

June 28, 2017

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: cmist@nse.co.in

Ref: Bharti Infratel Limited (534816 / INFRATEL)

Sub: Notice of Record Date and Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30, 42, 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that:

- The Eleventh Annual General Meeting (AGM) of the Company will be held on Saturday, July 22, 2017. Notice of the Eleventh AGM along with Annual Report for the financial year 2016-17 is enclosed.
- July 21, 2017 shall be the Record Date for determining shareholders' entitlement to the proposed final dividend for the financial year ended March 31, 2017, subject to the shareholders' approval at the aforesaid AGM.
- The Company is offering e-voting facility to its members in respect of business(es) to be transacted at the AGM. The facility to exercise the vote at the aforesaid AGM by electronic means (remote e-voting) and voting at AGM venue on all resolutions as set out in the notice will be provided to those members, holding shares either in physical or in electronic form as on the cut-off date i.e. July 15, 2017. The remote e-voting will commence on Wednesday, July 19, 2017 at 9:00 a.m. and will end on Friday, July 21, 2017 at 5:00 p.m. (both days inclusive).

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Bharti Infratel Limited


Shweta Girotra
Company Secretary



Cc:

1. Central Depository Services (India) Ltd., 28th Floor, P J Towers, Dalal Street, Fort, Mumbai-400023, Fax. No. 022 2273199.
2. National Securities Depository Limited, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, Fax. No. 022 24972993, 022 24976351.
3. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500032



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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting (AGM) of the members of Bharti Infratel Limited, will be held on Saturday, July 22, 2017 at 4:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi- 110010 to transact the following business(es):

Ordinary Business(es)

To consider and, if thought fit, to pass, the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017

"Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2017 as per Ind-AS including reports of the Board and Auditors' thereon and audited consolidated financial statements of the company for the financial year ended March 31, 2017 as per Ind-AS including report of Auditors' thereon be and are hereby received, considered and adopted."

2. To confirm interim dividend and declaration of final dividend on equity shares

"Resolved that an interim dividend of ₹ 12 per equity share of ₹ 10/- each fully paid up, paid to the members for the financial year 2016-17 as per the resolution passed by the Board of Directors at its meeting held on March 22, 2017 be and is hereby confirmed.

Resolved further that a final dividend of ₹ 4 per equity share of ₹ 10/- each fully paid up for the financial year 2016-17, as recommended by the Board, be and is hereby approved and declared."

3. Re-appointment of Rajan Bharti Mittal (DIN: 00028016) as a Director liable to retire by rotation

"Resolved that Rajan Bharti Mittal (DIN 00028016), 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. Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon (Registration no. 117366W/ W- 100018) 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 the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon (Registration no. 117366W/ W-100018), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Gurgaon, (Registration no. 101049W) Statutory Auditors of the Company retiring at the conclusion of this AGM) for a period of five years i.e. from the conclusion of this 11th AGM till the conclusion of 16th AGM of the Company, subject to annual ratification by the members at every AGM.

Resolved further that on the recommendation of the Audit and Risk Management Committee, the Board of Directors of the Company be and are hereby authorized to fix the remuneration payable to Statutory Auditors.”

Special Business(es)

To consider and, if thought fit, to pass, the following resolutions as Ordinary Resolutions:

5. Appointment of Sanjay Omprakash Nayar (DIN: 00002615) 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), Sanjay Omprakash Nayar (DIN 00002615), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. May 8, 2017, and who holds office till the date of this 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.”

6. Appointment of Tao Yih Arthur Lang (DIN: 07798156) 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), Tao Yih Arthur Lang (DIN 07798156), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. conclusion of the Board Meeting dated May 8, 2017, and who holds office till the date of this 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.”

