

July 22, 2017

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
Email ID: corp.relations@bseindia.com

The National Stock Exchange of India Limited
Exchange Plaza, Bandra kurla Complex,
Bandra (E), Mumbai 400 051
Email ID: cmllist@nse.co.in

Ref: Bharti Infratel Limited (534816 / INFRATEL)

Sub: 11th Annual General Meeting ('AGM') and voting results.

Dear Sir/Madam,

The 11th Annual General Meeting ('AGM') of the Company was held today i.e July 22, 2017 and the business(es) mentioned in the Notice dated May 8, 2017 were transacted.

In this regard, Please find enclosed the following-

1. Summary of proceedings of AGM as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.
3. Report of Scrutinizer dated July 22, 2017 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
4. Annual Report for the financial year 2016-17 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Bharti Infratel Limited


Shweta Girotra
Company Secretary



Brief proceedings of the 11th Annual General Meeting

The 11th Annual General Meeting (AGM) of the Members of Bharti Infratel Limited ('the Company') was held today i.e. Saturday, July 22, 2017 at 4:00 P.M (IST) at Air Force Auditorium, Subroto Park, New Delhi- 110010.

Directors Present:

- 1) Mr. Akhil Kumar Gupta, Chairman
(Member, Stakeholders Relationship Committee representing Mr. Rajan Bharti Mittal, Chairman of Stakeholders Relationship Committee)
- 2) Mr. Bharat Sumant Raut, Independent Director
(Chairman of Audit & Risk Management Committee)
- 3) Mr. DS Rawat, Managing Director & CEO
- 4) Mr. Jitender Balakrishnan, Independent Director
(Member, HR, Nomination & Remuneration Committee representing Mr. N Kumar, Chairman of HR, Nomination & Remuneration Committee)
- 5) Mr. RP Singh, Independent Director

In Attendance:

Mr. Pankaj Miglani, Chief Financial Officer
Ms. Shweta Girotra, Company Secretary
Mr. Vineet Kedia, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors
Mr. Sanjay Grover, M/s. Sanjay Grover & Associates, Company Secretary, Scrutinizer
Dr. S Chandrasekaran, M/s. Chandrasekaran Associates, Company Secretaries, Secretarial Auditor

Members Present:

In Person (including representatives): 2306, holding 1,149,072,319 shares
In proxy – 34, representing 125 shares

In terms of the provisions of Article 83 of the Articles of Association of the Company, Mr. Akhil Gupta, Chairman of the Board chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order.

With the consent of the members, the Notice convening the Annual General Meeting, the Directors' Report and the Financial Statements for the financial year ended March 31, 2017 were taken as read. There was no qualification in the Audit Report.

The Chairman delivered his speech followed by presentation on financial and operational performance of the Company by Mr. D. S. Rawat, Managing Director & CEO. The presentation is enclosed and will also be made available on the website of the Company at www.bharti-infratel.com.

The Chairman informed that the Company had provided to the Members the facility to cast their vote electronically through remote e-voting, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes through remote e-voting were provided an opportunity to cast their votes at the AGM.

It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM dated May 8, 2017, were transacted at the meeting:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017.
2. To confirm interim dividend and declaration of final dividend on equity shares.
3. Re-appointment of Rajan Bharti Mittal (DIN: 00028016) as a Director liable to retire by rotation.
4. Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon (Registration no. 117366W/ W- 100018) as the Statutory Auditors of the Company.
5. Appointment of Sanjay Omprakash Nayar (DIN: 00002615) as a Director, liable to retire by rotation.
6. Appointment of Tao Yih Arthur Lang (DIN: 07798156) as a Director, liable to retire by rotation.
7. Re-appointment of Devender Singh Rawat (DIN: 06798626) as Managing Director & Chief Executive Officer of the Company.

Clarification were provided to the queries raised by the members

The Board of Directors had appointed Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi as the Scrutinizer to supervise the remote e - voting and insta- poll (voting at AGM) process.

The details of the voting results (remote e-voting and insta-poll) on all the resolutions as set out in the Notice of AGM in accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed. All the resolutions as set out in the Notice of AGM have been approved with overwhelming majority.

This is for your information and record.

Thanking you,
Yours faithfully,

For Bharti Infratel Limited



**Shweta Girotra
Company Secretary**



Date: July 22, 2017



Annual General Meeting FY16-17

July 2017

Contents

- About us
- Performance Highlights – FY2017
- In Summary

About the Company

Bharti Infratel – Who We Are?



A Leading Tower Infrastructure Operator

Pan India Presence across all 22 Telecommunications Circles

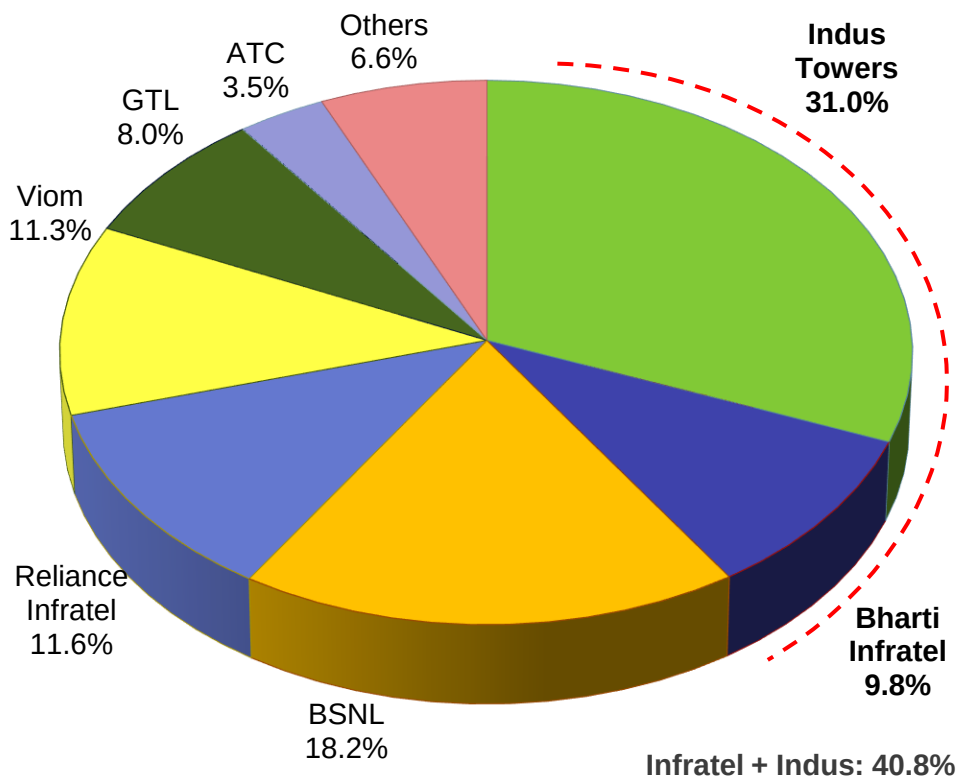
Indus Towers – JV between Bharti Infratel, Vodafone and Aditya Birla Telecom

