

March 9, 2018

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra kurla Complex,
Bandra (E), Mumbai 400 051

Ref: Bharti Infratel Limited (534816 / INFRATEL)

Sub: Outcome of the Postal Ballot/E-voting

Dear Sir/ Madam,

In furtherance to our intimation dated February 5, 2018 w.r.t. postal ballot/ e-voting conducted by the Company, please find enclosed the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
2. Report of Scrutinizer dated March 9, 2018, pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
3. Highlights of the changes in the Memorandum of Association of the Company as per Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as an Annexure.

We request you to take the above information on record.

Thanking you,

Sincerely Yours

For Bharti Infratel Limited


Samridhi Rodhe
Company Secretary



Encl: As above

Date: March 9, 2018

Voting Results of Postal Ballot

Details of Postal Ballot and e-voting Results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of declaration of result of Postal Ballot	09.03.2018
Total number of shareholders on cut-off date (i.e. 19.01.2018)	36,071
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA



Resolution No. 1 Special Resolution		Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana.						
Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	989,780,979	989,780,979	100.0000	989,780,979	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	823,045,636	672,725,821	81.7362	672,725,821	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		672,725,821	81.7362	672,725,821	0	100.0000	0.0000
Public-Non Institutions	E-voting	36,781,631	5,165,743	14.0444	5,163,323	2420	99.9532	0.0468
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		13,244	0.0360	13,097	147	98.8901	1.1099
	Total		5,178,987	14.0804	5,176,420	2567	99.9504	0.0496
Total		1,849,608,246	1,667,685,787	90.1643	1,667,683,220	2567	99.9998	0.0002

Resolution No. 2 Special Resolution		Alteration of the Object Clause of the Memorandum of Association of the Company.						
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	989,780,979	989,780,979	100.0000	989,780,979	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	823,045,636	672,725,821	81.7362	672,140,972	584849	99.9131	0.0869
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		672,725,821	81.7362	672,140,972	584849	99.9131	0.0869
Public-Non Institutions	E-voting	36,781,631	5,262,866	14.3084	5,260,518	2348	99.9554	0.0446
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		13,244	0.0360	13,074	170	98.7164	1.2836
	Total		5,276,110	14.3444	5,273,592	2518	99.9523	0.0477
Total		1,849,608,246	1,667,782,910	90.1695	1,667,195,543	587367	99.9648	0.0352



Resolution No. 3 Special Resolution		Alteration of the Liability Clause of the Memorandum of Association of the Company.						
Whether promoter/ promoter group are intersted in the Agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	989,780,979	989,780,979	100.0000	989,780,979	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	823,045,636	672,725,821	81.7362	672,725,821	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		672,725,821	81.7362	672,725,821	0	100.0000	0.0000
Public-Non Institutions	E-voting	36,781,631	5,165,089	14.0426	5,162,620	2469	99.9522	0.0478
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		13,244	0.0360	12,769	475	96.4135	3.5865
	Total		5,178,333	14.0786	5,175,389	2944	99.9431	0.0569
Total		1,849,608,246	1,667,685,133	90.1642	1,667,682,189	2944	99.9998	0.0002
Note: The total no. of shares held by Public Non Institutions reported above also includes 768,216 shares held by Bharti Infratel Employees' Welfare trust ("ESOP Trust") treated as "Non Promoter Non Public holding" as per Regulation 9, Chapter II of SEBI (Share Based Employee Benefits) Regulations, 2014 of which voting rights are not exercised. Also, total issued share capital of the Company includes 50 shares which are lying in the Bharti Infratel Limited – unclaimed suspense a/c of which voting rights are frozen till the rightful owners claim these shares pursuant to Regulation 34, Schedule V (F)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the above Special Resolutions have been passed with overwhelming majority.								



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

Scrutinizers' Report

To,

The Chairman

Bharti Infratel Limited

CIN: L64201DL2006PLC156038

Bharti Crescent, 1, Nelson Mandela Road,

Vasant Kunj, Phase-II, New Delhi- 110070.

Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved by the Central Government and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **Bharti Infratel Limited** ('the Company') in their meeting held on Wednesday, January 17, 2018 to conduct the Postal Ballot/e-voting process in a fair and transparent manner in respect of the following resolutions:



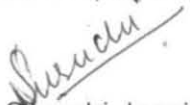
S.No.	Type of Resolution	Particulars
1.	Special Resolution	Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana.
2.	Special Resolution	Alteration of the Object Clause of the Memorandum of Association of the Company.
3.	Special Resolution	Alteration of the Liability Clause of the Memorandum of Association of the Company.

