



BHARTI INFRATEL LIMITED

CIN: L64201DL2006PLC156038

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

T.: +91-11-4666 6100 / **F.:** +91-11-4166 6137

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

Website: www.bharti-infratel.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eighth Annual General Meeting of the members of Bharti Infratel Limited will be held on Monday, August 4, 2014 at 10.30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 to transact the following business(es):-

ORDINARY BUSINESS:

1. Receive, consider and adopt the financial statements of the Company

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

- a) Audited standalone financial statements of the Company for the financial year ended March 31, 2014.

“Resolved that the audited standalone financial statements of the Company including the balance sheet as at March 31, 2014, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

- b) Audited consolidated financial statements of the Company for the financial year ended March 31, 2014.

“Resolved that the audited consolidated financial statements of the Company including the balance sheet as at March 31, 2014, the statement of profit and loss, the cash flow statement for the year ended on that date and the report of the Auditors thereon be and are hereby received, considered and adopted.”

2. Declaration of dividend on equity shares

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“Resolved that a final dividend of ₹ 4.40 per equity share of ₹ 10/- each fully paid up for the financial year 2013-14 be and is hereby declared.”

3. Re-appointment of Mr. Sanjay Nayar as a Director liable to retire by rotation

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“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. Sanjay Nayar (DIN 00002615), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

4. Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration no. 101049W), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Regn No. 301003E), Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting) for a period of three years i.e. from the conclusion of this 8th Annual General Meeting till the conclusion of 11th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

5. Appointment of Mr. Mark Chin Kok Chong as a Director liable to retire by rotation

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 160 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. Mark Chin Kok Chong (DIN 06638569) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. Appointment of Mr. Devender Singh Rawat as a Director liable to retire by rotation

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 160 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. Devender Singh Rawat (DIN 06798626) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. Appointment of Mr. Bharat Sumant Raut as an Independent Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“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 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Bharat Sumant Raut (DIN 00066080) be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from April 01, 2014 upto March 31, 2019.”

8. Appointment of Mr. Jitender Balakrishnan as an Independent Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“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 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Jitender Balakrishnan (DIN 00028320) be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from April 01, 2014 upto March 31, 2019.”

9. Appointment of Ms. Leena Srivastava as an Independent Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“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 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Ms. Leena Srivastava (DIN 00005737) be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from April 01, 2014 upto March 31, 2019.”

10. Appointment of Mr. Narayanan Kumar as an Independent Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“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 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Narayanan Kumar (DIN 00007848) be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from April 01, 2014 upto March 31, 2019.”

11. Appointment of Mr. Vinod Dhall as an Independent Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“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 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Vinod Dhall (DIN 02591373) be and is hereby appointed as an Independent Director of the Company to hold office for a term upto September 2, 2015.”

12. Ratification of remuneration to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditors of the Company.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 148 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), the remuneration of ₹ 1,40,000/- plus service tax and reimbursement of out of pocket expenses as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s. R. J. Goel & Co., Cost Accountants, Cost Auditors of the Company for the financial year ending March 31, 2015, be and is hereby ratified and confirmed.”

13. Amendment in the exercise period under Employee Stock Option Plan 2008 (ESOP Scheme)

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“Resolved that in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“SEBI Guidelines”) as amended from time to time and any other law for the time being in force, approval of the members be and is

hereby accorded to amend the Employee Stock Option Plan 2008 (ESOP Scheme) by revising the exercise period from 'Seven years from Grant Date' to 'Seven Years from Vesting Dates' under Plan I, Plan II and Plan III of ESOP Scheme and accordingly relevant clauses of ESOP Scheme be substituted with the following clauses:

ESOP Plan I and II - Clause V (1) (Last Para)

The Options granted under Plan I and Plan II shall be exercised within 7 years from the respective Vesting Date(s), thereafter any unexercised options will lapse.

ESOP Plan III – Clause 2.5

The Options granted under Plan III shall be exercised within 7 years from the respective Vesting Date(s), thereafter any unexercised options will lapse.

Resolved further that the other terms and conditions of ESOP Scheme shall remain unchanged.