Top 3 Operators – Anchor Customers & Relationships with all other Operators

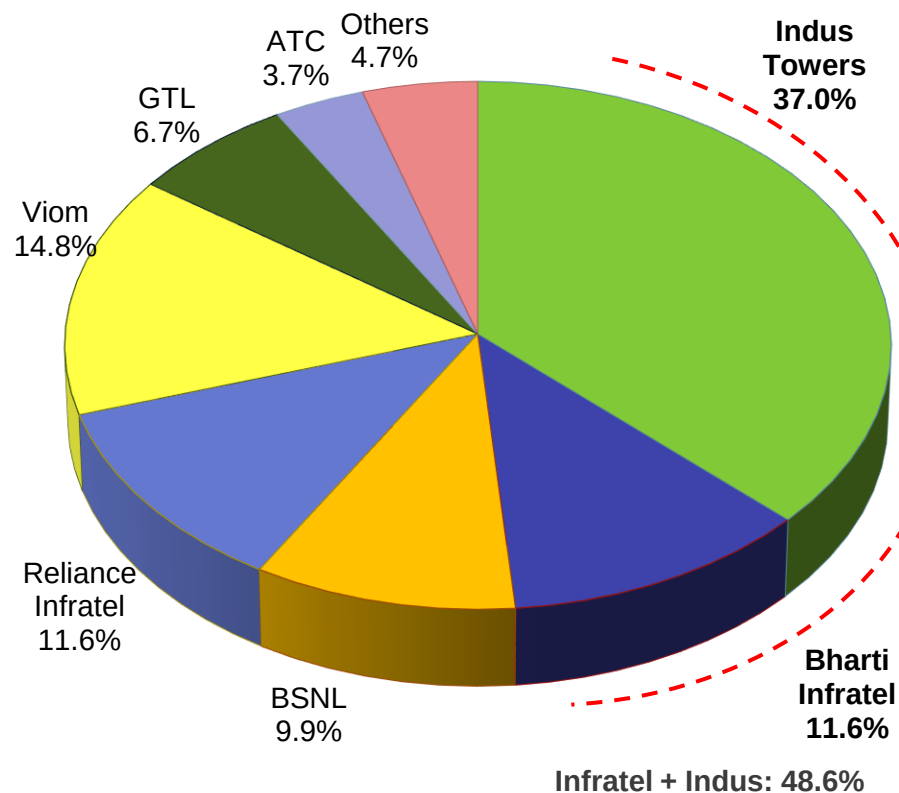
Marquee promoter and investors

Our Share of Market

Towers

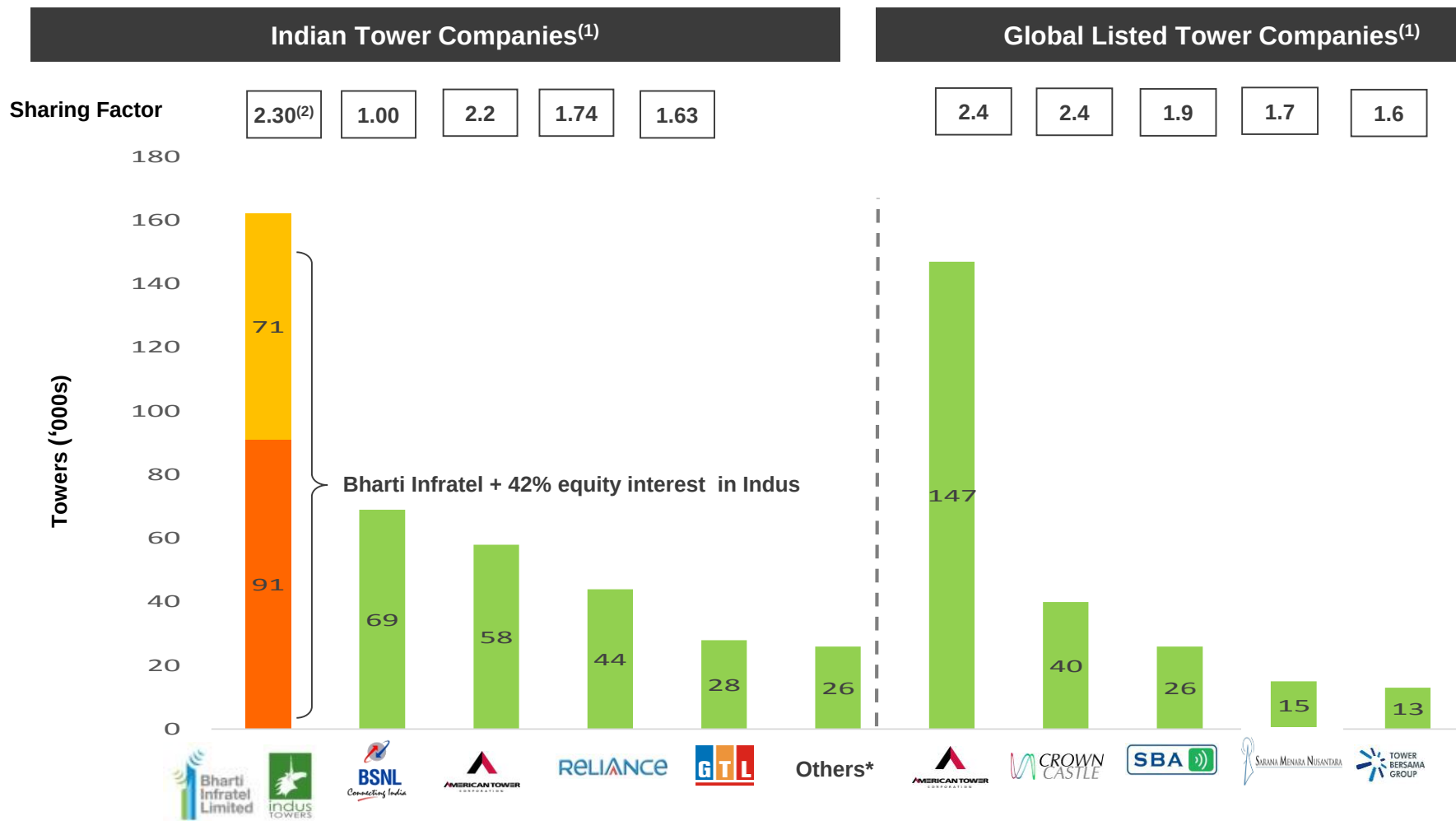


Co-locations



Bharti Infratel and Indus command almost 50% of co-location market

A Leading Global Tower Infrastructure Operator



CCI: Crown Castle International, SBA: SBA Communications, ATC: American Tower, TBIG: Tower Bersama; SMN: Sarana Merana Nusantara