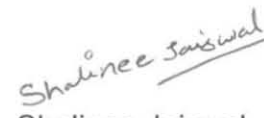
I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notice(s) and Postal Ballot form(s) along with all requisite documents on Monday, February 5, 2018 to its Members, whose names appeared in the Register of Members as on Friday, January 19, 2018 in the following manner:
 - a) through e-mail to the Members whose e-mail addresses were registered with the Company/ the Depositories; and
 - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other Members (whose e-mail addresses were not registered with the Company/ the Depositories).
2. The Company published an advertisement regarding dispatch of Postal Ballot form(s), notices etc. in English Daily "Mint" (All editions) and in Hindi Daily "Hindustan" (Delhi edition) on Tuesday, February 6, 2018.
3. The Members of the Company had an option to vote either through the Postal Ballot form(s) or through the e-voting facility. Members who opted for e-voting facility have casted their votes on the e-voting platform provided by Karvy Computershare Private Limited (Karvy) at <https://evoting.karvy.com>.



4. The physical Postal Ballot form(s) received by post/courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot form(s). The e-voting was maintained by Karvy in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by Karvy on its designated website i.e. <https://evoting.karvy.com>.
6. The votes were unblocked on Friday, March 7, 2018 after 05.00 P.M. in the presence of two witnesses, Ms. Suruchi Jassi, R/o 80/301, Sector-1, Gole Market, D.I.Z. Area New Delhi- 110001 and Ms. Shalinee Jaiswal, Ganga Girls P.G. Gali No. 4, Shakarpur, New Delhi, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:


Suruchi Jassi


Shalinee Jaiswal

7. The particulars of all Postal Ballot form(s) received from the Members as well as e-voting report generated from electronic registry of Karvy have been entered in a separate Register maintained for that purpose.
8. All Postal Ballot form(s) received and e-votes cast up to 05:00 P.M. on Wednesday, March 7, 2018 i.e. the last date and time fixed by the Company for casting votes through Postal Ballot form(s) or e-voting were considered and none of the envelopes containing Postal Ballot form(s) received after 05:00 P.M. on Wednesday, March 7, 2018 were considered for the purpose of this report.
9. The Postal Ballot form(s) received and e-votes cast on or before 05:00 P.M. on Wednesday, March 7, 2018 were matched with the Register of Members/beneficiary data of the Company as on Friday, January 19, 2018 i.e. the cut-off date for the purpose as provided by the Registrar and Share Transfer Agent ('RTA') of the Company. Further, Member(s) voted for lesser number of shares



than those held by him, the votes polled were considered for the purpose of this report.

10. There were 112 envelopes containing Postal Ballot Notice(s)/form(s) which were returned undelivered and these envelopes were not opened and they were separately kept.
11. I did not find any defaced or mutilated ballot paper(s).
12. The Members exercised their voting either by e-voting or physical mode and there was no Member who opted for both the facilities.
13. The total issued and paid up Equity Share Capital of the Company as on Friday, January 19, 2018 was Rs.18,49,60,82,460 (Rupees One Thousand Eight Hundred Forty Nine Crore Sixty Lakh Eighty Two Thousand Four Hundred Sixty Only) divided into 1,84,96,08,246 (One Hundred Eighty Four Crore Ninety Six Lakh Eight Thousand Two Hundred Forty Six) Equity Shares of Rs 10/- (Rupees Ten Only) each.
14. Total issued share capital of the Company includes 50 (Fifty) shares which are lying in the Bharti Infratel Limited – unclaimed suspense a/c of which voting rights are frozen till the rightful owners claim these shares pursuant to Regulation 34, Schedule V (F)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 768,216 (Seven Lakh Sixty Eight Thousand Two Hundred and Sixteen) shares held by Bharti Infratel Employees' Welfare trust ("ESOP Trust") to be treated as "Non –Promoter Non Public holding" as per Regulation 9, Chapter II of SEBI (Share Based Employee Benefits) Regulations, 2014 of which voting rights are not exercised.
15. There are 32 (Thirty Two) Postal Ballots representing 7,663 (Seven Thousand Six Hundred Sixty Three) Equity shares in respect of which signature of the holders were not found in the system maintained by the RTA (Karvy). Apart from this, all the information(s) was available i.e, name, address, folio no. and



accordingly all these shares were treated as valid. It is further clarified that the validity of the votes otherwise did not affect the result of the Postal Ballot.

