

July 12, 2020

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

The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai-400051

Ref: Bharti Infratel Limited (534816 / INFRATEL)

Sub: Annual General Meeting (AGM) – Notice of AGM and Integrated Report for financial year ended on March 31, 2020

Dear Sir/ Madam,

Further to our letter dated July 11, 2020 and pursuant to the provisions of Regulation 30, 44 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that:

- The 14th (Fourteenth) AGM of the Company will be held on Monday, August 3, 2020 at 03:30 p.m. (IST) through Video Conferencing/ Other Audio Visual Means, in accordance with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. Notice of the AGM along with the Integrated Report & Annual Accounts 2019-2020 is enclosed and is also being sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s). The requirement of sending physical copy of Notice and Integrated Report to the members has been dispensed with vide the aforementioned circulars.
- The Company is offering e-voting facility to its members to transact the businesses set forth in the Notice. The facility to exercise vote by electronic means (i.e. remote e-voting/ e-voting at the AGM) on all resolutions as set out in the Notice will be provided to the members holding shares either in physical or electronic form as on the cut-off date i.e. Monday, July 27, 2020. The remote e-voting will commence on Thursday, July 30, 2020 at 9:00 A.M. and will end on Sunday, August 2, 2020 at 5.00 P.M. (both days inclusive).

The Notice and Integrated Report are also available on the website of the Company at www.bharti-infratel.in.

Kindly take the same on record.

Thanking you,

Yours Sincerely,
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. KFin Technologies Private Limited, Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032

Bharti Infratel Limited

CIN L64201DL2006PLC156038

901, Park Centra, Sector 30

NH-8, Gurgaon, Haryana - 122001

Phone: +91 124 4132600 Fax: +91 124 4109580

Email: compliance.officer@bharti-infratel.in

www.bharti-infratel.com

Registered Office:

Bharti Crescent

1, Nelson Mandela Road, Vasant Kunj

Phase II, New Delhi, India – 110070

Phone: +91 11 46666100

Fax: +91 11 41666137



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 14th (Fourteenth) Annual General Meeting ("AGM") of the members of Bharti Infratel Limited ("the Company") will be held on Monday, August 3, 2020 at 3.30 p.m. (IST) through Video Conferencing / Other Audio Visual Means to transact the following businesses:

Ordinary Businesses

To consider and, if thought fit, to pass, 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, 2020

"Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2020 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, 2020 as per IND-AS including report of Auditors thereon be and are hereby received, considered and adopted."

2. To confirm interim dividends

"Resolved that first interim dividend of ₹ 3.65/- per equity share of ₹ 10/- each fully paid up, paid to the members for the financial year 2019-2020, as per the resolution passed by the Board of Directors in its meeting held on August 12, 2019 be and is hereby confirmed.

Resolved further that the second interim dividend of ₹ 2.75/- per equity share of ₹ 10/- each fully paid up, paid to the members for the financial year 2019-2020, as per the resolution passed by the Board of Directors in its meeting held on December 10, 2019 be and is hereby confirmed.

Resolved further that the third interim dividend of ₹ 4.10/- per equity share of ₹ 10/- each fully paid up, paid to the members for the financial year 2019-2020, as per the resolution passed by the Board of Directors in its meeting held on April 23, 2020 be and is hereby confirmed."

3. To re-appoint Mr. Rajan Bharti Mittal (DIN: 00028016) as a Director liable to retire by rotation

"Resolved that Mr. Rajan Bharti Mittal (DIN: 00028016), 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."

Special Businesses

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

4. To re-appoint Mr. D S Rawat (DIN: 06798626) as Managing Director & CEO of the Company

"Resolved that pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule V of the Companies Act, 2013 or any other law for the time being in force, consent of the Company be and is hereby accorded to re-appoint Mr. D S Rawat (DIN: 06798626) as Managing Director & CEO of the Company w.e.f. April 1, 2020 up till the date of this Annual General Meeting i.e. August 3, 2020, on the following remuneration and terms and conditions:

Fixed Pay (inclusive of salary and allowance) payable on monthly basis

Such sum as may be determined by the Board from time to time, provided that the total fixed pay shall not exceed ₹ 12.50 Million for aforesaid period.