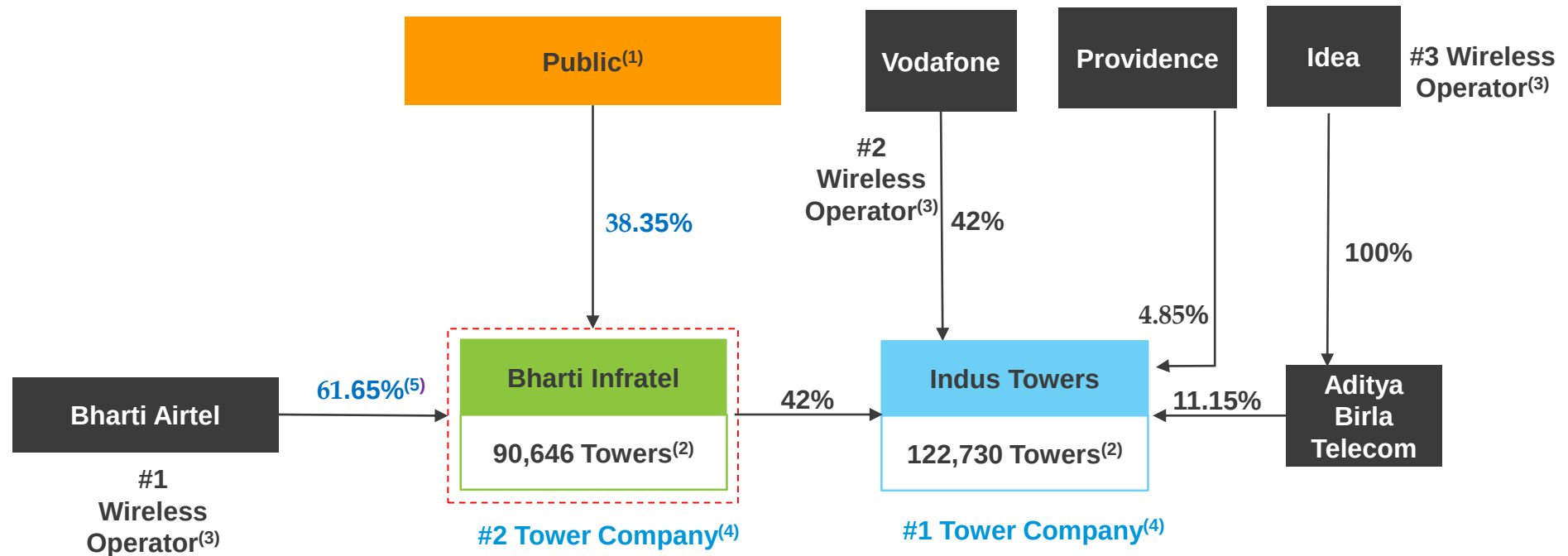
Source: Deloitte, SEC filings, Annual and quarterly reports; For ATC, CCI, GTL, SBA, SMN, TBIG tower data corresponds to Mar 31, 2017; all other data corresponds to March 31, 2015 as per Deloitte Report. *Others do not include any proprietary towers of Reliance Jio

Bharti Infratel and Indus tower and co-locations as at Mar 31, 2017; Sharing factor for Bharti Infratel standalone and Indus combined

Combined quarterly average sharing factor for Bharti Infratel including 42% stake in Indus. Unconsolidated sharing factors for Bharti Infratel is 2.25 and for Indus is 2.34, data as of Mar 31, 2017

Bharti Infratel Overview

Corporate Structure



Together with Indus Towers, Bharti Infratel is a leading tower company in India

(1) Public includes 10.34% held by Silverview Portfolio Investments Pte. Ltd. and Canada Pension Plan Investment Board

(2) As at Mar 31, 2017; No. of towers for Bharti Infratel is consolidated including 42% stake in Indus Towers

(3) Ranking as per India revenue market share for the quarter ended Dec 2016 (Source: TRAI)

(4) Based on tower count (Source: Deloitte); Bharti Infratel is #2 tower company including proportionate towers based on 42% economic interest in Indus; Bharti Infratel standalone has 39,099 towers as of Mar 31, 2017

(5) Bharti Airtel shareholding as on Mar 31, 2017, includes 11.32% held by its wholly owned subsidiary Nettle Infrastructure Investments Ltd.

‘To be the best and most innovative passive communications infrastructure provider globally’

Known for

**Highest uptime
Speed & Quality of deployment
Cost & Energy efficiencies
Environment friendliness**

Our Strengths



1

A Leading Tower Infrastructure Operator

2

Visibility of Future Revenues Through Long Term Contracts

3

Demonstrated Operational and Financial Performance

4

Implementation of Green Initiatives

5

Experienced Management

Performance Highlights – FY2017

Performance at a Glance: Equity consol

Tower Base: 90,646

YoY 2.1% growth

Co-locations: 2,10,606

YoY 8.0% growth

Sharing Factor: 2.32

Revenues: Rs. 6,085 Cr

YoY 9.5% growth

EBITDA: Rs. 2,853 Cr

YoY 13.7% growth

Profit: Rs. 2,747 Cr

YoY 22.2% growth

Dividend of INR 16 / share (12 Interim and 4 final*) for FY17, translating to 132% of Standalone PAT

Performance at a Glance: Proportionate consol

Tower Base: 90,646

YoY 2.1% growth

Co-locations: 2,10,606

YoY 8.0% growth

Sharing Factor: 2.32

Revenues: Rs. 13,424 Cr*

YoY 8.9% growth

EBITDA: Rs. 5,942 Cr*

YoY 9.1% growth

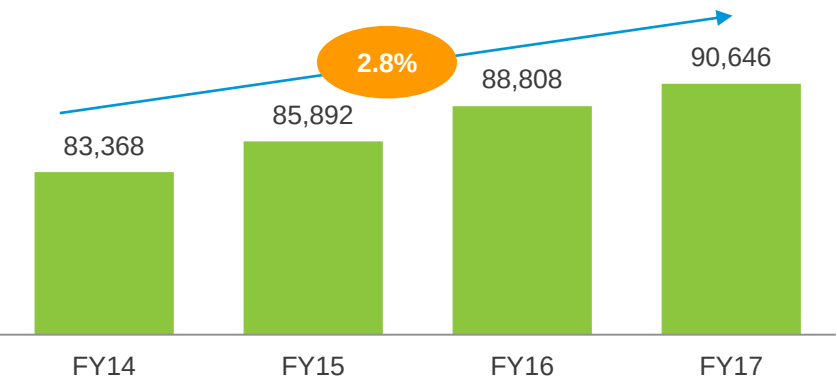
Profit: Rs. 2,747 Cr

YoY 22.2% growth

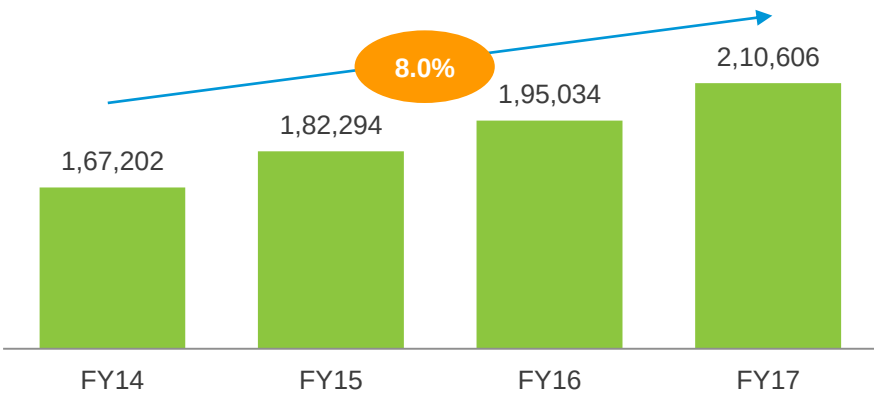
Dividend of INR 16 / share (12 Interim and 4 final) for FY17, translating to 132% of Standalone PAT**