16. A summary of the Postal Ballots/ e-voting are as under:

- I. **Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana.**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	1,66,76,70,123	13,097	1,66,76,83,220	99.9998
Dissent	2,420	147	2,567	00.0002
Total	1,66,76,72,543	13,244	1,66,76,85,787	100

The detailed break up of voting through e-voting and voting through Postal Ballotform(s) in respect of the above Resolution is attached to this report and marked as 'Annexure-A'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.



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II. Alteration of the Object Clause of the Memorandum of Association of the Company.

Special Resolution				
Particular	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	1,66,71,82,469	13,074	1,66,71,95,543	99.9648
Dissent	5,87,197	170	5,87,367	00.0352
Total	1,66,77,69,666	13,244	1,66,77,82,910	100

The detailed break up of voting through e-voting and voting through Postal Ballot form(s) in respect of the above Resolution is attached to this report and marked as 'Annexure-B'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

III. Alteration of the Liability Clause of the Memorandum of Association of the Company.

Special Resolution				
Particular	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	1,66,76,69,420	12769	1,66,76,82,189	99.9998
Dissent	2,469	475	2,944	00.0002
Total	1,66,76,71,889	13,244	1,66,76,85,133	100



SANJAY GROVER & ASSOCIATES

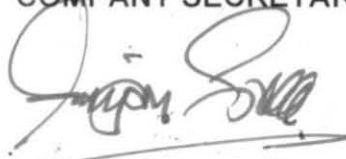
The detailed break up of voting through e-voting and voting through Postal Ballot form(s) in respect of the above Resolution is attached to this report and marked as 'Annexure-C'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

17. The resolutions shall be deemed to have been passed on Wednesday, March 7, 2018, being the last date of receipt of Postal Ballot form(s)/e-voting from the Members of the Company.
18. I will hand over the Postal Ballot form(s) and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
19. You may accordingly declare the result of the voting by Postal Ballot/e-voting.

Thank You,

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



Sanjay Grover
Scrutinizer
C.P. No.:3850

March 9, 2018
New Delhi



A detailed summary of the Postal Ballot/e-voting result is given herein below:

A1. VOTING THROUGH E-VOTING:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	714	1,66,91,78,770	16,69,17,87,700	90.2450
b) Less: Abstained*	13	9,17,437	91,74,370	00.0496
c) Less: Invalid votes	14	5,88,790	58,87,900	00.0318
d) Net Valid votes^	687	1,66,76,72,543	16,67,67,25,430	90.1636
e) Votes with assent	675	1,66,76,70,123	16,67,67,01,230	90.1634
f) Votes with dissent	13	2,420	24,200	00.0002

* 13 (thirteen) shareholders logged in the e-voting platform but neither voted in favour nor against the resolution.

^1(one) shareholder has partially voted for assent and dissent.

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	107	13,254	1,32,540	0.0007
b) Less: Invalid votes	1	10	100	0.0000
c) Net Valid votes cast	106	13,244	1,32,440	0.0007
d) Votes with assent for the resolution	96	13,097	1,30,970	0.0007
e) Votes with dissent for the resolution	10	147	1,470	0.0000



A detailed summary of the Postal Ballot/e-voting result is given herein below:

B1. VOTING THROUGH E-VOTING:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	714	1,66,91,78,770	16,69,17,87,700	90.2450
b) Less: Abstained*	13	8,20,314	82,03,140	00.0444
c) Less: Invalid votes	14	5,88,790	58,87,900	00.0318
d) Net Valid votes^	687	1,66,77,69,666	16,67,76,96,660	90.1688
e) Votes with assent	677	1,66,71,82,469	16,67,18,24,690	90.1371
f) Votes with dissent	11	5,87,197	58,71,970	00.0317

* 13 (thirteen) shareholders logged in the e-voting platform but neither voted in favour nor against the resolution.

^1(one) shareholder has partially voted for assent and dissent.