Resolved further that the Board and/or the HR, Nomination and Remuneration committee of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

14. Amendment in the vesting schedule under Employee Stock Option Plan 2008 (ESOP Scheme)

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“Resolved that in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“SEBI Guidelines”) as amended from time to time and any other law for the time being in force, approval of the members be and is hereby accorded to amend vesting schedule with respect to options granted to the UC Cadre employees of the Company under Plan I of the Employee Stock Option Plan 2008 (ESOP Scheme) as under:

Vesting Schedule	Percentage of Options to be vested
On completion of 1 year from the Grant Date	20%
On completion of 2 years from the Grant Date	20%
On completion of 3 years from the Grant Date	25%
On completion of 4 years from the Grant Date	35%

Resolved further that the other terms and conditions of options granted to UC Cadre employees under Plan I of ESOP Scheme shall remain unchanged.

Resolved further that the Board and/or the HR, Nomination and Remuneration committee of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

Place: New Delhi
Date: April 24, 2014

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

Registered Office:

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

Anupam Garg
Company Secretary
Membership No. A11152

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.

2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The notice of Annual General Meeting 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 20, 2014.

4. The copy of annual report, notice of general meeting, notice of e-voting and dividend intimations, etc. are being sent to the members who have registered their email ids with their depository participant / Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company / depository participants / RTA which will be used for the purpose of sending the communications in future.

Members whose email id is not registered with the Company will be sent physical copies of this notice, annual report, notice of e-voting etc. at their registered address through permitted mode.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, Karvy Computershare Private Limited, at Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.

5. Copy of the Annual Report will also be available on the website of the Company www.bharti-infratel.com in the Investor Relations section.

6. The register of members and share transfer books of the Company will remain closed from Saturday, July 26, 2014 to Monday, August 4, 2014 (both days inclusive), in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed, for the

purpose of Annual General Meeting and determining the names of the shareholders eligible for dividend on equity shares, if declared.

7. The dividend, if declared at the Annual General Meeting, will be paid on or before the 30th day from the date of declaration to:

- For equity shares held in physical form - those shareholders whose names will appear in the Register of Members on the close of the day on July 25, 2014;
- For equity shares held in dematerialised 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 close of day July 25, 2014.

8. Members who hold equity shares in physical form and are desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their requisite request in the enclosed ECS Mandate Form to the Company's RTA. The ECS mandate, in order to be effective, should be submitted to the RTA on or before Friday, July 25, 2014. 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.

9. 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 depository participants.

10. Shareholders wishing to claim dividends, which remain unpaid are requested to contact Company's RTA. Shareholders are requested to note that the amount of dividend unclaimed for seven years, from the date of declaration, will be transferred to the Investor Education and Protection Fund.

11. 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 to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.

12. Information regarding particulars of the directors to be appointed and the directors seeking re-appointment requiring disclosure in terms of the Listing Agreement 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, private limited companies and companies incorporated under section 25 of the Companies Act, 1956 or under section 8 of the Companies Act, 2013, as the case may be, but include private limited companies which are considered as public limited companies in terms of Section 2(71) of the Companies Act, 2013. The committee chairmanships / memberships considered for the purposes of disclosure are those prescribed under clause 49(l)(C) of the Listing Agreement(s) viz. Audit Committee and Stakeholders' Relationship Committee / Investors' Grievance Committee of Indian public limited companies.
13. In compliance with the provisions of 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 assent or dissent of the shareholders in respect of the resolutions contained in the Annual General Meeting Notice dated April 24, 2014 is also being taken through e-voting facility provided through Karvy Computershare Private Limited.
14. 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 Annual General Meeting.
15. The Board of Directors has appointed Mr. Sanjay Grover of M/s. Sanjay Grover and Associates, Company Secretaries, New Delhi as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. In terms of provisions of Section 107 of the Companies Act, 2013 since the Company is providing the facility of e-voting to the shareholders, there shall be no voting by show of hands at the Annual General Meeting. The shareholders who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
17. The shareholders can opt for only one mode of voting i.e. through e-voting or through physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will be considered invalid.
18. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, June 20, 2014.
19. The result on resolutions shall be declared on or before closing business hours on Wednesday, August 6, 2014 at the registered office of the Company and shall also be available on the website of the Company. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
20. Statutory Registers and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Clause 14 of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, are open 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 Annual General Meeting and will also be available for inspection at the meeting.
21. Members having any question on financial statements or on any agenda item proposed in the notice of Annual General Meeting are requested to send their queries at least ten days prior to the date of Annual General Meeting of the Company at its registered office address to enable the Company to collect the relevant information.
22. Members / proxies are requested to bring duly filled admission / attendance slips sent herewith along with the Notice of the Annual general Meeting at the meeting.
23. 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 shareholders/ attendees are requested not to bring any article / baggage etc. at the venue of the Annual General Meeting.

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

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 5 and 6

Mr. Mark Chin Kok Chong and Mr. Devender Singh Rawat were appointed as additional director(s) on the Board of the Company w.e.f. July 29, 2013 and April 1, 2014 respectively.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Article No. 106 of the Articles of Association of the Company, Mr. Mark Chin Kok Chong and Mr. Devender Singh Rawat hold office upto the date of this Eighth Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from two members, proposing the appointment of Mr. Mark Chin Kok Chong and Mr. Devender Singh Rawat as Director(s) of the Company, liable to retire by rotation along with the prescribed deposit of ₹ 1,00,000/- for each director.

Mr. Mark Chin Kok Chong and Mr. Devender Singh Rawat are not disqualified from being appointed as Director(s) in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Director(s) of the Company.

Save and except Mr. Mark Chin Kok Chong and Mr. Devender Singh Rawat and their 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 proposed resolution(s).

The Board recommends appointment of Mr. Mark Chin Kok Chong and Mr. Devender Singh Rawat as director(s) liable to retire by rotation and to pass the resolution(s) as set out in Item No. 5 and 6 of the Notice as Ordinary Resolution(s).

Brief profile of Mr. Mark Chin Kok Chong and Mr. Devender Singh Rawat is enclosed and detailed profile is available on www.bharti-infratel.com

Item No. 7 to 11 (both inclusive)

Mr. Bharat Sumant Raut, Mr. Jitender Balakrishnan, Ms. Leena Srivastava, Mr. Narayanan Kumar and Mr. Vinod Dhall are Independent Director(s) on the Board of the Company.

In terms of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement, the above directors are required to be appointed in the forthcoming Annual general Meeting as Independent Director(s) and shall not be liable to retire by rotation.

Accordingly, it is proposed to appoint these directors for a term as specified below:

Sl. No.	Independent Director(s)	Term upto
1.	Mr. Bharat Sumant Raut	March 31, 2019
2.	Mr. Jitender Balakrishnan	March 31, 2019
3.	Ms. Leena Srivastava	March 31, 2019
4.	Mr. Narayanan Kumar	March 31, 2019
5.	Mr. Vinod Dhall*	September 2, 2015

*Mr. Vinod Dhall was appointed as an Independent Director w.e.f. September 3, 2012 for three consecutive years. As per the 'Independent Directors Policy' of the Company, the retirement age for Independent Directors is 70 years. Mr. Dhall has completed 70 years in February 2014. However, as a one time exception, the Board has extended his retirement age till the completion of three years of his appointment i.e. till September 2, 2015.

The Company has received notice under section 160 of the Companies Act, 2013 from a member proposing the appointment of all the above referred directors along with the prescribed deposit of ₹ 1,00,000/- for each director.

All the Independent Director(s) have confirmed that they are not disqualified in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Director(s) of the Company.

In the opinion of the Board, the Independent Director(s) proposed to be appointed fulfil all the conditions specified in the Companies Act, 2013 and the rules made thereunder and are independent of the management.

Copy of the draft letter(s) for appointment of the Independent Director(s) setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Save and except the above mentioned Independent Director(s) and their 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 proposed resolution(s).

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Director(s). Accordingly, the Board recommends the appointment of the Independent Director(s) and to pass the resolution(s) as set out in Item No. 7 to 11 (both inclusive) as Ordinary Resolution(s).

Brief profiles of all the Independent Directors are enclosed and detailed profiles are available on www.bharti-infratel.com

Item No. 12

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. R. J. Goel & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of ₹ 1,40,000/- plus service tax and reimbursement of out of pocket expenses for the financial year ending March 31, 2015.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders. Accordingly, ratification of the members is being sought for the proposal contained in the resolution as set out at Item No. 12 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the resolution as set out under Item No.12 as an Ordinary Resolution.

Item No. 13 and 14

The Company's present Employee Stock Option Plan 2008 (ESOP Scheme) was approved by the shareholders of the Company on August 28, 2008.

As per the present terms, options granted under the ESOP Scheme can be exercised over a period of 7 years from the Grant Date. In order to enable employees to phase out the fund requirements over a longer tenure, it is proposed to revise the exercise period from 'Seven years from Grant Date' to 'Seven Years from respective Vesting Dates'.

Further, in terms of Plan I of the ESOP Scheme, there are two vesting schedules viz. 4 years vesting schedule for General Category i.e. all permanent employees of the Company and 5 years vesting schedule for Special Category i.e. Directors and UC Cadre employees.

Mr. D S Rawat – Managing Director & CEO and Mr. Pankaj Miglani – CFO have been granted 145,905 options in August, 2010 and 91,185 options in August, 2011 respectively under Plan I of ESOP Scheme under 'UC Cadre employees' category, of which 20% options each are being vested over 5 years from the respective grant date(s).

In order to have uniformity in the vesting schedule across all employees of the Company, it is proposed to revise vesting schedule of options granted to 'UC Cadre employees' as under:

- i) 20% vesting of the total numbers of options on completion of 1 year from the Grant Date
- ii) 20% vesting of the total numbers of options on completion of 2 years from the Grant Date
- iii) 25% vesting of the total numbers of options on completion of 3 years from the Grant Date
- iv) 35% vesting of the total numbers of options on completion of 4 years from the Grant Date

As per the SEBI Guidelines, any amendment to the ESOP Scheme requires the approval of the shareholders as special resolution. The aforesaid amendments in the ESOP Scheme are not prejudicial to the interests of the option holders covered under the ESOP Scheme.

A copy of the draft amended ESOP Scheme would be available for inspection without any fee by the members on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting at the registered office of the Company and will also be available for inspection at the venue of the said meeting.

Save and except Mr. Akhil Gupta, Mr. D S Rawat and Mr. Pankaj Miglani to the extent of options granted to them respectively under the ESOP Scheme and to the extent of their/relatives shareholding, 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 proposed resolution(s).

The Board recommends the passing of the resolution(s) as set out under Item No.13 and 14 as Special Resolution(s).

Place: New Delhi
Date: April 24, 2014

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

Registered Office:

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

Anupam Garg
Company Secretary
Membership No. A11152

Information of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting (pursuant to clause 49 of the Listing Agreement)

Mr. Sanjay Nayar (DIN: 00002615)	
Date of Birth	October 13, 1960
Qualifications	- Bachelors' Degree in Science (Mechanical Engineering) from University of Delhi - Post graduate diploma in Management from IIM, Ahmedabad
Experience and expertise in specific functional area	General Management
Shareholding in Bharti Infratel Limited	Nil
Directorship held in other public limited companies in India	- Amalgamated Bean Coffee Trading Company Limited - Apollo Hospitals Enterprise Limited - Avantha Power & Infrastructure Limited - Dalmia Cement (Bharat) Limited - Grameen Capital India Limited - Magma Fincorp Limited
Membership/Chairmanship of committees in public limited companies in India	- Avantha Power & Infrastructure Limited – Audit Committee (Member) - Avantha Power & Infrastructure Limited – Shareholders' & Investors' Grievance Committee (Chairman) - Bharti Infratel Limited – Audit Committee (Member) - Dalmia Cement Bharat Limited – Audit Committee (Member)
Mr. Mark Chin Kok Chong (DIN: 06638569)	
Date of Birth	September 5, 1963
Qualifications	- Bachelors' Degree in Electronics Engineering and Masters' Degree in Research in Electronics Systems from ENSERG, Grenoble, France - Master of Business Administration from National University of Singapore
Experience and expertise in specific functional area	Technology and General Management
Shareholding in Bharti Infratel Limited	Nil
Directorship held in other public limited companies in India	Nil
Membership/Chairmanship of committees in public limited companies in India	Nil
Mr. Devender Singh Rawat (DIN: 06798626)	
Date of Birth	July 7, 1968
Qualifications	Bachelor's degree in Engineering (Electronics and Communication) from Osmania University, Hyderabad
Experience and expertise in specific functional area	General Management
Shareholding in Bharti Infratel Limited	23,080 shares of ₹ 10/- each
Directorship held in other public limited companies in India	Nil
Membership/Chairmanship of committees in public limited companies in India	Bharti Infratel Limited – Stakeholders' Relationship Committee (Member)