Operational Performance

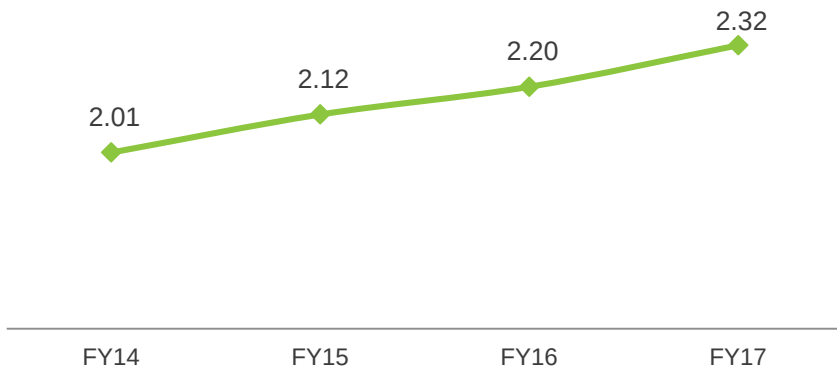
Towers



Co-locations



Closing Sharing Factor



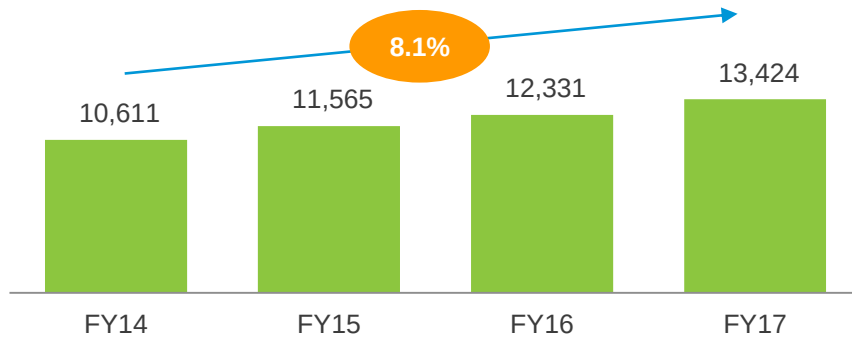
Steadily growing tower and co-locations base

Average Sharing Factor at 2.26 for FY17

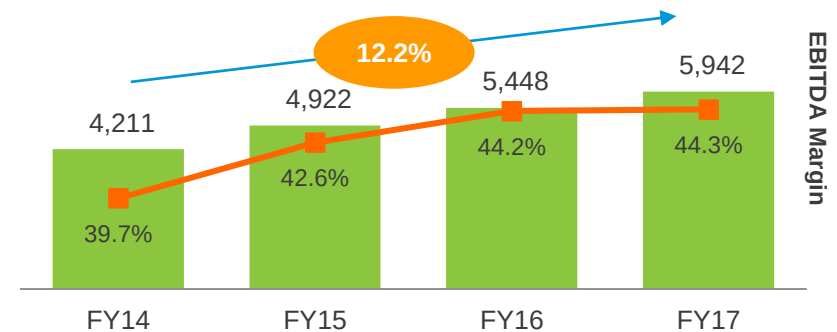
Increasing demand for data networks augurs well for tower infrastructure companies

Financial Performance (basis proportionate consol)

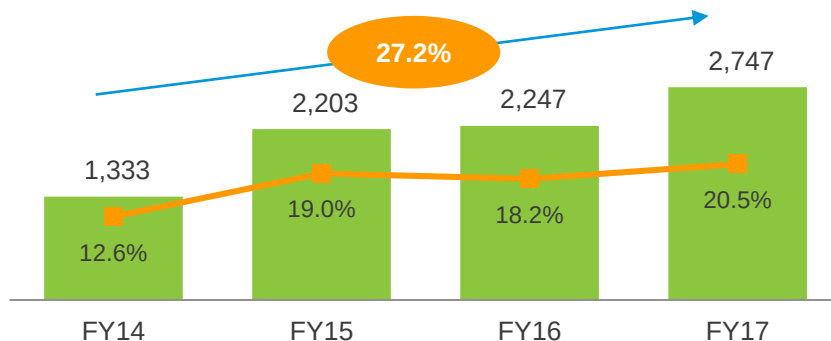
Revenues (Rs. Cr) ¹



EBITDA (Rs. Cr) ¹



Net Profit (Rs. Cr) ²



Expanding margins as operating leverage kicks in

Improving Profitability margins

Strong cash flow generation

1. Revenue and EBITDA are excluding other income.
2. Profit after tax excludes impact of Other Comprehensive Income
3. Past and current financial performance based on proforma consolidated financials as per proportionate consolidation method as per IND AS

Our Green Initiatives - P7 Energy Program

Institutionalized 'Green Towers P7' program, aimed at minimizing dependency on diesel consumption and thereby, reducing the carbon footprint

- Program initiated originally with seven innovative ideas deploying cleaner energy technologies; and kept growing
- Three pillars of our Green Initiatives

1 Use of Renewables - Solar and Diesel Free Towers

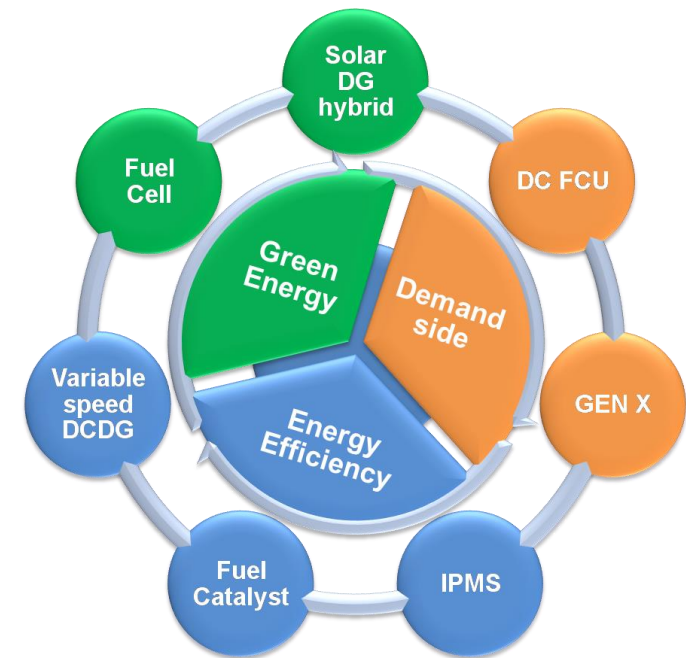
- 3,000+ solar powered towers, Installed capacity of over 11 MW
- 38,962 (43% of the Portfolio) towers across the network are Green towers

2 Improving Energy Efficiency of Tower Infrastructure Equipment

- Implemented hybrid battery bank solutions
- Installed variable speed diesel generator sets

3 Reduction of Power Consumption via Free Cooling Units (FCU)

- FCUs utilize the outside ambient air for cooling the shelter



CSR at Infratel

Our CSR Vision:

“To build an empowered society through education, community development and environment sustainability”

Our CSR Policy focuses on promoting:

1 Education / Skill / Rural Development

- **Satya Bharti School Program** for free & quality education for underprivileged children across 6 states
- **Bharti Infratel Scholarship Program** for underprivileged students with disabilities in North eastern region
- Vocational and interpersonal skill training to 1000+ underprivileged women living in slums by VSO India Trust

2 Sanitation / Rural Development

- **Satya Bharti Abhiyan Program** for constructing and handing over household toilets and government girl school toilets
- **FLOW program** for providing safe water infrastructure and awareness on hygiene and sanitation in schools

3 Environmental Sustainability

- **38,962 ‘Green’ towers** across our network



Rs. 224.18 Mn spent on CSR in FY16-17

Key Recognitions



Bharti Infratel has been recognized as one of Top 100 Best Companies by Great Place to Work Institute in 2016.