Variable Pay (Performance Linked Incentive and other pay-outs)

Such sum as may be determined by the Board from time to time, provided that the total variable pay shall not exceed 100% of the fixed pay for aforesaid period.

In addition to the above, he will be entitled to the following:

Employees Stock Options

Such number of options as may be granted to him under any ESOP Scheme as applicable from time to time including perquisite value of Stock Option benefits from time to time.

Perquisites

As per Company's policy(ies) or as approved by the Board from time to time, provided that the aggregate value of the perquisites excluding stock option benefits shall not exceed 15% of the fixed pay during this period.

Retirement / Other benefits

Gratuity, leave encashment and other benefits as per the applicable Company's policy and rules.

Mr. D S Rawat will also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

Mr. D S Rawat will also be entitled to any ex-gratia payment or other similar benefits granted to employees of the Company as decided by the Board or HR, Nomination and Remuneration Committee.

The aggregate remuneration inclusive of fixed pay, variable pay (Performance Linked Incentives), perquisites and other benefits payable to Mr. D S Rawat as Managing Director & CEO shall not exceed the overall ceilings laid down in Section 197 and other applicable provisions of the Companies Act, 2013 or any other law for the time being in force, if any.

Minimum Remuneration

Where in any financial year during the tenure of Mr. D S Rawat as Managing Director & CEO, the Company incurs losses or its profits are inadequate, the Company shall pay to Mr. D S Rawat, the above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), perquisites and other benefits as minimum remuneration, subject to the necessary compliances, if any.

Resolved further that the Board of Directors of the Company, be and is hereby authorized to vary, alter and modify the terms and conditions of re-appointment including designation, remuneration / remuneration structure of Mr. D S Rawat within the limits prescribed above.

Resolved further that the Board of Directors of the Company including duly constituted Committee be and is hereby authorized to do all such acts, deeds and things and to take such steps and actions, as may be considered necessary for the purpose of implementation of the aforesaid resolution."

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

5. To re-appoint Mr. Rajinder Pal Singh (DIN: 02943155) as an Independent Director of the Company

“Resolved that pursuant to the provisions of Section 149 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(s) thereof), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s)

or re-enactment(s) thereof) and as per recommendation of HR, Nomination and Remuneration Committee, Mr. Rajinder Pal Singh (DIN: 02943155), being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five years w.e.f. July 15, 2020 to July 14, 2025.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give 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: June 3, 2020

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. **In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through Video Conferencing ("VC")/ Other Audio Visual means ("OAVM"), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 read with the relevant Rules made thereunder ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.**
2. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Act setting out the material facts and reasons, in respect of Item No. 4 and 5 of this Notice of 14th AGM ("Notice"), is annexed herewith. The Board of Directors of the Company considered that the special businesses under Item No. 4 and 5, being unavoidable, shall be transacted at this AGM of the Company.
3. The Company has appointed M/s KFin Technologies Private Limited ("KFIN"), Registrar and Transfer Agent of the Company, to provide the VC/ OAVM facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the AGM.
4. Since the AGM is being held through VC/ OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also dispensed with.

DISPATCH OF INTEGRATED REPORT THROUGH ELECTRONIC MODE:

5. In compliance with the MCA Circulars read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (the "SEBI Circular"):
- a) Notice of AGM along with the Integrated Report & Annual Accounts 2019-2020 ("Integrated Report") is

being sent through e-mail, to those Members whose email addresses are registered with the Company/ Depository Participants ("DPs"). No physical copy would be dispatched. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form.

- b) Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Integrated Report, are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below.