Mr. Bharat Sumant Raut (DIN: 00066080)

Date of Birth	August 31, 1949
Qualifications	- Bachelors' Degree in Law from University of Bombay - Chartered Accountant and fellow member of ICAI
Experience and expertise in specific functional area	Finance Management
Shareholding in Bharti Infratel Limited	Nil
Directorship held in other public limited companies in India	- Bharti AXA Life Insurance Company Limited - Bharti AXA General Insurance Company Limited - Bombay Gymkhana Limited - IDFC AMC Trustee Company Limited - I-Flex Solutions Trustee Company Limited
Membership/Chairmanship of committees in public limited companies in India	- Bharti AXA Life Insurance Company Limited – Audit Committee (Chairman) - Bharti AXA General Insurance Company Limited – Audit Committee (Chairman) - Bharti Infratel Limited – Audit Committee (Chairman)

Mr. Jitender Balakrishnan (DIN: 00028320)

Date of Birth	May 8, 1949
Qualifications	- Bachelors' Degree in Mechanical Engineering from University of Madras - Post graduate diploma in Industrial Management from University of Bombay
Experience and expertise in specific functional area	Finance Management
Shareholding in Bharti Infratel Limited	Nil
Directorship held in other public limited companies in India	- Aditya Birla Finance Limited - Bharti AXA Life Insurance Company Limited - Bharti AXA General Insurance Company Limited - Bhoruka Power Corporation Limited - Binani Cement Limited - Essar Projects (India) Limited - Essar Services India Limited - IL&FS Investment Managers Limited - India Glycols Limited - Polyplex Corporation Limited - Sarda Energy & Minerals Limited - Usha Martin Limited
Membership/Chairmanship of committees in public limited companies in India	- Bharti Infratel Limited - Audit Committee (Member) - Binani Cement Limited – Audit Committee (Chairman) - IL&FS Investment Managers Limited – Audit Committee (Member) - Sarda Energy & Minerals Limited – Investor Grievance Committee (Member) - Usha Martin Limited – Audit Committee (Chairman)

Ms. Leena Srivastava (DIN: 00005737)

Date of Birth	September 7, 1960
Qualifications	Degree of Doctor of Philosophy from Indian Institute of Science, Bangalore
Experience and expertise in specific functional area	Energy Economics, Climate and Environment
Shareholding in Bharti Infratel Limited	Nil
Directorship held in other public limited companies in India	- TERI Technologies Limited - Torrent Pharmaceuticals Limited - Shree Cement Limited
Membership/Chairmanship of committees in public limited companies in India	Torrent Pharmaceuticals Limited - Audit Committee (Member)

Mr. Narayanan Kumar (DIN: 00007848)

Date of Birth	January 28, 1950
Qualifications	Fellow member of the Indian National Academy of Engineering
Experience and expertise in specific functional area	Technology, Finance and General Management
Shareholding in Bharti Infratel Limited	Nil
Directorship held in other public limited companies in India	- Entertainment Network (India) Limited - Times Innovative Media Limited - MRF Limited - Take Solutions Limited - Mphasis Limited
Membership/Chairmanship of committees in public limited companies in India	- Entertainment Network (India) Limited - Audit Committee (Chairman) - Mphasis Limited - Audit Committee (Chairman) - Take Solutions Limited - Shareholders/ Investors Grievance Committee (Chairman) - Times Innovative Media Limited - Audit Committee (Member)

Mr. Vinod Dhall (DIN: 02591373)