Bharti Infratel has been recognized as the Best Infrastructure Brand of 2016, at The Economic Times Best Infrastructure Brands conference. It recognizes our exemplary track record and contribution to India's economic growth story.



Bharti Infratel received the 'Golden Peacock Award for Sustainability' by Institute of Directors at The London Global Convention, 2016 for promoting sustainable business practices and developments.

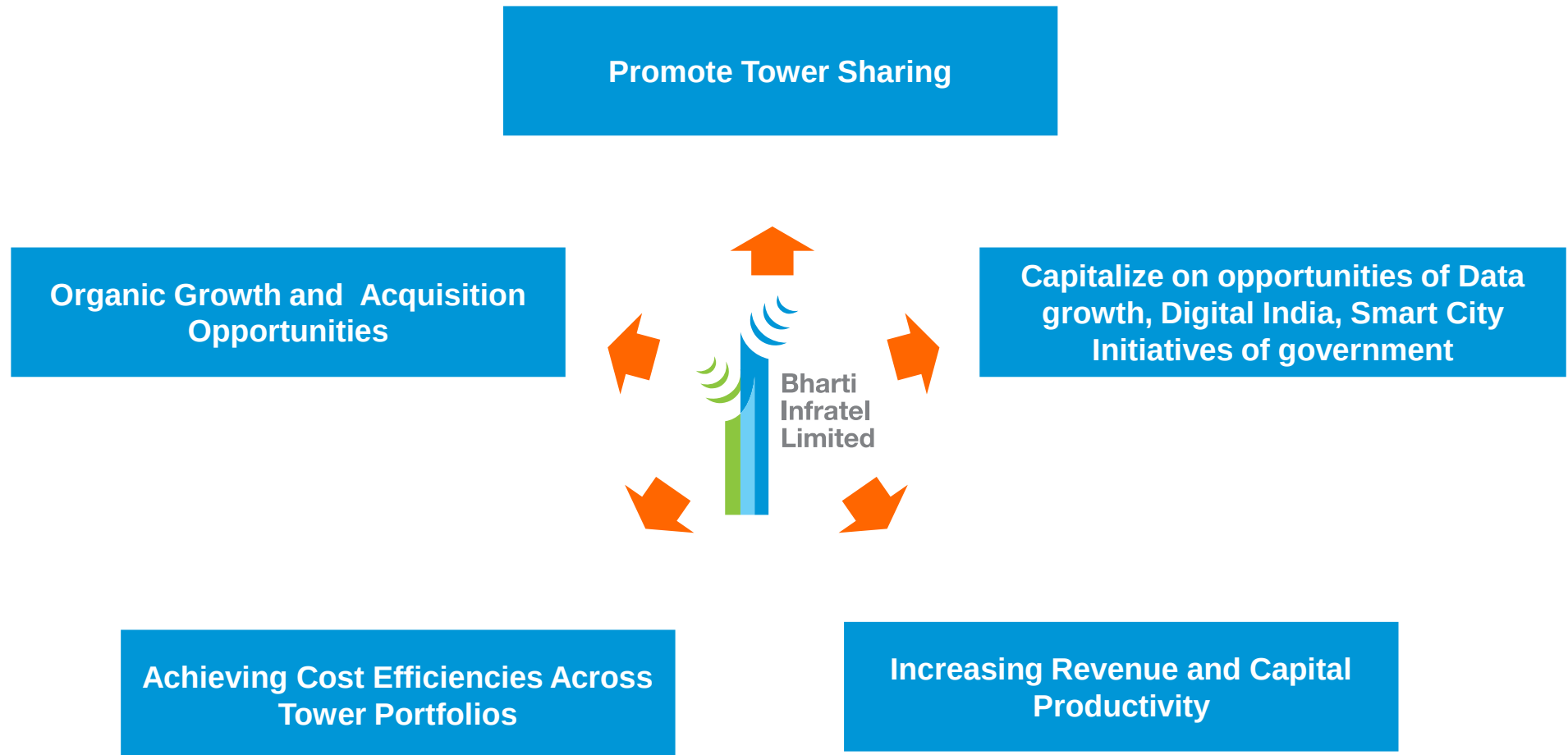


Bharti Infratel has been adjudged as one of the 'Best Employers' at the 'Aon Hewitt Best Employers' 2017 Awards for the third year in a row.

For more details, please visit our website – www.bharti-infratel.com

In Summary

Company Strategy



New opportunities for Telecom Infrastructure development under 'Smart Cities' Project

Development of Smart Cities key for 'Digital India' Program

- Government has announced the creation of 100 Smart Cities

Communication backbone is key to a Smart City

- Entails setting up of telecom infrastructure which will include towers, micro sites and fiberized backhaul
- Essentials include 100% coverage of area by cell phone towers coupled with fiber as a backhaul
- Expectations from Smart City also include wide availability of Wi-Fi, fiber optic connectivity to home, etc.

Infratel won "Bhopal Smart City" bid and is working towards a successful project delivery

- Infratel led Consortium has signed Agreement for setting up Intelligent Street Poles in Bhopal Smart City
- Paves the way for Infratel to participate in similar bids in the future
- Opening up new business avenues wherein benefits of the shared infrastructure model can be replicated
- Shall assess opportunities in accordance with the Company philosophy and are value accretive

Best positioned given large footprint, strong balance sheet, relationship with leading operators and proven skills to manage distributed operations

Focus on Delivering Shareholder Value

Pursuit of viable value accretive inorganic growth

- Focused on identifying opportunities for inorganic growth that are value accretive and feasible

Leverage diversified customer base to capitalize on data growth, Digital India and Smart City

- Stand to benefit from a pick of data growth across the industry, diversification of customer base allows us to benefit from data growth in the Indian telecom sector
- Capitalize on opportunities arising out of Government Initiatives of Digital India, Smart Cities.

Robust Dividend Policy - Total Payout Ratio of 132% in FY17 including Div. Distribution Tax

- Aim to balance growth capital needs and distribution to shareholders
- Target payout to be higher of
 - 100% Dividends received from Indus, or
 - 60-80% of Bharti Infratel Standalone PAT (including DDT)

Explore opportunities to enhance Shareholder Return

- Aside from dividend policy, the company keeps evaluating opportunities to return excess cash to shareholders, subject to applicable laws



Annual General Meeting FY16-17

July 2017

Glossary

Abbreviations	Full forms / definitions
CSR	Corporate Social Responsibility
DDT	Dividend Distribution Tax
EBITDA	Earnings Before Interest, Tax, Depreciation & Amortization
FCU	Free Cooling Units
FY	Fiscal Year
IND AS	Indian Accounting Standard
JV	Joint Venture
MW	Mega Watt
PAT	Profit After Tax
Wi-Fi	Wireless Fidelity
YoY	Year on Year

Date: July 22, 2017

Voting Results of AGM

Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of the AGM	22.07.2017
Total number of shareholders on record date	30,035
No. of shareholders present in the meeting either in person or through Proxy:	
Promoters and Promoters Group: 2	
Public: 2338	2340
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoters Group:	N.A.
Public:	



1. Ordinary Resolution: To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017;									
Resolution Required : Ordinary Resolution									
Mode of Voting : E-voting/ Insta - Poll									
Result : Passed with overwhelming majority									
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
	Poll	1,140,315,371	1,140,315,371	100.0000	1,140,315,371	0	100.0000	0.0000	
	Total	1,140,315,371	1,140,315,371	100.0000	1,140,315,371	0	100.0000	0.0000	
Public-Institutions	E-voting	672,542,551	533,252,001	79.2890	533,252,001	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total	672,542,551	533,252,001	79.2890	533,252,001	0	100.0000	0.0000	
Public-Non Institutions	E-voting	36,750,324	4,725,816	12.8592	4,725,816	5	99.9999	0.0001	
	Poll		1,063	0.0029	1,063	0	100.0000	0.0000	
	Total	36,750,324	4,726,879	12.8621	4,726,874	5	99.9999	0.0001	
Total		1,849,608,246	1,678,294,251	90.7378	1,678,294,246	5	100.0000	0.0000	

2. Ordinary Resolution: To confirm interim dividend and declaration of final dividend on equity shares;									
Resolution Required : Ordinary Resolution									
Mode of Voting : E-voting/ Insta - Poll									
Result : Passed with overwhelming majority									
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
	Poll	1,140,315,371	1,140,315,371	100.0000	1,140,315,371	0	100.0000	0.0000	
	Total	1,140,315,371	1,140,315,371	100.0000	1,140,315,371	0	100.0000	0.0000	
Public-Institutions	E-voting	672,542,551	533,747,331	79.3626	533,747,331	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total	672,542,551	533,747,331	79.3626	533,747,331	0	100.0000	0.0000	
Public-Non Institutions	E-voting	36,750,324	4,725,816	12.8592	4,725,816	5	99.9999	0.0001	
	Poll		1,063	0.0029	1,063	0	100.0000	0.0000	
	Total	36,750,324	4,726,879	12.8621	4,726,874	5	99.9999	0.0001	
Total		1,849,608,246	1,678,789,581	90.7646	1,678,789,576	5	100.0000	0.0000	



3. Ordinary Resolution: Re-appointment of Rajan Bharti Mittal (DIN: 00028016) as a Director liable to retire by rotation;									
Resolution Required : Ordinary Resolution									
Mode of Voting : E-voting/ Insta - Poll									
Result : Passed with overwhelming majority									
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting Poll Total	(1) 1,140,315,371 1,140,315,371	(2) 1,140,315,371 0	(3)=(2)/(1)*100 100.0000 0.0000	(4) 1,140,315,371 0	(5) 0 0	(6)=(4)/(2)*100 100.0000 0.0000	(7)=(5)/(2)*100 0.0000 0.0000	
Public-Institutions	E-voting Poll Total	672,542,551 672,542,551 672,542,551	533,726,233 0 533,726,233	79.3595 0.0000 79.3595	524,941,895 0 524,941,895	8784338 0 8784338	98.3541 0.0000 98.3541	1.6459 0.0000 1.6459	
Public-Non Institutions	E-voting Poll Total	36,750,324 36,750,324 36,750,324	4,725,716 1,063 4,726,779	12.8590 0.0029 12.8619	4,725,290 1,063 4,726,353	426 0 426	99.9910 100.0000 99.9910	0.0090 0.0000 0.0090	
Total		1,849,608,246	1,678,768,383	90.7635	1,669,983,619	8784764	99.4767	0.5233	

4. Ordinary Resolution: Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants Gurgaon (Registration No. 117366 W/ W- 100018) as the Statutory Auditors of the Company;									
Resolution Required : Ordinary Resolution									
Mode of Voting : E-voting/ Insta - Poll									
Result : Passed with overwhelming majority									
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting Poll Total	(1) 1,140,315,371 1,140,315,371	(2) 1,140,315,371 0	(3)=(2)/(1)*100 100.0000 0.0000	(4) 1,140,315,371 0	(5) 0 0	(6)=(4)/(2)*100 100.0000 0.0000	(7)=(5)/(2)*100 0.0000 0.0000	
Public-Institutions	E-voting Poll Total	672,542,551 672,542,551 672,542,551	533,747,331 0 533,747,331	79.3626 0.0000 79.3626	533,747,331 0 533,747,331	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000	
Public-Non Institutions	E-voting Poll Total	36,750,324 36,750,324 36,750,324	4,725,716 1,063 4,726,779	12.8590 0.0029 12.8619	4,725,156 1,063 4,726,219	560 0 560	99.9881 100.0000 99.9882	0.0119 0.0000 0.0118	
Total		1,849,608,246	1,678,789,481	90.7646	1,678,788,921	560	100.0000	0.0000	



5. Ordinary Resolution: Appointment of Sanjay Omprakash Navar [DIN : 00002615] as a Director, liable to retire by rotation;									
Resolution Required : Ordinary Resolution									
Mode of Voting : E-voting/ Insta - Poll									
Result : Passed with overwhelming majority									
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting Poll Total	(1) 1,140,315,371 1,140,315,371	(2) 1,140,315,371 0 1,140,315,371	(3)=(2)/(1)*100 100.0000 0.0000 100.0000	(4) 1,140,315,371 0 1,140,315,371	(5) 0 0 0	(6)=(4)/(2)*100 100.0000 0.0000 100.0000	(7)=(5)/(2)*100 0.0000 0.0000 0.0000	
Public-Institutions	E-voting Poll Total	672,542,551 672,542,551 672,542,551	533,726,233 0 533,726,233	79.3595 0.0000 79.3595	522,407,733 0 522,407,733	11,318,500 0 11,318,500	97.8793 0.0000 97.8793	2.1207 0.0000 2.1207	
Public-Non Institutions	E-voting Poll Total	36,750,324 36,750,324 36,750,324	4,725,716 1,063 4,726,779	12.8590 0.0029 12.8619	4,725,240 1,063 4,726,303	476 0 476	99.9899 100.0000 99.9899	0.0101 0.0000 0.0101	
Total		1,849,608,246	1,678,768,383	90.7635	1,667,449,407	11,318,976	99.3258	0.6742	

6. Ordinary Resolution: Appointment of Tao Yih Arthur Lang [DIN : 07798156] as a Director, liable to retire by rotation;									
Resolution Required : Ordinary Resolution									
Mode of Voting : E-voting/ Insta - Poll									
Result : Passed with overwhelming majority									
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting Poll Total	(1) 1,140,315,371 1,140,315,371	(2) 1,140,315,371 0 1,140,315,371	(3)=(2)/(1)*100 100.0000 0.0000 100.0000	(4) 1,140,315,371 0 1,140,315,371	(5) 0 0 0	(6)=(4)/(2)*100 100.0000 0.0000 100.0000	(7)=(5)/(2)*100 0.0000 0.0000 0.0000	
Public-Institutions	E-voting Poll Total	672,542,551 672,542,551 672,542,551	533,726,233 0 533,726,233	79.3595 0.0000 79.3595	484,695,890 0 484,695,890	49,030,343 0 49,030,343	90.8136 0.0000 90.8136	9.1864 0.0000 9.1864	
Public-Non Institutions	E-voting Poll Total	36,750,324 36,750,324 36,750,324	4,725,716 1,063 4,726,779	12.8590 0.0029 12.8619	4,725,239 1,063 4,726,302	477 0 477	99.9899 100.0000 99.9899	0.0101 0.0000 0.0101	
Total		1,849,608,246	1,678,768,383	90.7635	1,629,737,563	49,030,820	97.0794	2.9206	



7. Ordinary Resolution: Re-appointment of Devender Singh Rawat (DIN : 06798626) as Managing Director & Chief Executive Officer of the Company;									
Resolution Required : Ordinary Resolution									
Mode of Voting : E-voting/ Insta - Poll									
Result : Passed with overwhelming majority									
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
	Poll	1,140,315,371	1,140,315,371	100.0000	1,140,315,371	0	100.0000	0.0000	
	Total	1,140,315,371	1,140,315,371	100.0000	1,140,315,371	0	100.0000	0.0000	
Public-Institutions	E-voting	672,542,551	533,555,722	79.3341	514,029,995	19,525,727	96.3405	3.6595	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total		533,555,722	79.3341	514,029,995	19,525,727	96.3405	3.6595	
Public-Non Institutions	E-voting	36,750,324	4,643,021	12.6340	4,642,945	76	99.9984	0.0016	
	Poll		1,063	0.0029	1,063	0	100.0000	0.0000	
	Total		4,644,084	12.6369	4,644,008	76	99.9984	0.0016	
Total		1,849,608,246	1,678,515,177	90.7498	1,658,989,374	19,525,803	98.8367	1.1633	

Total Issued Share Capital of the Company includes 50 shares which are lying in the Bharti Infratel Limited – unclaimed suspense a/c of which voting rights are frozen till the rightful owners claim these shares pursuant to Regulation 34 Schedule V (F) of Listing Regulation, 2015 and 852,656 shares held by Bharti Infratel Employees' Welfare Trust ("ESOP Trust") to be treated as "Non Promoter Non-Public holding" as per Regulation 9, Chapter II of SEBI (Share Based Employee Benefits) Regulations 2014 of which voting rights are not exercised.



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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

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

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
Bharti Infratec Limited
(CIN: L64201DL2006PLC156038)
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase-II,
New Delhi - 110070

Dear Sir,

I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) and voting process, i.e. remote e-Voting and voting by poll by using electronic voting system (Insta-Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended till date) on the resolution(s) mentioned in Notice dated May 08, 2017 for 11th AGM of the Equity Shareholders of the Company held on 22nd July 2017 at 04:00 P.M. at Air Force Auditorium, Subroto Park New Delhi-110010.

I submit my report as under:-

1. The remote e-voting period commenced on Wednesday, July 19, 2017 at 09:00 A.M. and ended on Friday, July 21, 2017 at 05:00 P.M. on the designated website i.e. <http://evoting.karvy.com> via e-voting platform provided by Karvy Computershare Private Limited ("Karvy").



2. The Shareholders of the Company as on the "cut off" date i.e. Saturday, July 15, 2017 were entitled to avail the facility of remote e-voting as well as Insta-Poll at the Annual General Meeting ("AGM") on the proposed resolutions (item no. 1 to 7) as set out in the AGM Notice dated May 08, 2017.
3. The total paid up Equity Share Capital of the Company as on July 15, 2017 was Rs. 1849,60,82,460/- (Rupees One Thousand Eight Hundred Forty Nine Crores Sixty Lakh Eighty Two Thousand Four Hundred Sixty Only) divided into 184,96,08,246 (One Hundred Eighty Four Crore Ninety Six Lakh Eight Thousand Two Hundred Forty Six) equity shares of Rs.10/- (Rupees Ten Only) each.
4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
5. Voting by poll by using electronic voting system (Insta-Poll) facility was made available through Karvy at the AGM venue.
6. After completion of Insta-Poll at the AGM at 5:07 P.M. the votes cast through Insta-Poll were unblocked first and thereafter, the votes through remote e-voting were unblocked in the presence of two witnesses Ankit Dogra .R/o C-136, Sindhora Kalan, Near Ashok Vihar, New Delhi-110052 and Vimal Kumar R/o D-109, Shakarpur, New Delhi-10092 who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Ankit Dogra


Vimal Kumar

7. Total Issued Share Capital of the Company includes 50 (Fifty) shares which are lying in the Bharti Infratel Limited – unclaimed suspense a/c of which voting rights are frozen till the rightful owners claim these shares pursuant to Regulation 34 Schedule V (F) (e) of Listing



Regulation, 2015 and 8,52,656 (Eight Lakh Fifty Two Thousand Six Hundred Fifty Six) shares held by Bharti Infratel Employees' Welfare Trust ("ESOP Trust") to be treated as "Non Promoter Non-Public holding" as per Regulation 9, Chapter II of SEBI (Share Based Employee Benefits) Regulations 2014 of which voting rights are not exercised.

8. The consolidated summary of results of remote e-voting and Insta-poll at AGM are as under:
- a. **Resolution No. 1-** To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-Votes	Total	
Assent	1,063	1,67,82,93,183	1,67,82,94,246	100.00
Dissent	0	5	5	0.00
Total	1,063	1,67,82,93,188	1,67,82,94,251	100.00

Therefore, the resolution No. 1 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure- A**.

- b. **Resolution No. 2-** To confirm interim dividend and declaration of final dividend on equity shares:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-Votes	Total	
Assent	1,063	1,67,87,88,513	1,67,87,89,576	100.00
Dissent	0	5	5	0.00
Total	1,063	1,67,87,88,518	1,67,87,89,581	100.00

Therefore, the resolution No. 2 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure B**.



- c. **Resolution No. 3.** Re-appointment of Rajan Bharti Mittal (DIN:00028016) as a Director liable to retire by rotation:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-Votes	Total	
Assent	1,063	1,66,99,82,556	1,66,99,83,619	99.48
Dissent	0	87,84,764	87,84,764	0.52
Total	1,063	1,67,87,67,320	1,67,87,68,383	100.00

Therefore, the resolution No. 3 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure C.**

- d. **Resolution No. 4** – Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon (Registration No.117366 W/ W- 100018) as the Statutory Auditors of the Company:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-Votes	Total	
Assent	1,063	1,67,87,87,858	1,67,87,88,921	100.00
Dissent	0	560	560	0.00
Total	1,063	1,67,87,88,418	1,67,87,89,481	100.00

Therefore, the resolution No. 4 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure-D.**



- e. **Resolution No. 5.** Appointment of Sanjay Omprakash Nayar (DIN:00002615) as a Director, liable to retire by rotation:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-Votes	Total	
Assent	1,063	1,66,74,48,344	1,66,74,49,407	99.33
Dissent	0	1,13,18,976	1,13,18,976	0.67
Total	1,063	1,67,87,67,320	1,67,87,68,383	100.00

Therefore, the resolution No. 5 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure E.**

- f. **Resolution No. 6.** Appointment of Tao Yih Arthur Lang (DIN:07798156) as a Director, liable to retire by rotation:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-Votes	Total	
Assent	1,063	1,62,97,36,500	1,62,97,37,563	97.08
Dissent	0	4,90,30,820	4,90,30,820	02.92
Total	1,063	1,67,87,67,320	1,67,87,68,383	100.00

Therefore, the resolution No. 6 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure F.**



- g. **Resolution No. 7.** Re-appointment of Devender Singh Rawat (DIN:06798626) as Managing Director & Chief Executive Officer of the Company:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-Votes	Total	
Assent	1,063	1,65,89,88,311	1,65,89,89,374	98.84
Dissent	0	1,95,25,803	1,95,25,803	01.16
Total	1,063	1,67,85,14,114	1,67,85,15,177	100.00

Therefore, the resolution No. 7 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure G.**

10. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES



Sanjay Grover
Scrutinizer
CP No 3850

July 22, 2017
New Delhi



Annexure - A

Details of Insta-poll at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH INSTA- POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a)Total votes received	134	1,063	10,630
b)Less: Invalid Votes	0	0	0
c) Net Valid votes cast	134	1,063	10,630
d) Votes with assent for the Resolution	134	1,063	10,630
e) Votes with dissent for the Resolution	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a)Net Valid Votes	586	1,67,82,98,188	16,78,29,81,880
(b)Less: Abstained*	1	5,000	50,000
(c)Net Valid Votes	585	1,67,82,93,188	16,78,29,31,880
(d) Votes with Assent	584	1,67,82,93,183	16,78,29,31,830
(e) Votes with dissent	1	5	50

*One member only logged in the e-voting platform but neither voted in favour nor against the resolution.



Annexure - B

Details of Insta-poll at AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH INSTA-POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	134	1,063	10,630
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	134	1,063	10,630
d) Votes with assent for the Resolution	134	1,063	10,630
e) Votes with dissent for the Resolution	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	586	1,67,87,88,518	16,78,78,85,180
(b) Less: Abstained	0	0	0
(c) Net Valid Votes	586	1,67,87,88,518	16,78,78,85,180
(d) Votes with Assent	585	1,67,87,88,513	16,78,78,85,130
(e) Votes with dissent	1	5	50



Annexure - C

Details of Insta-poll at AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH INSTA-POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	134	1,063	10,630
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	134	1,063	10,630
d) Votes with assent for the Resolution	134	1,063	10,630
e) Votes with dissent for the Resolution	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes [^]	586	1,67,87,88,518	16,78,78,85,180
(b) Less: Abstained*	2	21,198	2,11,980
(c) Net Valid Votes	584	1,67,87,67,320	16,78,76,73,200
(d) Votes with Assent	564	1,66,99,82,556	16,69,98,25,560
(e) Votes with dissent	21	87,84,764	8,78,47,640

[^] One Member has voted partially for assent and dissent.

* Two members only logged in the e-voting platform but neither voted in favour nor against the resolution.



Annexure -D

Details of Insta-poll at AGM & remote e-voting for Resolution No.-4 are as under:

D1. VOTING THROUGH INSTA-POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	134	1,063	10,630
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	134	1,063	10,630
d) Votes with assent for the Resolution	134	1,063	10,630
e) Votes with dissent for the Resolution	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	586	1,67,87,88,518	16,78,78,85,180
(b) Less: Abstained*	1	100	1,000
(c) Net Valid Votes	585	1,67,87,88,418	16,78,78,84,180
(d) Votes with Assent	580	1,67,87,87,858	16,78,78,78,580
(e) Votes with dissent	5	560	5,600

*One member only logged in the e-voting platform but neither voted in favour nor against the resolution.



Annexure -E

Details of Insta-poll at AGM & remote e-voting for Resolution No.- 5 are as under:

E1. VOTING THROUGH INSTA-POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a)Total votes received	134	1,063	10,630
b)Less: Invalid Votes	0	0	0
c) Net Valid votes cast	134	1,063	10,630
d) Votes with assent for the Resolution	134	1,063	10,630
e) Votes with dissent for the Resolution	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes^	586	1,67,87,88,518	16,78.78,85,180
(b)Less: Abstained*	2	21,198	2,11,980
(c)Net Valid Votes	584	1,67,87,67,320	16,78,76,73,200
(d) Votes with Assent	555	1,66,74,48,344	16,67,44,83,440
(e) Votes with dissent	32	1,13,18,976	11,31,89,760

^aThree members have voted partially for assent and dissent.

*Two members only logged in the e-voting platform but neither voted in favour nor against the resolution.



Annexure -F

Details of Insta-poll at AGM & remote e-voting for Resolution No.- 6 are as under:

F1. VOTING THROUGH INSTA-POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a)Total votes received	134	1,063	10,630
b)Less: Invalid Votes	0	0	0
c) Net Valid votes cast	134	1,063	10,630
d) Votes with assent for the Resolution	134	1,063	10,630
e) Votes with dissent for the Resolution	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a)Net Valid Votes [^]	586	1,67,87,88,518	16,78,78,85,180
(b)Less: Abstained*	2	21,198	2,11,980
(c)Net Valid Votes	584	1,67,87,67,320	16,78,76,73,200
(d) Votes with Assent	548	1,62,97,36,500	16,29,73,65,000
(e) Votes with dissent	38	4,90,30,820	49,03,08,200

[^]Two members have voted partially for assent and dissent.

*Two members only logged in the e-voting platform but neither voted in favour nor against the resolution.



Annexure -G

Details of Insta-poll at AGM & remote e-voting for Resolution No.- 7 are as under:

G1. VOTING THROUGH INSTA-POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	134	1,063	10,630
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	134	1,063	10,630
d) Votes with assent for the Resolution	134	1,063	10,630
e) Votes with dissent for the Resolution	0	0	0

G2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes [^]	586	1,67,87,74,109	16,78,77,41,090
(b) Less: Abstained*	4	2,59,995	25,99.950
(c) Net Valid Votes	582	1,67,85,14,114	16,78,51,41,140
(d) Votes with Assent	533	1,65,89,88,311	16,58,98,83,110
(e) Votes with dissent	50	1,95,25,803	19,52,58,030

[^]One Member has partially voted for assent and dissent.

*Four members only logged in the e-voting platform but neither voted in favour nor against the resolution.