7. Re-appointment of Devender Singh Rawat (DIN: 06798626) as Managing Director & Chief Executive Officer of the Company

“Resolved that pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 or any other law for the time being in force, consent of the Company, be and is hereby accorded for re-appointment of Devender Singh Rawat (DIN 06798626) as Managing Director & Chief Executive Officer (MD & CEO) of the Company for a further period of three years with effect from April 1, 2017 on the following remuneration:

Fixed Pay (inclusive of salary, perquisites, allowance and other benefits):

Such sum as may be determined by the Board from time to time provided that the total fixed pay shall not exceed INR 25.00 Million per annum.

Variable Pay (Performance Linked Incentive and other pay-outs):

Such sum as may be determined by the Board from time to time provided that the total variable pay shall not exceed 100% of the fixed pay in any financial year.

In addition to the above, Devender Singh Rawat will be entitled to the following:

Employees Stock Options

Such number of options as may be granted to him under any ESOP Scheme as applicable from time to time.

Retirement / Other benefits

Gratuity, leave encashment and other benefits as per the applicable Company policy and rules.

Reimbursements

Devender Singh Rawat will also be entitled to reimbursement of all legitimate expense incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

The aggregate remuneration inclusive of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits payable to Devender Singh Rawat as MD & CEO shall not exceed the overall ceilings laid down in Section 197 and other applicable provisions of the Companies Act, 2013 or any other law for the time being in force, if any.

Minimum Remuneration

Where in any financial year during the tenure of Devender Singh Rawat as MD & CEO, the Company incurs losses or its profits are inadequate, the Company shall pay to Devender Singh Rawat, the above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits as minimum remuneration, subject to the approval of Central Government, if applicable.

Resolved further that the Board of Directors of the Company, be and is hereby authorized to vary, alter and modify the

terms and conditions of re-appointment including designation, remuneration / remuneration structure of Devender Singh Rawat within the limits prescribed above.

Resolved further that the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

Registered Office:

Bharti Infratel Limited
Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070, India.
CIN: L64201DL2006PLC156038
Email id: compliance.officer@bharti-infratel.in

Place: New Delhi
Date: May 8, 2017

Shweta Girotra
Company Secretary
Membership No. F7313

Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business(es) to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
3. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
4. The notice of AGM will be sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Friday, June 16, 2017.
5. The route map and prominent land mark of the venue of AGM is enclosed for easy location.
6. The copy of Annual Report 2016-17, notice of the 11th AGM, instruction for e-voting, along with attendance slip, route map with prominent landmark details and proxy form and dividend intimation etc. are being sent through electronic mode to all the members whose e-mail addresses are registered with Company/ depository participant (DPs) / Company's Registrar and Transfer Agent (RTA) and members whose e-mail id is not registered with the Company will be sent physical copies of such documents at their registered address through permitted mode.

Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, Karvy Computershare Private Limited, at Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad- 500032.
7. Annual Report and Notice of the 11th AGM and related documents will also be available under the Investor Relations section on the website of the Company www.bharti-infratel.com.

8. The dividend, if declared at the AGM, will be paid on or before the 30th day from the date of declaration:
 - For equity shares held in physical form - those shareholders whose names will appear in the Register of Members on the close of day on Friday, July 21, 2017, being the record date for the purpose of dividend.
 - For equity shares held in dematerialized form - those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owner on the close of day on Friday, July 21, 2017, being the record date for the purpose of dividend.
9. Members who hold equity shares in physical form and desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their request to the Company's RTA. The ECS mandate, in order to be effective, should be submitted to the RTA on or before Monday, July 10, 2017. Any query related to dividend should be directed to the RTA of the Company.

In respect of members holding shares in electronic form, the bank details as furnished by the respective depositories to the Company will be used for the purpose of distribution of dividend through ECS facility. The Company / RTA will not act on any direct request from members holding shares in dematerialised form for change / deletion of such bank details.
10. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
11. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a. The change in the residential status on return to India for permanent settlement;
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
12. Members wishing to claim dividends, which has remained unclaimed are requested to contact Company's RTA. They are also requested to note that the amount of dividend which remains unclaimed for 7 years will as per Section 125 of the Companies Act, 2013 and the rules made thereunder, be transferred to Investor Education and Protection Fund along with the transfer of shares in case any dividend has not been encashed by the members on such shares during the last seven consecutive years to the designated suspense account as prescribed by the IEPF Authority.