Date of Birth	February 20, 1944
Qualifications	- Bachelors' Degree in Law from University of Delhi - Masters' Degree in Mathematics from University of Allahabad
Experience and expertise in specific functional area	Legal Services
Shareholding in Bharti Infratel Limited	Nil
Directorship held in other public limited companies in India	- ICICI Prudential Life Insurance Company Limited - ICICI Prudential Pension Funds Management Company Limited - ICICI Prudential Trust Limited - Orient Cement Limited - Schneider Electric Infrastructure Limited
Membership/Chairmanship of committees in public limited companies in India	- Bharti Infratel Limited – Audit Committee (Member) - ICICI Prudential Pension Fund Company Limited – Audit Committee (Member) - ICICI Prudential Trust Limited - Audit Committee (Member) - Orient Cement Limited – Audit Committee (Chairman) - Orient Cement Limited – Shareholders'/ Investors' Grievance Committee (Member) - Schneider Electric Infrastructure Limited – Share Transfers and Shareholders'/ Investors' Grievance Committee (Chairman) - Schneider Electric Infrastructure Limited – Audit Committee (Chairman)

Place: New Delhi
Date: April 24, 2014

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

Registered Office:

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

Anupam Garg
Company Secretary
Membership No. A11152



BHARTI INFRATEL LIMITED

CIN: L64201DL2006PLC156038

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

T.: +91-11-4666 6100, **F.:** +91-11-4166 6137

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

ADMISSION SLIP

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

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

I/we hereby record my / our presence at the Eighth Annual General Meeting of the Company being held on Monday, August 4, 2014 at 10.30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003, India.

Please (✓) in the box

☐ MEMBER ☐ PROXY

Signature of Member/Proxy

*Applicable for member holding shares in physical form.



**BHARTI INFRATEL LIMITED**

CIN: L64201DL2006PLC156038

Regd. Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110 070**T.:** +91-11-4666 6100, **F.:** +91-11-4166 6137**Email id:** compliance.officer@bharti-infratel.in **Website:** www.bharti-infratel.com**PROXY FORM**

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

Name of the member(s):

Registered address:

E-mail ID:

DP ID & Client ID/Regd. Folio No:

I/We, being the member(s) of shares of the above named Company, hereby appoint

1. Name: Address:
E-Mail: Signature: or failing him.
2. Name: Address:
E-Mail: Signature: or failing him.
3. Name: Address:
E-Mail: Signature: or failing him.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighth Annual General Meeting of the Company scheduled to be held on Monday, August 4, 2014 at 10.30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
1.	Receive, consider and adopt following financial statements: a) Audited standalone financial statements of the Company for the financial year ended March 31, 2014 b) Audited consolidated financial statements of the Company for the financial year ended March 31, 2014		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Mr. Sanjay Nayar as a Director liable to retire by rotation		
4.	Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company		
5.	Appointment of Mr. Mark Chin Kok Chong as a Director liable to retire by rotation		
6.	Appointment of Mr. Devender Singh Rawat as a Director liable to retire by rotation		
7.	Appointment of Mr. Bharat Sumant Raut as an Independent Director		
8.	Appointment of Mr. Jitender Balakrishnan as an Independent Director		
9.	Appointment of Ms. Leena Srivastava as an Independent Director		
10.	Appointment of Mr. Narayanan Kumar as an Independent Director		
11.	Appointment of Mr. Vinod Dhall as an Independent Director		
12.	Ratification of remuneration to be paid to M/s. R. J. Goel & Co, Cost Accountants, Cost Auditors of the Company		
13.	Amendment in the exercise period under Employee Stock Option Plan 2008 (ESOP Scheme)		
14.	Amendment in the vesting schedule under Employee Stock Option Plan 2008 (ESOP Scheme)		

Signed this Day of 2014

Signature of shareholder

Signature of proxy holder(s)

Affix the
revenue stamp
of ₹ 1/-

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less 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
Plot No. 17-24, Vittal Rao Nagar
Madhapur, Hyderabad
Pin: 500 081

Name of the First/Sole Member	
Folio No.	

PAN/Email information

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

Particulars of the Bank Account

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



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

Signature of the 1st Registered Holder/Sole Holder

