

**NOTICE**

Notice is hereby given, pursuant to section 192A and other provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) (the "Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time ("Postal Ballot Rules"), to transact the following special businesses by the members of Bharti Infratel Limited by passing the resolutions through postal ballot / e-voting.

1. Appointment of Akhil Gupta as Executive Chairman

To consider and, if thought fit, to give your assent or dissent to the following resolution as Special Resolution:

"RESOLVED THAT in partial modification of the special resolution no. 12 passed by the shareholders of the Company in their 7th Annual General Meeting held on July 03, 2013, approval of the shareholders of the Company be and is hereby accorded for appointment of Akhil Gupta as the Executive Chairman of the Company w.e.f. April 01, 2014 while relieving him from the position of Managing Director.

RESOLVED FURTHER THAT all other terms and conditions including as to remuneration, as set out in the above referred special resolution no. 12 read with explanatory statement passed by the shareholders of the Company in their 7th Annual General Meeting held on July 03, 2013, remain unchanged.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter and modify the terms and condition of appointment including as to designation and remuneration / remuneration structure of Akhil Gupta within the limits as set out in the above referred special resolution no. 12 read with explanatory statement passed by the shareholders of the Company in their 7th Annual General Meeting held on July 03, 2013 and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

2. Appointment of Devender Singh Rawat as Managing Director and Chief Executive Officer of the Company

To consider and, if thought fit, to give your assent or dissent to the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309, schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof, or any other law for the time being in force and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the board of directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the shareholders be and is hereby accorded for appointment of Devender Singh Rawat as the Managing Director and Chief Executive Officer of the Company for a period of 3(Three) years, with effect from April 01, 2014 on the remuneration and other terms and conditions as set out in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter and modify the terms and condition of appointment including as to designation and remuneration / remuneration structure of Devender Singh Rawat within the limits prescribed in the explanatory statement to this resolution and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

Registered Office:

Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj, Phase II,
New Delhi - 110070, India.

By order of the Board
For Bharti Infratel Limited

Dated: January 23, 2014
Place: New Delhi

Sd/-
Anupam Garg
Company Secretary

Notes:

1. The corresponding explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out all material facts is annexed hereto.
2. Please read the instructions / notes printed overleaf the Postal Ballot Form before exercising the vote.

Explanatory Statement**Pursuant to section 102 of the Companies Act, 2013****Item No. 1**

Akhil Gupta, Vice Chairman & Managing Director, was re-appointed as Managing Director of the Company by the Board on April 30, 2013 for a period of five years commencing from August 1, 2013. The appointment was approved by the shareholders in the 7th Annual General Meeting (AGM) of the Company held on July 03, 2013.

On the recommendation of the HR & ESOP Compensation Committee, the Board of Directors in its meeting held on January 23, 2014 has appointed Akhil Gupta as the Executive Chairman of the Company while relieving him from the position of Managing Director w.e.f. April 01, 2014.

In his capacity as Executive Chairman, Akhil Gupta will be responsible for strategic initiatives, strengthening governance practices, brand value enhancement or such other roles and responsibilities as may be assigned to him by the Board from time to time.

Akhil Gupta is a fellow member of the Institute of Chartered Accountants of India with over 30 years of professional experience. He has attended an "Advanced Management Program" from Harvard Business School in 2002. Akhil Gupta has been closely involved from very beginning in the growth of the Bharti Group both organically and by way of various acquisitions. He has been closely associated with various strategic, financial, mergers & acquisitions and business performance issues and transformational initiatives for the Group. Akhil Gupta conceptualised and implemented the demerger of passive infrastructure from Bharti Airtel Limited to Bharti Infratel Limited and helped formation of Indus Towers Limited in 2008 - a joint venture with Vodafone and Idea, resulting in the largest tower company in the world.

He is currently the Chairman of TAIPA (Tower and Infrastructure Providers Association of India) and President of TSSC (Telecom Sector Skill Council of India). He has received various awards including the 'CEO of the Year' award at the National Telecom Awards 2012, and the 'CA Business Achiever Award' by the Institute of Chartered Accountants of India in 2008. He was also honoured for 'Outstanding Contribution in Telecom Sector' by leading telecom magazine 'Tele.net' in 2012.

