



September 10, 2015

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
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: Proceedings of the 09th Annual General Meeting (AGM) of the Company

Dear Sir / Madam,

This refers to 09th Annual General Meeting (AGM) of the Company held on Tuesday, August 11, 2015 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi 110 003.

In this regard, in terms of Clause 31 and other applicable clauses of the Listing Agreement, we are enclosing the proceedings of said Annual General Meeting for your records please.

Thanking you,

Yours faithfully,

For Bharti Infratel Limited

Shweta Girotra
Company Secretary
Membership No. 7313





CERTIFIED TRUE COPY OF MINUTES OF THE NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARTI INFRA TEL LIMITED HELD ON TUESDAY, THE 11th DAY OF AUGUST, 2015 STARTED AT 10:30 A.M. AND CONCLUDED AT 11:30 A.M AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, LODHI ROAD, NEW DELHI- 110 003

Present

Directors

Akhil Gupta	– Chairman
Bharat Sumant Raut	– Chairman of Audit Committee
D S Rawat	– Managing Director and CEO
Leena Srivastava	– Member and representative of HR, Nomination and Remuneration Committee
Rajinder Pal Singh	– Independent Director
Rakesh Bharti Mittal	– Chairman of Stakeholders' Relationship Committee

Invitees

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

Secretary:

Shweta Girotra

Members:

In Person: 1845 representing 1,360,015,073 shares

By Proxy: 6 representing 143,000,089 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 Clause 35B of the Listing Agreement, 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 Saturday, August, 08 2015 (IST 9.00 a.m.) to Monday, August 10, 2015 (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 e-voting and poll process in a fair and transparent manner.
- (v) In terms of the provisions of the Companies Act, 2013 and the Listing Agreements with the Stock Exchanges, Bharat Sumant Raut, Chairman of the Audit Committee and Rakesh Bharti Mittal – Chairman of Stakeholders' Relationship Committee were present at the Annual General Meeting.
- (vi) In terms of the provisions of the Companies Act, 2013, since N. Kumar, Chairman of HR, Nomination and Remuneration Committee was unable to attend the meeting, Leena Srivastava – member of HR, Nomination and Remuneration Committee was authorized to be present at the Annual General Meeting.
- (vii) 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.
- (viii) The Statutory Auditors' Report and Secretarial Auditors' Report did not contain any qualification, observation, comment or other remark on financial transactions.

The Company Secretary requested the Chairman to commence the proceedings. Akhil Gupta, Chairman, welcomed the members at the 9th Annual General Meeting of the Company and introduced all the dignitaries on the dais. The Chairman informed that Jitender Balakrishnan, N. Kumar, Vinod Dhall and Mark Chin Kok Chong have expressed their inability to attend the meeting due to their preoccupations.

Mr. Akhil Gupta also introduced Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, as scrutinizer, Mr. Vineet Kedia representing M/s. S.R. Batliboi & Co. LLP, Statutory Auditors and Mr. 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:

- Data Uptake growing exponentially
- Spectrum Investment leading to acceleration in pace of rollouts
- 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 Chairman explained the members about the business items mentioned in the Notice of the AGM and invited queries from the members on all the agenda items.

The members applauded the performance of the Company and thanked the management for excellent investor servicing and management at the meeting. 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 e-voting / poll at the venue.

The Chairman thanked the members for their participation and requested Sanjay Grover, Scrutinizer to commence the e-voting/poll process and requested him to submit the report latest by Thursday, August 13, 2015. The procedure of e-voting/poll was explained to the members in detail.

Sanjay Grover, Scrutinizer conducted the e-voting/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 11:30A.M.

Results of e-voting and poll on the ordinary and special businesses at the Annual General Meeting of the company held on Tuesday, August 11th, 2015

On the basis of the Scrutinizer's Report of electronic voting and for the Poll conducted at the Annual General Meeting dated August 11, 2015, the summary of which is mentioned hereunder, the Company announced the results of voting on August 13, 2015 that all the resolutions for the Ordinary and Special businesses as set out in item no. 1 to 7 in the Notice of the 09th 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 & percentage)	Votes cast against the resolution (No & percentage)	No of invalid votes	Result
1.	To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015	1,689,671,256	1,689,500,771 99.9899%	170,485 0.0101%	3,76,015	Ordinary Resolution passed with requisite majority
2.	Declaration of dividend on equity shares	1,690,046,270	1,690,046,120 99.9999	150 0.000%(% of dissent voting is 0.000008875% which is rounded off to 0.0000)	992	Ordinary Resolution passed with requisite majority
3.	Re-appointment of Mr. Rakesh Bharti Mittal as a Director liable to retire by rotation	1,690,046,275	1,689,462,841 99.96555%	583,434 0.0345%	992	Ordinary Resolution passed with requisite majority
4.	Ratification of appointment of M/s. S. R.	1,688,389,274	1,671,108,108 98.9765%	17,281,166 1.0235%	16,57,993	Ordinary resolution passed



	Bharti & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company					with requisite majority
5.	Appointment of Mr. Rajinder Pal Singh as an Independent Director	1,690,046,275	1,689,866,856 98.9894%	179,419 0.0106%	992	Ordinary Resolution passed with requisite majority
6.	Adoption of New Articles of Association of the Company as per Companies Act, 2013	1,685,398,679	1,653,819,440 98.1263%	31,579,239 1.8737%	46,48,596	Ordinary Resolution passed with requisite majority
7.	To approve Related Party Transaction with Bharti Airtel Limited	329,862,933	329,422,024 99.8663%	440,909 0.1337%	1,84,340	Ordinary Resolution passed with requisite majority

All the resolutions for the ordinary and special businesses as set out in items no. 1 to 7 in the notice of the 09th Annual General Meeting, duly approved by the members with overwhelming majority, are accorded hereunder as part of the proceedings of 09th Annual General Meeting of the Company held on August 11, 2015.

Ordinary Business:

To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015

1. "Resolved that the audited standalone financial statements of the Company including the balance sheet as at March 31, 2015, the statement of profit and loss, the cash flow statement for the year ended on that date, reports of the Board and Auditors thereon and the audited consolidated



financial statements of the Company including Auditors' Report thereon be and are hereby received, considered and adopted."

2. Declaration of dividend on equity shares

"Resolved that the interim dividend of Rs. 4.50 per equity share of Rs. 10/- each fully paid up for the financial year 2014-15 paid to members be and is hereby confirmed."

"Resolved further that a final dividend of Rs. 6.50 per equity share of Rs. 10/- each fully paid up for the financial year 2014-15 be and is hereby approved and declared."

3. Re-appointment of Mr. Rakesh Bharti Mittal as a Director liable to retire by rotation

"Resolved that pursuant to the provisions of Section 152 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), Mr. Rakesh Bharti Mittal (DIN 00042494), 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, 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 and resolution passed by members at 8th Annual General Meeting held on August 04, 2014, the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountant, Gurgaon (Registration No. 101049W), as the Statutory Auditors of the company to hold the office till the conclusion of 11th Annual General Meeting be and is hereby ratified and the Board of Directors of the Company on the recommendation of the Audit Committee be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016."

Special Business:

5. Appointment of Mr. Rajinder Pal Singh as an Independent Director

"Resolved that pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) (including any statutory modification(s) or re-enactment thereof) Mr. Rajinder Pal Singh (DIN 02943155) who was appointed as Additional Director of the company by the Board of Directors w.e.f July 15, 2015, and who holds office till the date of the AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company and shall hold office for a period of five consecutive years from the date of appointment i.e. July 15, 2015 upto July 14, 2020."





6. Adoption of new Articles of Association of the Company as per Companies Act, 2013

"Resolved that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

Resolved further that the Board be and is hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

7. To approve Related Party Transactions with Bharti Airtel Limited

"Resolved that pursuant to Clause 49 of the Listing Agreement, approval of the members be and is hereby accorded for the following material related party transactions hitherto entered / to be entered with Bharti Airtel Limited at such price / pricing formula for such period / periods and on such other terms and conditions as decided / may be decided by the Board of Directors of the Company (the "Board", which term shall be deemed to include its duly constituted "Committee of Directors") from time to time:

1. To provide passive infrastructure services;
 2. To avail various telecom services such as landline, mobile, leased line broadband facility, SIM charges, USB Dongles etc;
 3. To use and allow usage of each other's passive infrastructure assets;
 4. Rental/Reimbursement of charges towards usage of offices/properties and availing related services;
- Resolved further that in this regard, the Board is hereby authorized to:
- negotiate, finalise, vary, amend, renew, and revise the terms and conditions of the transactions(s), including prices / pricing formula and tenure;
 - enter into, sign, execute, renew, modify and amend all agreements, documents, letters, undertaking thereof, from time to time, provided that such amendments etc. are on arms' length basis
 - do all such acts, matters, deeds and things and to settle any question, difficulty or doubt that may arise as may be necessary or desirable for the purpose of giving effect to this resolution."

For Bharti Infratel Limited

Shweta Girotra
Company Secretary



Place: New Delhi

Date: September 10, 2015