Members may visit the Company's website www.bharti-infratel.com for tracking details of any unclaimed/unpaid dividend.
13. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed form duly filled in to RTA. The Nomination form in the prescribed format is available on the website of the Company at www.bharti-infratel.com. Members interested in obtaining a copy of the Nomination form may write to the Company Secretary at the Company's registered office.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.
15. Information regarding particulars of the Director to be appointed and the Director seeking re-appointment requiring disclosure in terms of the Secretarial Standard 2, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure does not include the directorships held in foreign companies. The committee chairmanship / membership considered for the purpose of disclosure are those prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies.

16. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules, 2016, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting through electronic voting service facility. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
17. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper / electronic poll (hereinafter referred as voting at AGM venue) shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at AGM venue.
18. The shareholders can opt for only one mode of voting i.e. remote e-voting or voting at AGM venue. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting at AGM will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
19. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
20. The e-voting Event number, User Id and Password along with the detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the notice of AGM.
21. The Board has appointed Sanjay Grover, Managing Partner at M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi as Scrutinizer to scrutinize the voting at AGM venue and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
22. The remote e-voting facility will be available during the following period:
- | | |
|---------------------------------|---|
| Commencement of remote e-voting | : From 9:00 a.m. (IST) on July 19, 2017 |
| End of remote e-voting | : Upto 5:00 p.m. (IST) on July 21, 2017 |
- The remote e-voting will not be allowed beyond the aforesaid date and time and the e- voting module shall be disabled by Karvy upon expiry of aforesaid period.
23. The voting rights of Members for remote e-voting and for voting at AGM venue shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Saturday, July 15, 2017.
24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Saturday, July 15, 2017 only shall be entitled to avail the facility of remote e-voting / voting at AGM venue. Any person who is not a member on the cut-off date should treat the Notice for information purpose only.
25. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Saturday, July 15, 2017 may obtain the User Id and password in the manner as mentioned below:
- a) If the mobile number of the member is registered against Folio No. / DPID / Client ID, the member may send SMS: **MYEPWD**<space> E-Voting Event Number +Folio no. or DPID / Client ID to +91-9212993399
- Example for NSDL :
MYEPWD<SPACE>IN12345612345678
- Example for CDSL :
MYEPWD<SPACE>1402345612345678
- Example for Physical:
MYEPWD<SPACE> XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No. / DPID / Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID / Client ID and PAN to generate a password.
- c) Member may Call Karvy's Toll free number 1-800-3454-001
- d) Member may send an e-mail request to evoting@karvy.com
- If the member is already registered with Karvy for e-voting, he can use his existing User ID and password for casting the vote through remote e-voting.
26. The Scrutinizer, after scrutinizing the voting at AGM venue and through remote e-voting, will, not exceeding 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The Chairman or the authorized director shall declare the results. The results declared shall be available on the website of the Company (www.bharti-infratel.com) and on the website of Karvy (<https://evoting.karvy.com>). The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
27. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are available for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the meeting.
28. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information.
29. Members / proxies / authorized representatives are requested to bring duly filled attendance slips enclosed herewith to attend the meeting.
30. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
31. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the AGM, members are requested to please bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
32. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
33. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to provide a certified copy of the Board Resolution/ Authorization/ Power of Attorney to the Company, authorising their representative(s) to attend and vote on their behalf at the meeting.
34. For the security and safety of the members, no article / baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The members / attendees are strictly requested not to bring any article / baggage etc. at the venue of the AGM.
35. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>. In case of any other queries / grievances connected to remote e-voting, you may contact Ravi Shankar Shukla of Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad- 500032 at telephone number: 040- 67161522 or at email: evoting@karvy.com.