Other terms of appointment, including remuneration as detailed in the Special Resolution no. 12 read with explanatory statement thereto passed by the shareholders at the 7th Annual General Meeting held on 3rd July 2013 will remain unchanged.

The Board recommends the resolution as set out in Item No. 1 for approval of the shareholders as a special resolution through postal ballot / e-voting. The terms as set out in the resolution and the explanatory statement may also be treated as an abstract of the terms of appointment pursuant to section 302 of the Companies Act, 1956.

A copy of the appointment letter issued to Akhil Gupta, Executive Chairman (w.e.f. April 1, 2014) will be available for inspection between 11.00 A.M. and 01.00 P.M. from Monday to Friday at the Registered Office of the Company up to the date of announcement of results of postal ballot / e-voting i.e. Friday, March 21, 2014.

None of the directors, key managerial personnel of the Company and their respective relatives except Akhil Gupta himself, are concerned or interested either financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

Item No. 2

Devender Singh Rawat (D S Rawat), holds Bachelors' degree in Engineering (Electronics and Communication) from Osmania University, Hyderabad and has over 24 years of experience across various sectors and has been part of the Indian telecom industry since 1995. He is known for his versatile understanding of Telecom infrastructure sector – both from Operator and Supplier perspective. He joined the Company on July 28, 2010 as CEO. In the Company, he is responsible for strategy, operations, setting short-term and long term objectives and is involved in overall operations, including finances, customer relationships, human resources and processes. He is an Executive Committee member of TAIPA (Tower and Infrastructure Providers Association of India).

In terms of the provisions of section 198, 269 and 309 of the Companies Act, 1956 and Article No. 144 of the Articles of Association of the Company, on the recommendation of the HR & ESOP Compensation Committee, the Board of Directors in its meeting held on January 23, 2014 has appointed D S Rawat as Managing Director & Chief Executive Officer (CEO) of the Bharti Infratel Limited (the Company) for a period of 3 (Three) years with effect from April 01, 2014.

In his role as Managing Director & CEO, D S Rawat will be responsible for defining and executing business strategy and providing overall leadership to the Company's operations while managing day to day affairs of the Company and such other roles and responsibilities as may be assigned by the Board from time to time.

Keeping in view the vast experience and valuable contributions as CEO towards growth of the Company, the Board recommends appointment of D S Rawat as Managing Director and CEO of the Company for a period of 3 (Three) years effective April 1, 2014 at following remuneration.

Fixed Pay (inclusive of salary, perquisites, allowance and other benefits):

Such sum as may be determined by the Board from time to time provided that the total fixed pay shall not exceed INR 21.25 Million per annum.

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 in any financial year.

In addition to the above, D S Rawat, Managing Director and CEO 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.

Retirement / Other benefits

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

The aggregate remuneration inclusive of fixed pay, variable pay, ESOPs and other benefits as stated above, payable to D S Rawat as Managing Director and CEO shall not exceed the overall ceilings laid down in sections 198, 309, Schedule XIII and other applicable provisions of the Companies Act, 1956 or any other law for the time being in force, if any.

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

Minimum Remuneration:

During his term as Managing Director and CEO, if the Company, in any financial year, incur losses or its profits are inadequate, the Company will continue to pay D S Rawat, the above remuneration as Minimum Remuneration subject to necessary approval as may be required in this regard.

The remuneration proposed above is enabling one and sets out the maximum amount that can be paid to D S Rawat in any year during his tenure as managing director i.e. from April 1, 2014 with the approval of the board of directors or committee thereof.

The Board recommends the resolutions as set out in item no. 2 for approval of the shareholders as an Ordinary Resolution through postal ballot / e-voting. The terms as set out in the resolutions and explanatory statement may be treated as an abstract of the terms of appointment pursuant to section 302 of the Companies Act, 1956.

A copy of the appointment letter issued to D S Rawat, Managing Director and CEO (w.e.f. 1st April 2014) will be available for inspection between 11.00 A.M. and 01.00 P.M. from Monday to Friday at the Registered Office of the Company up to the date of announcement of results of postal ballot / e-voting i.e. Friday, March 21, 2014.

None of the directors, key managerial personnel of the Company and their respective relatives except D S Rawat himself, are concerned or interested, either financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company.

Registered Office:

Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj, Phase II,
New Delhi - 110070, India.

By order of the Board
For Bharti Infratel Limited

Dated: January 23, 2014

Place: New Delhi

Sd/-
Anupam Garg
Company Secretary

- Encl:- 1. Postal Ballot Form
2. Self-addressed postage pre-paid envelope

(ANNEXURE TO NOTICE DATED JANUARY 23, 2014)

Information on directors seeking appointment/re-appointment through postal ballot/e-voting (pursuant to clause 49 of the listing agreement) as on the date of notice.

Name of the Director	Akhil Gupta	Devender Singh Rawat
Date of birth	December 22, 1955	July 07, 1968
Qualifications	• Certified Chartered Accountant and Fellow member of ICAI • Advanced Management Program from Harvard Business School, Harvard University, USA	Bachelors' degree in Engineering (Electronics and Communication) from Osmania University, Hyderabad
Experience and expertise in specific functional area	General Management	General Management
Shareholding in Bharti Infratel Limited	Nil	23,080 shares
Directorships held in other public limited companies in India	• Bharti AXA General Insurance Company Limited • Bharti AXA Life Insurance Company Limited • Bharti Enterprises Limited • Bharti Infratel Services Limited • Bharti Telecom Limited • Bharti Ventures Limited • Indus Towers Limited • Tierra Enviro Limited	Nil
Membership/Chairmanship of committees in public limited companies in India*	• Bharti AXA General Insurance Company Limited – Audit Committee (Member) • Bharti Enterprises Limited – Audit Committee (Chairman) • Bharti Infratel Limited – Shareholders'/Investors' Grievances Committee (Member) • Bharti Telecom Limited – Audit Committee (Member) • Bharti Ventures Limited – Audit Committee (Chairman) • Indus Towers Limited – Audit Committee (Chairman)	Nil

- Committees considered for the purpose are those prescribed under clause 49(c) (ii) of the listing agreement(s) viz. audit committee and Shareholders'/ Investors' Grievances Committee.



POSTAL BALLOT FORM

Serial No.

- (1) Name of the Shareholder(s)
Including joint-holders if any
- (2) Registered address of the
sole/first named shareholder
- (3) DP ID No. & Client ID No./
Registered Folio No.
- (4) No. of Shares held
- (5) I/we hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot/e-voting for the business stated in the notice dated 23rd January 2014 of the Company by sending my/ our assent or dissent by placing tick (✓) mark at the appropriate box below:

Description	No. of Shares for which votes cast	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
(i) Special resolution for appointment of Akhil Gupta as Executive Chairman of the Company w.e.f. April 01, 2014			
(ii) Ordinary resolution for appointment of Devender Singh Rawat as Managing Director and Chief Executive Officer of the Company for a period of 3 years w.e.f. April 01, 2014			

Place :

(Signature of the Shareholder)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

ELECTRONIC VOTING PARTICULARS

[illegible]

Notes/Instructions:

- Pursuant to the provisions of section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and Clause 35B of the Listing Agreement assent or dissent of the shareholders in respect of the resolutions contained in the Notice dated Thursday, January 23, 2014 is being taken through postal ballot / e-voting.
- Under the Green Initiative of Ministry of Corporate Affairs, Notice of Postal Ballot is being sent to the Shareholders, who have registered their e-mail ids with the Company/RTA, through e-mail and to all other shareholders by post along with Postal Ballot form.
- The Company has appointed Ranjeet Pandey of M/s Ranjeet Pandey & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
- The Company has appointed Akhil Gupta, Managing Director and Anupam Garg, Company Secretary as the person responsible for the entire postal ballot / e-voting process.
- The notice of postal ballot / e-voting is being sent to the members, whose names appear in the register of members as on **Friday, January 31, 2014** and voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the member(s)/ Beneficial Owner(s) as on the same date.
- The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot / e-voting i.e. **Tuesday, March 18, 2014** but not later than closing of business hours on **Thursday, March 20, 2014**.
- The result of postal ballot / e-voting shall be announced by Akhil Gupta, Managing Director and in his absence by Anupam Garg, Company Secretary at the Registered Office of the Company at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070 on **Friday, March 21, 2014** at 1.00 P.M. The date of declaration of the results of postal ballot / e-voting will be taken to be the date of passing of the resolutions.
- The result of the postal ballot / e-voting will also be published in the newspapers within 48 hours of the declaration of the results and will be placed at the website of the Company at www.bharti-infratel.com
- The Shareholders can opt for only one mode for voting i.e. through Physical Ballot or e-voting. If the shareholder decides to vote physically through postal ballot they are advised not to vote through e-voting and vice-versa. In case of voting by both the modes, voting through a valid physical Postal Ballot Form will be considered and counted and e-voting of such shareholder will be treated as invalid.
- There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder.
- Voting rights in the postal ballot / e-voting cannot be exercised by a proxy.
- The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.

