

February 6, 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: cmlist@nse.co.in

Ref: Bharti Infratel Limited (534816 / INFRATEL)

Sub: Proceedingss of the Postal Ballot

Dear Sir / Madam,

In terms of Clause 31 of the Listing Agreement, please find the enclosed proceedings of the postal ballot conducted by the Company.

Thanking you,

Yours faithfully,

For Bharti Infratel Limited



Anupam Garg
Company Secretary



**CERTIFIED TRUE COPY OF THE MINUTES OF ANNOUNCEMENT OF RESULTS OF
THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT/ E-VOTING BY BHARTI
INFRATEL LIMITED ON THURSDAY, JANUARY 29, 2015 AT BHARTI CRESCENT, 1,
NELSON MANDELA ROAD, VASANT KUNJ, PHASE II, NEW DELHI-110070**

Background

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and the Listing Agreement the Company had issued a postal ballot notice dated December 17, 2014, to obtain approval from the shareholders through postal ballot/ e-voting on the following special resolutions:

1. Implementation of ESOP Scheme 2008 through ESOP Trust
2. Approval of Employee Stock Option Scheme 2014 (ESOP Scheme 2014)
3. Grant of stock options to the employees of holding and/ or subsidiary companies under ESOP Scheme 2014
4. Authorization to ESOP Trust for Secondary Acquisition
5. Increase in aggregate investment limit of Foreign Institutional Investors (FIIs)

The Board of Directors had made the following appointments:

- Mr. Sanjay Grover of M/s Sanjay Grover & Associates, Company Secretaries, New Delhi, as Scrutinizer ("The Scrutinizer") for conducting the postal ballot/ e-voting process in a fair and transparent manner.
- Mr. D S Rawat– Managing Director & CEO, Mr. Pankaj Miglani– CFO, Mr. Mukesh Bhavnani– Authorized Representative and Mr. Anupam Garg– Company Secretary as the persons responsible for the entire postal ballot/ e-voting process.
- Mr. D S Rawat– Managing Director & CEO and in his absence Mr. Anupam Garg, Company Secretary to announce the results of the postal ballot.

The Company had appointed Karvy Computershare Private Limited (Karvy) to conduct voting through electronic mode.

The notice of postal ballot/ e-voting containing special resolutions, explanatory statement, postal ballot forms, e-voting user IDs and passwords and a self-addressed pre-paid business reply envelope (as applicable) were sent to the members and others concerned including statutory auditors, Directors, stock exchanges etc. through registered post/ email. The notice of postal ballot/ e-voting was also placed on the website of the Company.



1. Special Resolution: Implementation of ESOP Scheme 2008 through ESOP Trust

“RESOLVED THAT pursuant to Applicable Laws, approval of the members of the Company be and is hereby accorded to the Board to implement the ESOP Scheme 2008 through the ESOP Trust.

RESOLVED FURTHER THAT the following Clause 1A be inserted in the ESOP Scheme 2008 after the existing Clause 1:

Clause 1A: Implementation of ESOP Scheme 2008 through ESOP Trust

The Company may implement the ESOP Scheme 2008 through trust as may be setup or designated for this purpose (“ESOP Trust”).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the ESOP Trust be and is hereby authorised to acquire the shares of the Company from the secondary market and to hold, transfer and deal in the equity shares of the Company and to do all such acts, deeds and things as may be incidental or ancillary in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

Results

Resolution	No. of valid Votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
Implementation of ESOP Scheme 2008 through ESOP Trust.	1,641,231,286	1,499,181,053 (91.3449%)	142,050,233 (8.6551%)	Special Resolution passed with requisite majority

2. Special Resolution Approval of Employee Stock Option Scheme 2014 (ESOP Scheme 2014)

“RESOLVED THAT pursuant to Applicable Laws, Employee Stock Option Scheme 2014 (ESOP Scheme 2014), for the benefit of present and future permanent employees of the Company and its director(s), whether whole time director or not but excluding independent directors, be and is hereby approved as per the salient features mentioned in the explanatory statement annexed herewith and same be implemented through ESOP Trust, provided that the total number of options that can be granted under ESOP Scheme 2014 shall not exceed 7,250,000 (Seven Million

3. Special Resolution: Grant of stock options to the employees of holding and/ or subsidiary companies under ESOP Scheme 2014

“RESOLVED THAT pursuant to Applicable Laws, approval of the members of the Company be and is hereby accorded to grant the stock options under ESOP Scheme 2014 to the present and future, permanent employees of the holding and subsidiary company (ies) and their director(s) whether whole time director or not but excluding independent directors, if any, from time to time, on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

Results

Resolution	No. of valid Votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
Grant of stock options to the employees of holding and/or subsidiary companies under ESOP Scheme 2014	1,639,509,891	1,476,888,164 (90.0811%)	162,621,727 (9.9189%)	Special Resolution passed with requisite majority

4. Special Resolution: Authorization to ESOP Trust for Secondary Acquisition

“RESOLVED THAT pursuant to Applicable Laws, approval of the members of the Company be and is hereby accorded for acquisition of upto 14,411,289 (Fourteen Million Four Hundred Eleven Thousand and Two Hundred Eighty Nine) equity shares of the Company representing 0.76% of the paid up share capital, in one or more tranches, from the secondary market, by ESOP Trust for the purpose of implementation of ESOP Scheme 2008 and ESOP Scheme 2014 from time to time.

RESOLVED FURTHER THAT pursuant to Applicable Laws, approval of the members of the Company be and is hereby accorded to the Board to make loan and/or provision of money to the ESOP Trust for acquisition of upto 14,411,289 (Fourteen Million Four Hundred Eleven Thousand and Two Hundred Eighty Nine) equity shares of the Company from the secondary market for the purpose of implementation of ESOP Scheme 2008 and ESOP Scheme 2014, subject to the overall limits specified under the Applicable Laws, if any.

Results

Resolution	No. of valid Votes	Votes cast in favour of the resolution (percentage)	Votes cast against the resolution (percentage)	Result
Increase in aggregate investment limit of Foreign Institutional Investors (FIIs)	1,642,778,706	1,642,777,830 (99.9999%)	876 (0.0001%)	Special Resolution passed with requisite majority

**Certified to be true
For Bharti Infratel Limited**


Anupam Garg
Company Secretary