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	107	13,254	1,32,540	0.0007
b) Less: Invalid votes	1	10	100	0.0000
c) Net Valid votes cast	106	13,244	1,32,440	0.0007
d) Votes with assent for the resolution	104	13,074	1,30,740	0.0007
e) Votes with dissent for the resolution	2	170	1,700	0.0000



A detailed summary of the Postal Ballot/e-voting result is given herein below:

C1. VOTING THROUGH E-VOTING:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	714	1,66,91,78,770	16,69,17,87,700	90.2450
b) Less: Abstained*	21	9,18,091	91,80,910	00.0496
c) Less: Invalid votes	14	5,88,790	58,87,900	00.0318
d) Net Valid votes^	679	1,66,76,71,889	16,67,67,18,890	90.1635
e) Votes with assent	668	1,66,76,69,420	16,67,66,94,200	90.1634
f) Votes with dissent	13	2,469	24,690	00.0001

* 21 (twenty one) shareholders logged in the e-voting platform but neither voted in favour nor against the resolution

^2 (two) shareholders have partially voted for assent and dissent

C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	107	13,254	1,32,540	0.0007
b) Less: Invalid votes	1	10	100	0.0000
c) Net Valid votes cast	106	13,244	1,32,440	0.0007
d) Votes with assent for the resolution	103	12,769	1,27,690	0.0007
e) Votes with dissent for the resolution	3	475	4,750	0.0000



Annexure

Highlights of the changes in the Memorandum of Association of the Company as approved by the shareholders through postal ballot/e-voting

- 1. Shareholders have approved shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and substitution of Clause II of the Memorandum of Association of the Company with the following clause, subject to the approval by Regional Director, Northern Region:**

II. The Registered Office of the Company will be situated in the State of Haryana.

- 2. Shareholders have approved the following alterations in the Object Clause of the Memorandum of Association, subject to receipt of certificate of registration from Registrar of Companies:**

- (i) The existing heading of Clause III (A) be substituted by the new heading titled as **“The Objects to be pursued by the Company on its incorporation are as under:”**
- (ii) Further, Clause III (A) of the MOA be altered by substituting sub-clause(s) 1, 2 and 5 with the following sub-clause(s) 1, 2 and 5 respectively:
1. To establish and carry on in India or elsewhere either, directly or indirectly, on its own or in alliance by way of strategic alliance or joint venture or any other business arrangement with any other person / body / bodies corporate incorporated in India or abroad, the business of setting up, establishing, operating, maintaining and/ or providing of all types of telecom related activities, including setting up and/or sharing of active or passive infrastructure and/or equipment, spectrum, transmission and communication services, in any form and manner, including but not limited to communication infrastructure, by whatever name called or nature, installation of equipment for telecommunications, transmission infrastructure on Optical fiber or microwaves, Switches/ Routers, Antennas, Wi-Fi Access Points, Small Cells, BTS, National Long Distance Services, Intra Circle, In-building Solutions, Network as a service, Internet services, Bandwidth services as a service provider or as a Virtual Network Operator (VNO) or Network Company (NetCo).
 2. To establish and carry on in India or elsewhere either, directly or indirectly, on its own or in alliance by way of strategic alliance or joint venture or any other business arrangement with any other person / body / bodies corporate incorporated in India or abroad, the business of undertaking, managing and/or administering projects or activities relating to digital transformation like Smart city, Internet of Things (IoT) or similar initiatives by whatever name called, including but not limited to deployment and management of surveillance cameras, all types of sensors, LED lights, electric vehicle charging points, traffic management related activities, weather & environment monitoring, advertising and / or any activity under such project, whether related directly to telecommunications or otherwise.



3. To establish and carry on in India or elsewhere either, directly or indirectly, on its own or in alliance by way of strategic alliance or joint venture or any other business arrangement with any other person / body / bodies corporate incorporated in India or abroad, the business of providing consultancy and/ or management services in relation to any of the above.

(iii) The existing heading of Clause III (B) be substituted by the new heading titled as **“Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:”**

(iv) The existing Clause III (C) comprising clauses 1 to 32 be deleted permanently.

3. Shareholders have approved the following alteration in the liability clause of the Memorandum of Association to make it in conformity with the provisions of the Companies Act, 2013:

The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

Please note that certified true copy of the Memorandum of Association will be filed with the Stock Exchanges on receipt of requisite approvals from the respective authorities as aforesaid.

