

June 30, 2018

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

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: 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 Twelfth Annual General Meeting (AGM) of the Company will be held on Tuesday, July 24, 2018. Notice of the Twelfth AGM along with the Integrated Report & Annual Accounts 2017-18 is enclosed.
- July 20, 2018 shall be the Record Date for determining shareholders' entitlement to the proposed final dividend for the financial year ended March 31, 2018, 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 17, 2018. The remote e-voting will commence on Saturday, July 21, 2018 at 9:00 a.m. and will end on Monday, July 23, 2018 at 5:00 p.m. (both days inclusive).

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Bharti Infratel Limited



Samridhi Rodhe
Company Secretary



Cc:

1. Central Depository Services (India) Ltd., Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013.
2. National Securities Depository Ltd., Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013
3. Karvy Computershare Private Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032



BHARTI INFRATEL LIMITED

CIN: L64201HR2006PLC073821

Regd. Office: 901, Park Centra, Sector 30, NH-8, Gurugram, Haryana- 122001

Tel.: +91-124-4132600 **Fax:** +91-124-4109580

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 12th (Twelfth) Annual General Meeting (AGM) of the members of Bharti Infratel Limited ("the Company"), will be held on Tuesday, July 24, 2018 at 11:00 a.m. at The Auditorium, Apparel House (near the Zest), Sector 44, Gurugram-122003, Haryana, India to transact the following business(es):

Ordinary Business(es)

To consider and, if thought fit, to pass, with or without modification, 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, 2018

"Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2018 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, 2018 as per IND-AS including report of Auditors' thereon be and are hereby received, considered and adopted."

2. Declaration of dividend on equity shares

"Resolved that a final dividend of ₹ 14/- per equity share of ₹ 10/- each fully paid up for the financial year 2017-18, as recommended by the Board, be and is hereby approved and declared."

3. Re-appointment of Tao Yih Arthur Lang (DIN: 07798156) as a Director liable to retire by rotation

"Resolved that Tao Yih Arthur Lang (DIN: 07798156), 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. 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), and resolution passed by the members at their 11th Annual General Meeting held on July 22, 2017, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon (Registration no. 117366W/ W- 100018), 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 16th Annual General Meeting of the Company and the Board of Directors of the Company on the recommendation of the Audit & Risk Management Committee be and is hereby authorised to fix the remuneration payable to them for such appointment."

Special Business(es)

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

5. Appointment of Anita Kapur (DIN: 07902012) as an Independent Director

"Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV 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), SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), Anita Kapur (DIN 07902012), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors w.e.f. January 17, 2018, 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 a Director in the category of Independent Director of the Company, and shall hold office for a period of five consecutive years from the date of appointment i.e. January 17, 2018 up till January 16, 2023.”

6. Re-appointment of Akhil Gupta (DIN: 00028728) as an Executive Chairman of the Company

“Resolved that pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, Articles of Association (AOA), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), consent of the shareholders be and is hereby accorded for the re-appointment of Akhil Gupta as an Executive Chairman, not liable to retire by rotation, of the Company for a further period of five years w.e.f. August 1, 2018 up till July 31, 2023 on the following remuneration:

Fixed pay (inclusive of salary, allowance and retirement benefits) to be paid monthly:

Such sum as may be determined by the Board from time to time provided that the total fixed pay shall not exceed ₹ 9.00 Crore per annum.

Variable Pay (Performance linked incentive) to be paid annually after the end of the financial year:

Such sum as may be determined by the Board from time to time provided that the total variable pay shall not exceed ₹ 6.00 Crores per annum.

Perquisites:

- a) Company provided car and reimbursement of expenses incurred on driver, fuel and maintenance at actual with respect to the said car.
- b) Leave Encashment as per the Company policy and rules.

Employees Stock Options:

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

The aggregate remuneration inclusive of fixed pay, variable pay, perquisites, allowances and other benefits payable to Akhil Gupta as an Executive Chairman shall not exceed the overall ceilings laid down in Sections 2(78), 197 and Schedule V and other applicable provisions of the Companies Act, 2013 or any other law for the time being in force, if any.

Akhil Gupta shall also be entitled to reimbursement of all legitimate expense incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.

Minimum remuneration

Where in any financial year during the tenure of Akhil Gupta as an Executive Chairman, the Company incurs losses or its profits are inadequate, the Company shall pay him the above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits payable as a minimum remuneration, subject to the approval of Central Government.

Resolved further that the Board be and is hereby authorized to vary, alter and modify the terms and conditions of re-appointment including relating to remuneration/remuneration structure of Akhil Gupta, the Executive Chairman within the limits prescribed above.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings 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.”

7. Approval of material related party transactions

“Resolved that in addition to the resolution dated August 11, 2015 passed by the shareholders of the Company and pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for the following related party transactions (collectively to be considered as material)

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 share or provide on sale/ rent or on lease basis (i) tower and other passive infrastructure including dark fiber/ duct space etc., and / or (ii) passive infrastructure required for active services viz. IBS, WiFi etc. and / or to provide services, including but not limited to, of project management or of provisioning, establishing, installation, operation and maintenance for and in relation to any or all element(s) / material mentioned in (i) and / or (ii) above;
2. To purchase or take on lease or rent tower(s), dark fiber / duct space and/ or any other passive infrastructure element(s)/ material from Bharti Airtel Limited.
3. Other activities allowed under Infrastructure Provider Category – I registration from time to time, issued by

the DoT, subject to various registration conditions and compliance with applicable laws.

Resolved further that in this regard, the Board is hereby authorized to:

- a. negotiate, finalise, vary, amend, renew, and revise the terms and conditions of the transactions(s), including prices / pricing formula and tenure;
- b. 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;
- c. 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."

Registered Office:

Bharti Infratel Limited

901, Park Centra, Sector 30,

NH-8, Gurugram,

Haryana- 122001

CIN: L64201HR2006PLC073821

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

Place: New Delhi

Date: April 23, 2018

By order of the Board of Directors

For **Bharti Infratel Limited**

Samridhi Rodhe

Company Secretary

Membership No. A25440

901, Park Centra, Sector 30,

NH-8, Gurugram,

Haryana- 122001

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 TO 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 IN FORM MGT-11 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 for his entire shareholding 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 15, 2018.
5. The route map and prominent land mark of the venue of AGM is enclosed for easy location.
6. The copy of Integrated Report & Annual Accounts 2017-18 ("Integrated Report") Notice of the 12th 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 Integrated 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 number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India.

7. Integrated Report and Notice of the 12th 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 20, 2018, 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 20, 2018, 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 Thursday, July 12, 2018. 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 not claimed within 7 years from the date of declaration 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 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 of 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 chairmanships / memberships 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, 2015, 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/ insta 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 of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 3850) 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 21, 2018

End of remote e-voting : Upto 5:00 p.m. (IST) on July 23, 2018

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. Tuesday, July 17, 2018.

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 Tuesday, July 17, 2018 only shall be entitled to avail the facility of remote e-voting / voting at AGM venue.

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. Tuesday, July 17, 2018 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 Forty Eight (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 the 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 14 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 Integrated 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 authorised 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 Ramesh Desai of M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 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

Anita Kapur (DIN: 07902012) was appointed as an Additional Director in the capacity of an Independent Director on the Board of the Company w.e.f. January 17, 2018. Pursuant to the provisions of section 161(1) of the Companies Act, 2013, Anita Kapur will hold office upto the date of this Twelfth AGM.

Anita Kapur has confirmed her eligibility and consent to be appointed as an Independent Director of the Company and has also given a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company

has received a Notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Anita Kapur as Director in the capacity of an Independent Director of the Company. Anita Kapur is the ex-chairperson of Central Board of Direct Taxes (CBDT) and has undertaken various leadership and advisory roles in different governing bodies of India. She possesses rich experience of around 40 years and accordingly, it is proposed that Anita Kapur be appointed as an Independent Director of the Company for a term of five consecutive years i.e. January 17, 2018 up to January 16, 2023 and shall not be liable to retire by rotation.

A copy of the draft letter of appointment of Anita Kapur, setting out the terms and conditions are available for inspection by members at the registered office of the Company, and a brief profile is available on the website of the Company i.e. www.bharti-infratel.com.

Save and except Anita Kapur and her 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.

In the opinion of the Board, Anita Kapur fulfils the conditions specified the listing regulations, the Companies Act, 2013 and rules made there under and is independent of the management and accordingly the Board recommends the appointment of Anita Kapur as Director in the capacity of an Independent Director not liable to retire by rotation and propose to pass the resolution set out in item no. 5 of the Notice as an Ordinary Resolution.

Item No. 6

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 Whole Time Director designated as an Executive Chairman requires approval of the shareholders by way of an ordinary resolution.

Akhil Gupta, was appointed as the Executive Chairman of the Company w.e.f. August 1, 2014 up till July 31, 2018 vide resolution passed by the shareholders through Postal Ballot dated March 21, 2014.

Upon recommendation of the HR, Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on April 23, 2018, subject to the approval of shareholders in this Annual General Meeting, had re- appointed Akhil Gupta as Executive Chairman for a further term of 5 years i.e. from August 1, 2018 to July 31, 2023. Keeping in view the vast experience and valuable contributions of Akhil Gupta towards the growth of the Company, the the Board of Directors is of the opinion that it will be in the best interest of the Company that he continues as the Executive Chairman of the Company. The Board proposes the re-appointment of Akhil Gupta, at the terms and remuneration as stated in the resolution set out at Item no. 6, 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 Akhil Gupta 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.

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 Akhil Gupta is enclosed and detailed profile is available on www.bharti-infratel.com.

Item No. 7

Bharti Infratel Limited is in the business of providing tower and related passive infrastructure to various telecom service providers on non-discriminatory basis under long term service contracts. In the ordinary course, the Company provides its tower and related passive infrastructure on sharing basis to Bharti Airtel Limited, holding company ("Bharti Airtel") and also avail various telecom services from Bharti Airtel.

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party is considered material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Such material transactions require shareholders' approval.

The transactions of the Company with Bharti Airtel are collectively considered as material related party transactions for which shareholders' approval was obtained in the general meeting held on August 11, 2015 for the following transactions:

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; and
4. rental/ reimbursement of charges towards usage of offices/ properties and availing related services.

With the rapid growth and consolidation in India's telecom landscape, data growth story and digital revolution, the Company may undertake other business activities allowed under an Infrastructure Provider Category-I registration issued by the DoT.

In view of the above, the Company may enter into the following transactions with Bharti Airtel Limited at a future date viz.

1. to share or provide on sale/ rent or on lease basis (i) tower and other passive infrastructure including dark fiber/ duct space etc., and / or (ii) passive infrastructure required for active services viz. IBS, WiFi etc. and / or to provide services, including but not limited to, of project management or of provisioning, establishing, installation, operation and maintenance for and in relation to any or all element(s) / material mentioned in (i) and / or (ii) above;
2. to purchase or take on lease or rent tower(s), dark fiber / duct space and/ or any other passive infrastructure element(s)/ material from Bharti Airtel Limited;
3. Other activities allowed under Infrastructure Provider Category – I registration from time to time, issued by the DoT subject to various registration conditions, requisite approval of the Board of Directors and compliance with applicable laws.

The aforesaid transactions to be entered into, individually or taken together with previous transactions approved by the

shareholders' on August 11, 2015 will be collectively considered material and would require shareholders' approval pursuant to the provisions of Regulation 23 of Listing Regulations.

As the Company in the ordinary course of business evaluates various opportunities and activities from time to time, and the transaction(s) as set out at resolution no. 7 would require approval of shareholders, the Audit & Risk Management Committee and the Board has recommended to the shareholders the said transactions for their enabling approval. The aforesaid transactions whenever entered shall be on arm's length basis, in accordance with various registration conditions and subject to requisite approval of the Audit & Risk Management Committee and Board in compliance with the applicable laws.

In terms of the Listing Regulations, none of the related parties of the Company are allowed to vote on the resolution w.r.t. approval of material Related Party Transactions. Accordingly, all related parties of the Company, including Bharti Airtel, Directors and Key Managerial Personnel of the Company will not be entitled to vote on this resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution. However, Rajan Bharti Mittal, Director of Bharti Infratel Limited is brother of Sunil Bharti Mittal and Rakesh Bharti Mittal, who are the Directors of Bharti Airtel Limited. The Board recommends the resolution as set out at Item No. 7 of the Notice for approval by the shareholders as an Ordinary resolution.

Registered Office:

Bharti Infratel Limited

901, Park Centra, Sector 30,

NH-8, Gurugram,

Haryana- 122001

CIN: L64201HR2006PLC073821

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

Place: New Delhi

Date: April 23, 2018

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

Samridhi Rodhe

Company Secretary

Membership No. A25440

901, Park Centra, Sector 30,

NH-8, Gurugram,

Haryana- 122001

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 Obligation and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013 including Secretarial Standard, as on the date of the Notice

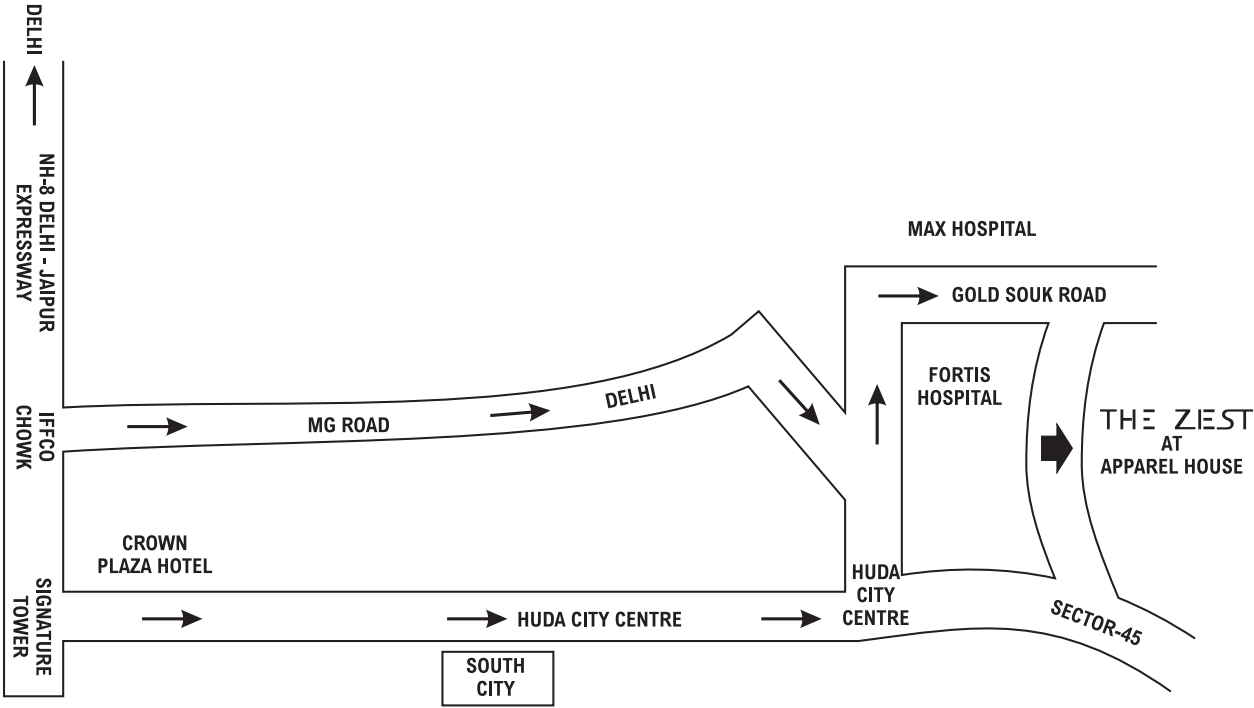
Name	Tao Yih Arthur Lang
DIN	07798156
Date of Birth	06/01/1972
Age	46 Years
Original date of appointment	08/05/2017*
Qualifications	• Master of Business Administration, Harvard University • Bachelor of Arts in Economics (Magna cum laude), Harvard University
Experience and expertise in specific functional 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	
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
Membership/Chairmanship of committees in other public limited companies in India	In Bharti Telecom Limited: • Audit Committee – (Member) • Stakeholders Relationship Committee- (Member)

* w.e.f. conclusion of the Board meeting dated May 8, 2017.

Name	Anita Kapur
DIN	07902012
Date of Birth	08/11/1955
Age	62 Years
Original date of appointment	January 17, 2018
Qualifications	• Postgraduate in English • Tax Administrators' course conducted by the Inland Revenue Training Institute, Leeds, UK; • Leadership Programme conducted by the Wharton School of University of Pennsylvania of USA; • Leadership and Change Management Programme conducted by the Indian Institute of Management, Bangalore.
Experience and expertise in specific functional area	Taxation & Finance
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	
Shareholding in Bharti Infratel Limited	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other public limited companies in India	Nil
Membership/Chairmanship of committees in public limited companies in India	Nil

Name	Akhil Gupta
DIN	00028728
Date of Birth	22/12/1955
Age	62 years
Original date of appointment	March 31, 2008
Qualifications	Chartered Accountant has also done an “Advanced Management Program” at the Harvard Business School in the year 2002
Experience and expertise in specific functional area	Finance 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	
Shareholding in Bharti Infratel Limited	1,927,217 shares
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other public limited companies in India	• Bharti AXA Life Insurance Company Limited • Bharti AXA General Insurance Company Limited • Bharti Enterprises Limited • Smartx Services Limited • Indus Towers Limited
Membership/Chairmanship of committees in public limited companies in India	• Bharti Infratel Limited- Stakeholders’ Relationship Committee (Member)

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



Venue: The Auditorium, Apparel House (near the Zest), Sector 44, Gurugram-122003, Haryana, India
Landmark: Near Huda City Centre Metro Station



BHARTI INFRATEL LIMITED

CIN: L64201HR2006PLC073821

Regd. Office: 901, Park Centra, Sector 30, NH-8, Gurugram, Haryana- 122001

Tel.: +91-124-4132600 Fax: +91-124-4109580

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

ADMISSION SLIP

12TH 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
--------------------------------------	---------------

Name(s) and address of the member in full _____

I / we hereby record my / our presence at the Twelfth Annual General Meeting of the Company being held on Tuesday, July 24, 2018 at 11:00 a.m at The Auditorium, Apparel House (near the Zest), Sector 44, Gurugram-122003, Haryana.

Please (₹) in the box

☐ Member ☐ Proxy

Signature of Member/Proxy

*Applicable for member holding shares in physical form.

**BHARTI INFRATEL LIMITED**

CIN: L64201HR2006PLC073821

Regd. Office: 901, Park Centra, Sector 30, NH-8, Gurugram, Haryana- 122001

Tel.: +91-124-4132600 Fax: +91-124-4109580

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: L64201HR2006PLC073821

Name of the Company: Bharti Infratel Limited

Registered office: 901, Park Centra, Sector 30, NH-8, Gurugram, Haryana- 122001

Name of the member (s):

Registered address:

E-mail Id:

DP ID and Client ID / Folio No:

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

1. Name:.....Address:.....

E-mail Id:.....Signature:.....or failing him

2. Name:.....Address:.....

E-mail Id:.....Signature:.....or failing him

3. Name:.....Address:.....

E-mail Id:.....Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twelfth Annual General Meeting of the Company scheduled to be held on Tuesday, July 24, 2018 at 11:00 a.m at The Auditorium, Apparel House (near the Zest), Sector 44, Gurugram-122003, Haryana, 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, 2018		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Tao Yih Arthur Lang (DIN: 07798156) as a Director liable to retire by rotation		
4.	Ratification of the 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 Anita Kapur (DIN: 07902012) as an Independent Director		
6.	Re-appointment of Akhil Gupta (DIN: 00028728) as Executive Chairman of the Company		
7.	Approval of material related party transactions		

Signed this day of 2018

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix the
revenue
stamp of
Re 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 901, Park Centra, Sector 30, NH-8, Gurugram, Haryana- 122001 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 number 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 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

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This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



BHARTI INFRATEL LIMITED

CIN:L64201HR2006PLC073821

Regd. Office: 901, Park Centra, Sector 30, NH-8, Gurugram, Haryana – 122001, India

Tel.: +91 124 4132600 Fax: +91 124 4109580

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 Obligation 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 12th (Twelfth) Annual General Meeting ("AGM") of the Company scheduled to be held on Tuesday, July 24, 2018 at 11:00 a.m., by electronic means (remote e-voting).

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised 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 21, 2018
End of remote e- voting	Upto 05:00 pm (IST) on July 23, 2018

The cut-off date for the purpose of remote e-voting is July 17, 2018.

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 April 23, 2018 for the 12th (Twelfth) AGM scheduled to be held on Tuesday, July 24, 2018. 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**

Samridhi Rodhe

Company Secretary

Membership No. A25440

Registered Office:

901, Park Centra, Sector 30,

NH-8, Gurugram, Haryana- 122001

CIN: L64201HR2006PLC073821

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

Place: New Delhi

Date: April 23, 2018



CIN: L64201HR2006PLC073821

Regd. Office: 901, Park Centra, Sector 30, NH-8, Gurugram, Haryana – 122001, India

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 in 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. Tuesday, July 17, 2018. 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: evoting@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 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 17, 2018.
7. The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Company Secretaries, New Delhi as a scrutinizer to scrutinize the remote e-voting process 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 17, 2018 shall be entitled to avail the facility of remote E-voting/ voting at the 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 17, 2018 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 Wednesday, July 25, 2018 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.