Guidelines to register email address:

- i) Visit the link https://ris.kfintech.com/email_registration or <https://karisma.kfintech.com/emailreg>.
- ii) Select the company name i.e. Bharti Infratel Limited.
- iii) Enter DPID-CLID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- iv) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- vi) Enter the email address and Mobile No.
- vii) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
- viii) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- ix) The Company through KFIN will send the Notice, Integrated Report and the e-voting instructions along with the User ID and Password to the email address given by you.

- x) Alternatively, Members may send an e-mail request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form) to enable KFIN to register their e-mail address and to provide them the Notice, Integrated Report and the e-voting instructions along with the User ID and Password.
 - xi) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice, Integrated Report and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
 - xii) In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 345 4001.
6. The Notice along with Integrated Report will be sent through e-mail to those members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on July 03, 2020.
 7. The Notice and the Integrated Report have also been uploaded on the website of the Company (www.bharti-infratel.com), KFIN (<https://evoting.karvy.com/public/Downloads.aspx>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.
- PROCEDURE FOR JOINING AGM THROUGH VC/ OAVM:**
8. The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 9. Members are requested to follow the procedure given below to attend the AGM through VC / OAVM or view the live webcast:
 - i) Launch internet browser (latest version of Chrome/ Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.
 - ii) Enter the login credentials (i.e., User ID and password for e-voting).
 - iii) After logging in, click on "Video Conference" option.
 - iv) Then click on camera icon appearing against AGM event of Bharti Infratel Limited to attend the AGM.
 10. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.
 11. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM. The facility will be available to the Members on first-come-first-served basis. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are allowed to attend the AGM without restriction on first-come-first-served basis.
 12. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The facility of 'Speaker Registration' will open from Thursday, July 30, 2020 and will end on Friday, July 31, 2020. Only those members who are registered will be allowed to express their views or ask questions.
 13. Members can submit their questions in advance with regard to the accounts or any other matter to be placed at the AGM by sending an e-mail to the Company at compliance.officer@bharti-infratel.in and marking a copy to evoting@KFintech.com mentioning their name, DP ID-Client ID/ Folio number on or before Friday, July 31, 2020 or they can post their questions from Thursday, July 30, 2020 to Friday, July 31, 2020 by logging on to <https://emeetings.kfintech.com/>. They can also upload their video by registering themselves as speaker by accessing the facility provided at <https://emeetings.kfintech.com/> -> speaker registration. The

maximum time limit of the video should be three minutes. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the AGM.

14. In case of any query relating to the procedure for attending AGM through VC/ OAVM or for any technical assistance, Members may call on toll free no.: 1800 345 4001 or send an e-mail at einward.ris@kfintech.com.
15. Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail id to the Scrutinizer at contact@cssanjaygrover.in with a copy marked to einward.ris@kfintech.com (KFIN's id).
16. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Institutional shareholders are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

18. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
19. The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.
20. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. The Members who have cast their vote by remote e-voting may also attend the AGM.

21. 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.

22. The remote e-voting facility will be available during the following period:

Commencement : From 9:00 a.m. (IST) on Thursday,
of remote e-voting : July 30, 2020

End of remote e-voting : Upto 5:00 p.m. (IST) on Sunday,
August 2, 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of aforesaid period.

23. The voting rights of Members for remote e-voting and for e-voting at AGM 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. Monday, July 27, 2020.
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 Monday, July 27, 2020 only shall be entitled to avail the facility of remote e-voting / e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
25. Any person who becomes Member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e. Monday, July 27, 2020 may obtain the User ID and password in the manner as mentioned below:
 - i) 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
 - ii) 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.