**SHAREHOLDERS MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS SHALL BE DISTRIBUTED
AT THE VENUE OF THE MEETING.**

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

Item No. 5

Sanjay Omprakash Nayar (DIN: 00002615) was appointed as an Additional Director on the Board of the Company w.e.f. May 8, 2017. Pursuant to the provisions of section 161(1) of the Companies Act, 2013, Sanjay Omprakash Nayar will hold office upto the date of this Eleventh AGM. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Sanjay Omprakash Nayar as Director of the Company, liable to retire by rotation, along with the prescribed deposit of ₹ 100,000/-.

Save and except Sanjay Omprakash Nayar and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 5.

Sanjay Omprakash Nayar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to be appointed as a Director. Keeping in view his rich and varied experience, the Board recommends the appointment of Sanjay Omprakash Nayar as a Director, liable to retire by rotation as set out in Item no. 5 of the notice as an Ordinary Resolution.

Brief profile of Sanjay Omprakash Nayar is enclosed and detailed profile is available on www.bharti-infratel.com.

Item No. 6

Tao Yih Arthur Lang (DIN: 07798156) was appointed as an Additional Director on the Board of the Company w.e.f. conclusion of the Board Meeting dated May 8, 2017. Pursuant to the provisions of section 161(1) of the Companies Act, 2013, Tao Yih Arthur Lang will hold office upto the date of this Eleventh AGM. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing candidature of Tao Yih Arthur Lang as Director of the Company, liable to retire by rotation, along with the prescribed deposit of ₹ 100,000/-.

Save and except Tao Yih Arthur Lang and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 6.

Tao Yih Arthur Lang is not disqualified from being appointed as a Director in terms of Section 164 of the Companies

Act, 2013 and has given his consent to be appointed as a Director. Keeping in view his rich and varied experience, the Board recommends the appointment of Tao Yih Arthur Lang as a Director, liable to retire by rotation as set out in Item no. 6 of the notice as an Ordinary Resolution.

Brief profile of Tao Yih Arthur Lang is enclosed and detailed profile is available on www.bharti-infratel.com.

Item No. 7

In terms of the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, re- appointment of the Managing Director & Chief Executive Officer (MD & CEO) requires approval of the shareholders by way of ordinary resolution.

Devender Singh Rawat, was appointed as the MD & CEO of the Company w.e.f. April 1, 2014 for a period of 3 years i.e. upto March 31, 2017 vide resolution passed by the Shareholders, through Postal Ballot on March 21, 2014.

Upon recommendation of the HR, Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on January 23, 2017, subject to the approval of shareholders in this Annual General Meeting, had re-appointed Devender Singh Rawat for a further term of 3 years i.e. from April 1, 2017 to March 31, 2020. Devender Singh Rawat has been instrumental to the growth of the Company. The Board of Directors is of the opinion that it will be in the best interest of the Company that he continues as the MD & CEO of the Company. The Board proposes the re-appointment of Devender Singh Rawat, on the terms and remuneration as stated in the resolution set out at Item no. 7, for approval of shareholders as an ordinary resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Companies Act, 2013.

Save and except Devender Singh Rawat and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 7.

Relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

Brief profile of Devender Singh Rawat is enclosed and detailed profile is available on www.bharti-infratel.com.

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

Registered Office:

Bharti Infratel Limited
Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070, India.
CIN: L64201DL2006PLC156038
Email id: compliance.officer@bharti-infratel.in

Date: May 8, 2017
Place: New Delhi

Shweta Girotra
Company Secretary
Membership No. F7313

Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 including Secretarial Standard-2, as on the date of the Notice

Name	Rajan Bharti Mittal
DIN	00028016
Date of Birth	05/01/1960
Age	57 years
Original date of appointment	27/01/2016
Qualifications	Graduate from Punjab University and an Alumnus of Harvard Business School
Experience and expertise in specific functional area	Marketing and Management
Terms and conditions of appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (annexed to Board's Report)
Remuneration last drawn	As mentioned in the Corporate Governance Report
No. of Board Meetings attended during the year	As mentioned in the Corporate Governance Report
Shareholding in Bharti Infratel Limited	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other companies in India	● Bharti Telecom Limited ● Cedar Support Services Limited ● Bharti Realty Holdings Limited ● Indus Towers Limited ● Future Retail Limited ● Bharti Enterprises (Holding) Private Limited ● Bharti Management Private Limited ● Bharti Overseas Private Limited ● Bharti (RBM) Holdings Private Limited ● Bharti (RBM) Resources Private Limited ● Bharti (RBM) Services Private Limited

Name	Rajan Bharti Mittal
	● Bharti (RBM) Trustees Private Limited ● Bharti (Satya) Trustees Private Limited ● Bharti RBM Trustees S1 Private Limited ● Bharti RBM Trustees S2 Private Limited
Membership/Chairmanship of committees in other public limited companies in India	Bharti Telecom Limited – Chairman - Stakeholders Relationship Committee Member - Audit Committee Future Retail Limited – Member - Stakeholders' Relationship Committee

Name	Sanjay Omprakash Nayar
DIN	00002615
Date of Birth	13/10/1960
Age	56 years
Original date of appointment	08/05/2017
Qualifications	B. Sc. (Hons) from Delhi College of Engineering PGDM (Finance)-Indian Institute of Management, Ahmedabad
Experience and expertise in specific functional area	Banking and Private Equity
Terms and conditions of appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (annexed to Board's Report)
Remuneration last drawn	As mentioned in the Corporate Governance Report
No. of Board Meetings attended during the year	As mentioned in the Corporate Governance Report
Shareholding in Bharti Infratel Limited	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other companies in India	● Pratham Education Foundation* ● Valleyview Probuild Private Limited ● Indian School of Business* ● KKR India Advisors Private Limited ● KKR India Financial Services Private Limited ● Heritage View Developers Private Limited ● Grameen Capital India Private limited ● Pratham Institute for Literacy Education and Vocational Training* ● Grameen Capital Investment Advisors Private Limited ● Sea View Probuild Private Limited ● Sealink View Probuild Private Limited ● Seynse Technologies Private Limited ● Avendus Capital Private Limited ● Epimoney Private Limited ● USIBC Global Private Limited ● Magma Fincorp Limited ● Apollo Hospitals Enterprise Limited ● Gland Pharma Limited ● Max Financial Services Limited ● Coffee Day Enterprises Limited ● Coffee Day Global Limited
Membership/Chairmanship of committees in other public limited companies in India	Magma Fincorp Limited Member- Audit Committee

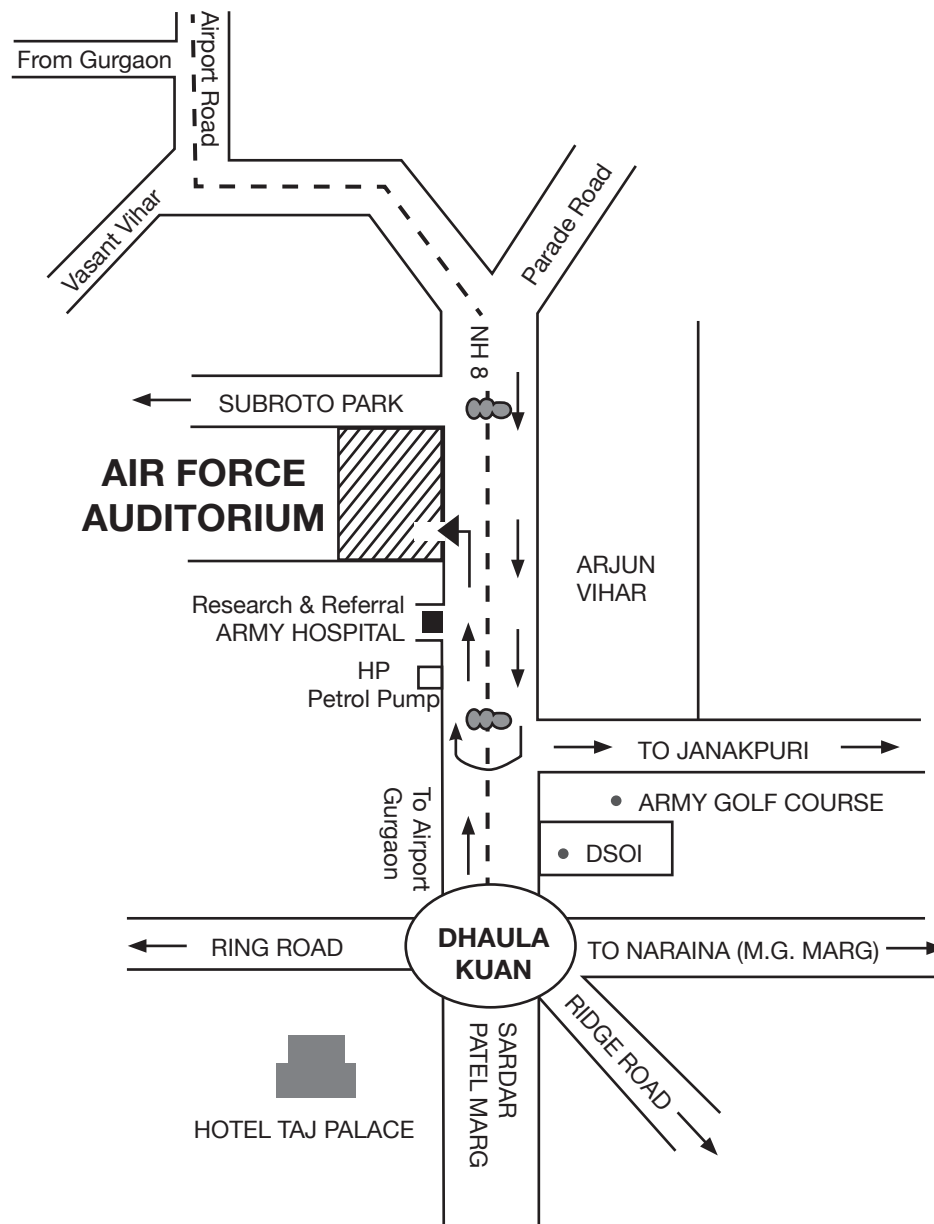
*Section 8 Companies under Companies Act, 2013

Name	Tao Yih Arthur Lang
DIN	07798156
Date of Birth	06/01/1972
Age	45 years
Original date of appointment	08/05/2017 [#]
Qualifications	Masters in Business Administration, Harvard University Bachelor of Arts in Economics (Magna cum laude), Harvard University
Experience and expertise in specific functional area	Technology and General Management
Terms and conditions of appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (annexed to Board's Report)
Remuneration last drawn	As mentioned in the Corporate Governance Report
No. of Board Meetings attended during the year	As mentioned in the Corporate Governance Report
Shareholding in Bharti Infratel Limited	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other companies in India	Nil
Membership/Chairmanship of committees in other public limited companies in India	Nil

[#]w.e.f conclusion of the Board Meeting dated May 8, 2017.

Name	Devender Singh Rawat
DIN	06798626
Date of Birth	07/07/1968
Age	48 Years
Original date of appointment	1/4/2014
Qualifications	Bachelors' degree in Engineering (Electronics and Communication) from Osmania University, Hyderabad
Experience and expertise in specific functional area	General Management
Terms and conditions of appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (annexed to Board's Report)
Remuneration last drawn	As mentioned in the Corporate Governance Report
No. of Board Meetings attended during the year	As mentioned in the Corporate Governance Report
Shareholding in Bharti Infratel Limited	82,695 shares
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other public limited companies in India	Smartx Services Limited
Membership/Chairmanship of committees in other public limited companies in India	Nil

Route map to the venue of the Eleventh AGM of Bharti Infratel Limited



Venue: Air Force Auditorium, Subroto Park, New Delhi – 110 010

Landmark: Adjacent to Research & Referral, Army Hospital



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

ADMISSION SLIP

11TH ANNUAL GENERAL MEETING

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP ID & Client ID/Regd. Folio No.*		No. of Shares	
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Name(s) and address of the member in full _____

I / we hereby record my / our presence at the Eleventh Annual General Meeting of the Company being held on Saturday, July 22, 2017 at 4:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi- 110010.

Please (✓) in the box

☐ MEMBER ☐ PROXY

Signature of Member/Proxy

*Applicable for member holding shares in physical form.



BHARTI INFRATEL LIMITED

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

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L64201DL2006PLC156038

Name of the Company: Bharti Infratel Limited

Registered office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070

Name of the member(s):

Registered address:

E-mail ID:

DP ID & Client ID/Regd. Folio No:

I/We, being the member (s) of Bharti Infratel Limited holding equity shares hereby appoint

1. Name: Address:

E-Mail: Signature: or failing him.

2. Name: Address:

E-Mail: Signature: or failing him.

3. Name: Address:

E-Mail: Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eleventh Annual General Meeting of the Company scheduled to be held on Saturday, July 22, 2017 at 4:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi- 110010, India or / and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
Ordinary Business(es)			
1.	To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017		
2.	To confirm interim dividend and declaration of final dividend on equity shares		
3.	Re-appointment of Rajan Bharti Mittal (DIN: 00028016) as a Director liable to retire by rotation		
4.	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon (Registration no. 117366W/ W- 100018) as the Statutory Auditors of the Company		
Special Business(es)			
5.	Appointment of Sanjay Omprakash Nayar (DIN 00002615) as a Director, liable to retire by rotation		
6.	Appointment of Tao Yih Arthur Lang (DIN 07798156) as a Director, liable to retire by rotation		
7.	Reappointment of Devender Singh Rawat (DIN:06798626) as Managing Director & Chief Executive Officer of the Company		

Signed this Day of 2017

Signature of shareholder

Signature of proxy holder(s)

Affix the
revenue stamp
of ₹ 1/-

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi-110070 not later than 48 hours before the commencement of the Meeting.

ECS MANDATE FORM

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To

Karvy Computershare Private Limited

Unit: Bharti Infratel Limited
Karvy Selenium Tower B, Plot No. 31 & 32,
Financial District, Nanakramguda,
Gachibowli Hyderabad- 500032

Name of the First/Sole Member	
Folio No.	

PAN/Email information

Income Tax Permanent Account Number (PAN) (Please attach a photocopy of PAN Card)	
Email ID	

Particulars of the Bank Account

Bank Name								
Branch Name & Address								
Bank Account Type (tick)	SB		Current		Others			
Bank Account Number								
9 Digit Code Number of the Bank and Branch appearing on the MICR Cheque issued by the Bank (Please attach a photocopy of the Cheque)								
IFSC Code								

I hereby declare that the particulars given above are correct and complete and also express my concurrence to receive information through email towards dividend paid by the Company under the ECS mode.

Signature of the 1st Registered Holder/Sole Holder

**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

Name of the member including Joint holder(s), if any	
Registered address of the sole / first named member	
DP ID & Client ID No. / Registered Folio No.	
No. of shares held	

Dear Member(s),

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to its members to exercise their right to vote on resolutions proposed to be passed in the 11th Annual General Meeting (AGM) of the Company scheduled to be held on Saturday, July 22, 2017 at 4:00 p.m., by electronic means (remote e-voting).

The Company has engaged the services of Karvy Computershare Private Limited as the authorized agency to provide remote e-voting facilities. The remote e-voting particulars are as follows:

E-Voting Event Number (EVEN)	User ID	Password / PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e- voting	From 09:00 am (IST) on July 19, 2017
End of remote e- voting	Upto 05:00 pm (IST) on July 21, 2017

The cut-off date for the purpose of remote e-voting is July 15, 2017.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

This communication forms an integral part of the notice dated May 8, 2017 for the 11th AGM scheduled to be held on July 22, 2017. Please read the instructions printed overleaf before exercising the vote.

The notice of the AGM and this communication is also available on the website of the Company at www.bharti-infratel.com.

Thanking you

For **Bharti Infratel Limited****Shweta Girotra**

Company Secretary

Membership No. F7313

Date: May 8, 2017

Place: New Delhi

Registered Office:**Bharti Crescent**

1, Nelson Mandela Road,

Vasant Kunj, Phase – II,

New Delhi - 110 070, India.

CIN: L64201DL2006PLC156038

Email id: compliance.officer@bharti-infratel.in



CIN: L64201DL2006PLC156038

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

Instructions and other information relating to remote e-voting are as under:

1. In case a Member receives an email from Karvy [(for Members whose email Ids are registered with the Company/Depository Participant(s)):
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com> in the address bar and click on "Enter". The Home screen will be displayed then click on shareholders icon on the homepage.
 - (ii) Enter the login credentials (i.e. User ID and password mentioned over leaf). 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 mandatory 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 password in case you forget it. It is strongly recommended that you do not share your password with any other person and 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 each of the heading of the resolution and cast your vote by choosing the "FOR/AGAINST" option 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 on the cut-off date i.e. Saturday, July 15, 2017. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.
 - (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: bhartiinfratel@karvy.com with a copy to contact@cssanjaygrover.in. 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."
2. In case a Member receives physical copy of the Annual General Meeting (AGM) Notice by post [(for members whose email Ids are not registered with the Company/ Depository Participant(s)).
 - (i) User ID and initial password are provided overleaf.
 - (ii) Please follow all steps from sr. no. (i) to (xii) as mentioned in (1) above, to cast your vote.
3. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
4. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
5. The members who have cast their votes by remote e-voting may also attend AGM, but shall not be entitled to cast their vote again.
6. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. July 15, 2017.
7. The Board of Directors has appointed Sanjay Grover, Managing Partner at M/s Sanjay Grover & Associates, Company Secretaries, New Delhi as a scrutinizer to scrutinize the remote e-voting process and ballot / polling paper / electronic poll- insta poll at the AGM in a fair and transparent manner.
8. The facility for ballot / polling paper / electronic poll- insta poll (hereinafter referred as voting at AGM venue) shall be made available at the AGM and the members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM venue.
9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on July 15, 2017 shall be entitled to avail the facility of remote E-voting/ voting at AGM venue.
10. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. July 15, 2017 may obtain the User Id and password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DPID / Client ID, the member may send SMS:
MYEPWD<space> E-Voting Event Number +Folio no. or DPID / Client ID to +91-9212993399.
Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE> XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DPID / Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID / Client ID and PAN to generate a password.
 - c. Member may Call Karvy's Toll free number 1-800-3454-001.
 - d. Member may send an e-mail request to evoting@karvy.com.
11. The Scrutinizer shall within a period not later than 48 hours from the conclusion of AGM shall unblock the votes in the presence of at least two (2) witness not in the employment of the Company and will make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting who shall countersign the same and declare the result forthwith.
12. The Results on resolutions shall be declared on or before closing business hours on Monday, July 24, 2017 and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the Resolutions.
13. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company (www.bharti-infratel.com) and on Karvy's website (<https://evoting.karvy.com>). The results shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited.