereby authorised to fix the remuneration payable to them for such appointment."

Special Business:

5. Appointment of Mr. Rajan Bharti Mittal (DIN 00028016) as a Director liable to retire by rotation

"Resolved that pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Rajan Bharti Mittal (DIN 00028016), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. January 27, 2016 and who holds office till the date of the AGM in terms of Section 161(1) of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**Sd/-
Akhil Gupta
Chairman**

Place: New Delhi

Date of entry: September 8, 2016

Signed: September 8, 2016

For Bharti Infratel Limited


Shweta Girotra
Company Secretary