- iii) Member may Call KFIN's Toll free number 1-800-3454-001.
 - iv) Member may send an e-mail request to evoting@kfintech.com.
26. If the Member is already registered with KFIN for e-voting, he can use his existing User ID and Password for casting the vote through remote e-voting.
27. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFIN website (<https://evoting.karvy.com>). In case of any other queries/ grievances connected to remote e-voting or shares, you may contact Mr. Raj Kumar Kale, an official of KFIN, at telephone number: 040-67162222 or the toll free number 1800-345-4001 or at email: evoting@kfintech.com.
28. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, and failing him, Ms. Priyanka, Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
29. The Scrutinizer, after scrutinizing the voting through e-voting at AGM and through remote e-voting shall, within Forty Eight (48) Hours from conclusion of the AGM, 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 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 KFIN (<https://evoting.karvy.com>) and shall also be displayed on the notice board at the registered office and the corporate office of the Company. 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.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

30. 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 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 will be available during the AGM for inspection in the electronic mode at <https://emeetings.kfintech.com>.
31. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up till the date of AGM. Members seeking to inspect such documents can send an email to compliance.officer@bharti-infratel.in.

IEPF RELATED INFORMATION:

32. Members wishing to claim dividends due to them which has remained unclaimed or unpaid are requested to contact KFIN.
33. Pursuant to the provisions of Section 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed/ unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, the shares on which dividend remains unpaid/ unclaimed for seven consecutive years or more are also required to be transferred to IEPF.

Members may visit the Company's website www.bharti-infratel.com for tracking the details of unclaimed/ unpaid amounts, pending transfer to IEPF. Members may note that they can claim their unclaimed/ unpaid dividend declared for the financial year 2012-2013 till August 7, 2020 by following the procedure specified on the Company's website at <https://www.bharti-infratel.com/cps-portal/web/shares.html>.

Once the above-mentioned dividend amounts and shares are transferred to IEPF, no claim shall lie in respect thereof with the Company. The Members may claim the same by making an online application to the IEPF Authority in Form IEPF-5 available on the website of the Company and IEPF i.e. www.bharti-infratel.com and www.iepf.gov.in.

OTHER INFORMATION:

34. Information regarding particulars of the Directors to be re-appointed requiring disclosure in terms of the Secretarial Standard 2, Listing Regulations and the explanatory statement pursuant to Section 102 of the Act are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure do not include the directorships held in foreign companies. The committee chairmanships/ memberships considered for the purpose of disclosure are those prescribed under Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies.

35. As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFIN for assistance in this regard.
36. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other share related matters and/ or change in address or updation thereof to KFIN. 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.
37. Non-resident Indian shareholders are requested to inform about the following to the Company or KFIN or the concerned DP, 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.
38. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act 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 KFIN. 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.
39. Securities and Exchange Board of India has mandated the submission of 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 KFIN.
40. Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFIN enclosing their share certificates to consolidate their holding into one folio.

41. At the Eleventh AGM held on July 22, 2017, the members approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/ W - 100018) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of sixteenth AGM to be held in financial year 2021-22, subject to ratification of their appointment by members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.

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

Item No. 4

In terms of the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any, of the Act and the rules made thereunder, re-appointment of the Managing Director & Chief Executive Officer (MD & CEO) requires approval of the shareholders by way of ordinary resolution.

Mr. D S Rawat was re-appointed as MD & CEO of the Company w.e.f. April 1, 2017 for a period of 3 years i.e. upto March 31, 2020 vide resolution passed by the shareholders in their meeting held on July 22, 2017.

Mr. D S Rawat has vast experience in Telecom industry and has contributed immensely to the growth of the Company. He had earlier conveyed to the Board that post the merger of Bharti Infratel Limited and Indus Towers Limited, he would not like to be considered for the role of MD & CEO of the merged entity. In view of the above, upon the recommendation of HR, Nomination and Remuneration Committee, the Board of Directors of the Company, in its meeting held on March 30, 2020, had re-appointed Mr. D S Rawat as MD & CEO w.e.f. April 1, 2020 up till September 30, 2020 or up till the date of this AGM, whichever is earlier, subject to the approval of shareholders in this AGM. Accordingly, the Board hereby places the proposal for re-appointment of Mr. D S Rawat as MD & CEO w.e.f. April 1, 2020 up till the date of this AGM i.e. August 3, 2020, on the terms and remuneration as stated in the resolution set out at Item no. 4, for the approval of shareholders as an ordinary resolution. Mr. D S Rawat is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of director by virtue

of any SEBI order or any other such authority and has given his consent to be re-appointed as a MD & CEO of the Company up till September 30, 2020 or date of this AGM, whichever is earlier.