Voting in physical form

- Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form before casting their vote and return the Ballot Form, duly completed in all respect and signed, in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer at Bharti Infratel Limited, Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070, India not later than close of working hours on **Tuesday, March 18, 2014**. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally.
- The votes should be casted either in favour or against the resolution by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [✓] mark in both the column will render the Form invalid.
- Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).
- In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signature's of authorised signatory(ies), duly attested.
- Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
- Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- Shareholders are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 13 above.

Voting through electronic mode

- The instructions for shareholders for e-voting are as under:
 - Log on to the e-voting website: www.evotingindia.com and Click 'Shareholders' on the home page.
 - Select the "Electronic Voting Sequence Number" (EVSU) along with Bharti Infratel Limited from the drop down menu and click "SUBMIT".
 - Enter following details in the appropriate boxes and click "SUBMIT"

Details	
User-id	For NSDL - 8 characters DP ID + 8 digits demat account number. For CDSL - 16 digits demat account number. For Physical - Registered Folio No.
Password	Your unique password as contained in the e-mail / Postal Ballot Notice.
PAN	10 digit alphanumeric Permanent Account Number issued to you by Income Tax Department as registered with PAN the Company / CDSL / NSDL. In case the shareholders do not have PAN or have not registered the PAN with the Company, please use dummy PAN: ABCDE1234F.

- Shareholders holding shares in physical form will be directed to the voting screen.
 - Shareholders holding shares in demat, who log in for first time, will be required to mandatorily change their password in the new password field and will also have option to enter their demographic details i.e. date of birth, mobile number and e-mail id. The shareholders are advised to remember the new password. The new password can be used for voting on future e-voting resolution(s) for Bharti Infratel Limited or any other company in India.
 - Click on the Resolution File Link on voting screen to view the Postal Ballot Notice.
 - On the voting page, select appropriate option to vote for or against each resolution. Option 'YES' implies assent to the resolution and 'NO' implies dissent to the resolution.
 - Enter number of shares (which represents no. of votes) under each of the headings of the resolution. The number of shares cannot exceed the numbers of shares registered in your name as per the records of the Company.
 - Check the details and click 'SUBMIT'. On completion of e-voting, a confirmation box will appear. If you wish to confirm your vote, click 'OK', else to change your vote, click 'CANCEL' and accordingly modify your vote by following procedure explained in (g) and (h) above.
 - Once the e-voting is completed, the shareholders will not be allowed to modify the vote.
 - Shareholders can log in for any number of times till the e-voting on the resolution is completed or till the end of voting period i.e. **Tuesday, March 18, 2014**, whichever is earlier.
 - In case, the shareholders who have been sent this Notice electronically and who do not want to avail the e-voting facility organised through CDSL, such members may send a request to the Company on compliance.officer@bharti-infratel.in for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to cast their vote in physical mode.
 - Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail at rpa@rpalegal.com with a copy marked to helpdesk.evoting@cdslindia.com. File name of the scanned image should be "Corporate Name_EVSU".
 - If you wish to provide feedback on the e-voting system, click on Suggestions. In case you have any queries or issues regarding e-voting, please contact on helpdesk.evoting@cdslindia.com.
- E-voting period starts from **Friday, February 14, 2014** and ends on **Tuesday, March 18, 2014**. The e-voting module will be disabled after the business hours i.e. 6.30 P.M. on **Tuesday, March 18, 2014** for voting by shareholders.