Save and except Mr. D S Rawat 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. 4.

Relevant resolutions and other allied documents being referred in the resolution are available for inspection at <https://evoting.karvy.com>.

The brief profile of Mr. D S Rawat is enclosed and detailed profile is available on www.bharti-infratel.com.

Item No. 5

Pursuant to the provisions of Section 149, 150, 152 and Schedule IV of the Act, 2013 read with rules made thereunder, Mr. Rajinder Pal Singh was appointed as an Independent Director of the Company w.e.f. July 15, 2015 to hold the office for a period of five years.

Based on the recommendation of HR, Nomination and Remuneration Committee and subject to shareholders' approval in this AGM, the Board in its meeting held on April 23, 2020, being eligible, had approved the re-appointment of Mr. Rajinder Pal Singh as an Independent Director of the Company, not liable to retire by rotation, for the second term of five years w.e.f. July 15, 2020.

The Board, based on the performance evaluation of Mr. Singh and recommendation of HR, Nomination and Remuneration Committee, considers that given his background, experience and expertise, the continued association of Mr. Rajinder Pal Singh would be of immense benefit to the Company and it is desirable to continue to avail his service as an Independent Director.

The Company has received declarations from him to the effect that he meets the criteria of independence as provided in Section

149(6) of the Act and rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and Listing Regulations for re-appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his re-appointment shall be available for inspection by the members at KFIN's website i.e. <https://evoting.karvy.com>.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Rajinder Pal Singh to be re-appointed as Independent Director of the Company.

The brief profile of Mr. Rajinder Pal Singh is enclosed and detailed profile is available on www.bharti-infratel.com.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of Listing Regulations and other applicable Regulations, the Board recommends the re-appointment of Mr. Rajinder Pal Singh as Independent Director of the Company and proposes to pass the resolution as set out in item no. 5 as Special Resolution.

Save and except Mr. Rajinder Pal Singh and his relatives to the extent of their shareholding interest, none of the Directors/ Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out in item no. 5 of the Notice.

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: June 3, 2020

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 seeking re-appointment at the forthcoming AGM pursuant to the provisions of Listing Regulations and Companies Act, 2013 including Secretarial Standard as on the date of the Notice

Name	Mr. Rajan Bharti Mittal
DIN	00028016
Date of Birth	January 5, 1960
Age	60 years
Original date of appointment	January 27, 2016
Qualifications	Graduate from Panjab University and an Alumnus of Harvard Business School
Experience and expertise in specific functional area	Marketing and Management
Terms and conditions of re-appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (annexed to Board's Report)
Remuneration last drawn	
No. of Board Meetings attended during the year	As mentioned in the Corporate Governance Report
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	1. Bharti Realty Limited 2. Bharti Telecom Limited 3. Indus Towers Limited 4. Bharti Telemedia Limited
Membership/ Chairmanship of committees in other public limited companies in India	1. Bharti Telecom Limited <i>Stakeholders' Relationship Committee – Chairman</i> <i>Audit Committee – Chairman</i>

Name	Mr. Devender Singh Rawat
DIN	06798626
Date of Birth	July 7, 1968
Age	52 years
Original date of appointment	April 1, 2014
Qualifications	Bachelors' degree in Engineering (Electronics and Communication) from Osmania University, Hyderabad Advanced Management Programme from Wharton, University of Pennsylvania.
Experience and expertise in specific functional area	General Management
Terms and conditions of re-appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (annexed to Board's Report)
Remuneration last drawn	
No. of Board Meetings attended during the year	As mentioned in the Corporate Governance Report
Shareholding in Bharti Infratel Limited	118,339 Equity shares of ₹ 10/- each
Relationship with other Directors, Managers and Other Key Managerial Personnel	NIL
Directorships held in other public limited companies in India	Smartx Services Limited
Membership/ Chairmanship of committees in other public limited companies in India	Nil

Name	Mr. Rajinder Pal Singh
DIN	02943155
Date of Birth	October 20, 1951
Age	68 years
Original date of appointment	July 15, 2015
Qualifications	Masters in Mathematics from Advanced Centre for Pure Mathematics, Panjab University
Experience and expertise in specific functional area	Finance and General Management
Terms and conditions of re-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	1. Maruti Suzuki India Limited 2. Macrotech Developers Limited 3. Nirlon Limited
Membership/Chairmanship of committees in public limited companies in India	1. Maruti Suzuki India Limited <i>Audit Committee - Member</i> 2. Nirlon Limited <i>Audit Committee – Member</i> <i>Stakeholders' Relationship Committee – Member</i> 3. Macrotech Developers Limited <i>Audit Committee - Member</i>



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

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 and Regulation 44 of 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 14th (Fourteenth) Annual General Meeting ("AGM") of the Company scheduled to be held on Monday, August 3, 2020 at 03:30 p.m. by electronic means ("remote e-voting").

The Company has engaged the services of KFin Technologies Private Limited ("KFin") as the authorized agency to provide remote e-voting facilities. The remote e-voting particulars are as follows:

E-Voting Event Number (EVENT)	User ID	Password / PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	09:00 am (IST) on Thursday, July 30, 2020
End of remote e-voting	05:00 pm (IST) on Sunday, August 2, 2020

The cut-off date for the purpose of remote e-voting is July 27, 2020.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by KFin upon expiry of aforesaid period.

This communication forms an integral part of the Notice dated June 3, 2020 for the 14th (Fourteenth) AGM scheduled to be held on Monday, August 3, 2020. Please read the instructions properly 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

Place: New Delhi

Date: June 3, 2020

Registered Office:

901, Park Centra, Sector 30,

NH-8, Gurugram, Haryana- 122001

CIN: L64201HR2006PLC073821

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

CIN: L64201HR2006PLC073821

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

Instructions and other information relating to remote e-voting are as under:

1. In case a member receives an email from KFin [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 on the homepage.
 - (ii) Enter the login credentials (i.e. User ID and password aforementioned). Your Folio No. / DP ID/ Client ID will be your User ID. However, if you are already registered with KFin 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 mandatorily 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. 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. Monday, July 27, 2020. 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 and "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: contact@cssanjaygrover.in with a copy marked to einward.ris@kfintech.com. 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. 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.
3. In case of any query pertaining to E-voting, please visit Help & FAQs section available at KFin's website at <https://evoting.karvy.com>.
4. The members who have cast their votes by remote e-voting may also attend AGM through Video Conferencing or other Audio Visual Means but shall not be entitled to cast their vote again.
5. 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 27, 2020.
6. The Board of Directors has appointed Mr. Devesh Vashisht, Partner and failing him, Ms. Priyanka, 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.
7. The facility for e-voting shall also 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 through e-voting system during the AGM.
8. 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 27, 2020 shall be entitled to avail the facility of remote e-voting/ e-voting at the AGM.
9. 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 27, 2020 may obtain the User Id and password in the manner as mentioned below:
 - (i) 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
 - (ii) 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.
 - (iii) Member may Call KFin's Toll free number 1-800-3454-001.
 - (iv) Member may send an e-mail request to evoting@kfintech.com.
10. The Scrutinizer shall within a period not later than 48 hours from the conclusion of AGM shall unblock the votes 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 declare the result forthwith.
11. The Results on resolutions shall be declared on or before Wednesday, August 5, 2020 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.
12. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company (www.bharti-infratel.com) and on KFin's website (<https://evoting.karvy.com>). The results shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited.