



May 11, 2016

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: cmlist@nse.co.in

Ref: Bharti Infratel Limited (534816 / INFRATEL)

Sub: Notice of Postal Ballot / E-voting and fixation of Record Date

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of Postal Ballot / E-voting being sent to the members, seeking approval of the members by way of Special Resolution for the Buy-back of Equity Shares as set out in the said Notice.

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of Buy-back of Equity Shares upon shareholders' approval sought through postal ballot, the record date, for determining shareholders' entitlement to participate in the Buy-back has been fixed as Thursday, June 16, 2016.

Please acknowledge the receipt of the same.

Thanking you,

Sincerely Yours

For Bharti Infratel Limited


Shweta Girotra
Company Secretary



Encl: As above

BHARTI INFRATEL LIMITED

CIN: L64201DL2006PLC156038

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

Tel.: +91-11-4666 6100 Fax: +91-11-4166 6137

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

NOTICE OF POSTAL BALLOT / E-VOTING

Dear member(s),

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 and other applicable laws, rules and regulations, if any, Bharti Infratel Limited (the “**Company**”) hereby seeks your approval by way of special resolution through postal ballot / e-voting in respect of following special business.

The detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to the Notice of Postal Ballot / E-voting (the “**Notice**”).

RESOLUTION:

1) Approval for the Buy-back of Equity Shares of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 68 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended (the “**Buy-back Regulations**”), Article 68 of the Articles of Association of the Company and compliance of other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, the approval of members of the Company be and is hereby accorded for the Buy-back of fully paid-up Equity Shares of the face value of Rs. 10/- each, at a price not exceeding Rs.450/- (Rupees Four Hundred Fifty Only) (“**Maximum Buy-back Price**”) per Equity Share payable in cash for a total consideration not exceeding Rs. 2,000 crores (Rupees Two Thousand Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., (“**Maximum Buy-back Size**”), which is 19.3% of the total paid-up equity capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016, through the “Tender Offer” route as prescribed under the Buy-back Regulations (the process being referred hereinafter as “**Buy-back**”), from the equity shareholders / beneficial owners of the Equity Shares of the Company of face value of Rs.10/- each (the “**Equity Shares**”) as on the record date determined 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 a duly authorised “**Committee**” thereof).

RESOLVED FURTHER THAT within the Maximum Buy-back Price of Rs 450/- per Equity Share, the Board is authorised to determine the specific price at which the Buy-back will be made at the time of Public Announcement for Buy-back to the eligible shareholders.

RESOLVED FURTHER THAT at the Maximum Buy-back Price of Rs. 450/- per Equity Share and for the Maximum Buyback Size not exceeding Rs. 2,000 crores, the indicative number of Equity Shares that can be bought back would be 44,444,444 fully paid-up Equity Shares, representing 2.34% of the total issued and paid up equity capital of the Company; and in the event the final Buy-back price is lower than Rs. 450/- per Equity Share (Maximum Buy-back Price), the indicative number of shares shall go up accordingly.

RESOLVED FURTHER THAT the Buy-back, to the extent permissible under law and subject to all applicable legal provisions, be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise the terms of the Buy-back, including the price per share, the amount to be utilised towards the Buy-back, the number of Equity Shares to be bought back, the source, and the time frame therefor, within the statutory limits prescribed by the law and to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto including but not limited to appointment of Merchant Bankers, Brokers, Bankers, Solicitors, Registrars, Depository Participants and other intermediaries / agencies for the implementation of the Buy-back, to make applications seeking approval of appropriate

authorities and to initiate all necessary action for opening of accounts, preparation and issuance of various documents, including Public Announcement, Letter of Offer, Declaration of Solvency, and Certificate of Extinguishment of shares / share certificates required to be filed in connection with the Buy-back without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval expressly by the authority of this resolution.”

Registered Office:

Bharti Crescent, 1,
Nelson Mandela Road,
Vasant Kunj, Phase-II
New Delhi-110070, India
CIN: L64201DL2006PLC156038
Email id: compliance.officer@bharti-infratel.in

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

Shweta Girotra
Company Secretary
CS Membership No. F7313
Address: Bharti Infratel Limited
Bharti Crescent, 1,
Nelson Mandela Road, Vasant Kunj,
Phase II, New Delhi - 110 070.

Place: New Delhi
Date: May 6, 2016

Notes:

1. The explanatory statement pursuant to Section 102 of the Act setting out 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 Act

Item No. 1:

With an objective of rewarding members holding Equity Shares of the Company, through return of surplus cash, the Board at its meeting held on April 26, 2016 has approved the Buy-back of the Equity Shares of the Company. As per the requirements of Section 102 read with Section 68 and other applicable provisions of the Act and the Buy-back Regulations, the relevant and material information to enable the members to consider and approve the special resolution for Buy-back of the Company's Equity Shares is set out below:

a) Necessity for the Buy Back

The Buy-back is being proposed by the Company to return surplus fund to the shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. Additionally, the Company's management strives to increase shareholder's value and the Buy-back would result in, amongst other things:

- Improving earnings per share;
- Improving return on capital employed (ROCE) and return on equity (ROE);
- Achieving optimal capital structure;
- Mitigating the short term market volatility;
- Enhancing shareholder's confidence;
- The Buy-back will help the Company to distribute surplus cash to its members holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- The Buy-back, which is being implemented through the Tender Offer route as prescribed under the Buy-back Regulations, would involve allocation of 15% of the outlay to small shareholders. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder";
- The Buy-back gives an option to the members holding Equity Shares of the Company, who can either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-back Offer or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buy-back Offer, without additional investment.

The Board at its meeting held on April 26, 2016 considered the increase in accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ended March 31, 2016 and considering these, the Board decided to allocate a sum not exceeding Rs. 2,000 crores (Rupees Two Thousand Crores Only) for distributing to the members holding Equity Shares of the Company through the Buy-back.

b) Maximum amount required under the Buy-back, its percentage of the total paid up capital and free reserves and the sources of funds from which the Buy-back would be funded

The maximum amount required under the Buy-back will not exceed Rs. 2,000 crores (which is 19.3% of the total paid-up equity capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.

The Buy-back would be funded out of free reserves of the Company. The Company shall transfer a sum equal to the nominal value of the Equity Shares bought back through the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

The special resolution seeks the approval of the members to authorise the Board to determine the total amount to be deployed in the Buy-back within the limits aforesaid. Accordingly, the Board shall decide the total amount for the Buy-back.

c) Maximum price at which the shares are proposed to be bought back and the basis of arriving at the Buy-back price

The Equity Shares are proposed to be bought back at a price not exceeding Rs. 450/- (Rupees Four Hundred and Fifty Only) per Equity Share. The Maximum Buy-back Price has been arrived at after considering many factors, including, but not limited to the trends in the volume weighted average prices of the Equity Shares of the Company on the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") (the NSE together with the BSE is referred to as the "Stock Exchanges") where the Equity Shares of the Company are listed during last one year, three months and two weeks, the net-worth of the Company, price earnings ratio and impact on other financial parameters and the possible impact of Buy-back on the earnings per share.

The Maximum Buy-back Price represents a premium of 20.6% and 21.1% over the volume weighted average price of the Equity Shares on BSE and on NSE respectively for 3 months preceding April 21, 2016 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back) and 17.3% and 16.8% over the volume weighted average price of the Equity Shares on the BSE and on the NSE, respectively for 2 weeks preceding April 21, 2016 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back). It represents a premium of 11.6% and 9.7% over the volume weighted average price of the Equity Shares on the BSE and on the NSE respectively for 12 months preceding April 21, 2016 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back).

The special resolution seeks the approval of the members to authorise the Board to determine the final Buy-back price within the limits aforesaid. Accordingly, the Board shall decide the final price for the Buy-back.

d) Maximum Number of shares that the Company proposes to Buy-back and the time limit for completing the Buy-back

While the Board of the Company shall decide the final Buy-back price, but at the Maximum Buy-back Price of Rs. 450/- per Equity Share and for the Maximum Buy-back Size not exceeding Rs. 2,000 crores, the indicative maximum number of Equity Shares that can be bought back would be 44,444,444 fully paid-up Equity Shares, representing 2.34% of the total issued and paid up equity capital of the Company. In case the final Buy-back price is lower than Rs. 450/- per Equity Share (Maximum Buy-back Price), the indicative maximum number of shares will also go up accordingly.

Merely, as an illustration if the final Buy-back price as decided by the Board is Rs. 435/- per Equity Share, then the number of Equity Shares that can be bought back would be 45,977,011.

The special resolution seeks the approval of the members to authorise the Board to determine number of equity shares to be bought back by the Company within the limits aforesaid. Accordingly, the Board shall decide the total number of Equity Shares to be bought back.

The Buy-back is proposed to be completed within 12 months of the date of special resolution approving the proposed Buy-back.

e) Method to be adopted for Buy-back

The buy-back shall be on a proportionate basis from the equity shareholders / beneficial owners of the Equity Shares of the Company through the "Tender Offer" route, as prescribed under the Buy-back Regulations. The Buy-back will be implemented in accordance with the Act and the Rules made thereunder to the extent applicable, and on such terms and conditions as may be deemed fit by the Company.

Upon the shareholders' approval for Buy-back, names of the members holding Equity Shares of the Company who will be eligible to participate in the Buy-back will be determined. Accordingly, the record date (the "Record Date") for this purpose is fixed as June 16, 2016. In due course, each shareholder as on the Record Date, will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buy-back.

The Equity Shares to be bought back as a part of the Buy-back is divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) the general category for all other shareholders.

As defined in the Buy-back Regulations, a “small shareholder” is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares, on the recognized stock exchange in which highest trading volume in respect of Equity Shares as on Record Date is not more than Rs. 2,00,000 (Rupees Two Lacs).

In accordance with Regulation 6 of the Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buy-back. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”.

Basis the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buy-back. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs.

Shareholders’ participation in Buy-back will be voluntary. Members holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buy-back or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buy-back, without additional investment. Members holding Equity Shares of the Company may also tender a part of their entitlement. Members holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buy-back by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by members holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-back Regulations. The settlement of the tenders under the Buy-back is expected to be done using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.

Detailed instructions for participation in the Buy-back (tender of equity shares in the Buy-back) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding Equity Shares of the Company as on the Record Date.

The buy-back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

f) Aggregate shareholding of the Promoters and the directors of the Promoter companies holding shares in the Company as on the date of this Notice

1. The aggregate shareholding of the Promoters who are in control of the Company:

Sr. No	Name of Shareholder	No. of Shares held	Percentage
1	Bharti Airtel Limited	1,360,000,000	71.70%
	Total	1,360,000,000	71.70%

2. None of the Directors of the company forming part of the Promoter Group hold any Equity Shares in the Company except the following:

Sr. No	Name	No. of Shares held	Percentage
1	Mr. Dinesh Kumar Mittal	500	0.00%

g) Aggregate number of equity shares purchased or sold as well as minimum and maximum price at which such purchases and sales were made along with relevant dates by persons mentioned under (f) above for a period of six months preceding the date of the Board Meeting at which the buy-back was approved till the date of this Notice

1. No shares were either purchased or sold by the Promoter Company during the period of 6 months preceding the date of the Board Meeting at which the proposal for Buy-back was approved and from the date of the Board Meeting till the date of this Notice.

2. Details of transactions by Director of the Promoter Company during the period of 6 months preceding the date of the Board Meeting at which the Buy-back was approved and from the date of the Board Meeting till the date of this Notice:

Name	Aggregate No. of Shares Purchased/ Sold	Nature of Transaction	Maximum Price (Rs.)*	Date of Maximum Price	Minimum Price (Rs.)*	Date of Minimum Price
Mr. Dinesh Kumar Mittal	300	Market Purchase	Rs. 369.20	January 20, 2016	Rs. 364.50	January 20, 2016

h) Intention of the Promoters of the Company to tender equity shares for buy-back indicating the number of shares, details of acquisition with dates and price

In terms of the Buy-back Regulations, under the Tender Offer route, the promoters of the Company have the option to participate in the Buy-back. Bharti Airtel Limited being promoter of the Company, vide their letter dated May 6, 2016 have expressed their intention to tender their Equity Shares in the Buy-back. Bharti Airtel Limited hereby intends to offer at least such number of shares which is equal to its pro rata entitlement under the Buy-back. In addition, Bharti Airtel Limited may offer additional shares in the Buyback as it may determine subsequently (up to the maximum extent available for tendering by Bharti Airtel Limited, in accordance with the Buy-back Regulations).

While the Board of the company will decide the final Buy-back price and maximum number of Buy-back shares, but illustratively, at the Maximum Buy-back Price of Rs. 450/- per Equity Share and for the Maximum Buy-back Size of Rs. 2,000 crores, the number of Equity Shares that shall be bought back by the Company would be 44,444,444 Equity Shares and correspondingly Bharti Airtel Limited may tender its pro rata entitlement out of 44,444,444 Equity Shares as on Record Date and may also tender such additional number of shares (as it may decide subsequently depending upon publicly available information at the time of such decision making). Should the final Buy-back price, as determined by the Board, be different from Maximum Buy-back Price of Rs. 450/-, the number of Equity Shares that might be bought back would change and correspondingly Bharti Airtel Limited may tender up to its entitlement of such revised number of Equity Shares and may also tender additional Shares (as it may decide subsequently depending upon publicly available information at the time of such decision making).

Details of the date and price of acquisition of the Equity Shares that promoters intends to tender are set-out below:

Bharti Airtel Limited					
Date	No. of Shares*	Nature of Transaction	Nominal Value (In Rs.)	Issue Price / Transfer Price (In Rs.)	Consideration (In Rs.)
30/11/2006	50,000	Initial allotment	10	10	Rs. 500,000
21/08/2008	499,950,000	Bonus Issue	10	-	Other than cash
23/08/2012	1,000,000,000	Bonus Issue	10	-	Other than cash

*Bharti Airtel had sold 140,000,000 Equity Shares under offer for sale during the financial year 2014-15. Accordingly, the shareholding of Bharti Airtel Limited as on the date of this notice is 1,360,000,000 Equity Shares of Rs 10 each.

i) No defaults

The Company confirms that there are no defaults made or subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest payment thereon, redemption of preference shares or payment of dividend to any shareholder, repayment of term loans or interest thereon to any financial institution or banks.

j) Confirmation that the Board of Directors have made full enquiry into the affairs and prospects of the Company and that they have formed the opinion to the effect that the Company, after buy-back will continue to be able to meet its liabilities and will not be rendered insolvent

The Board confirms that it has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that:

- immediately following the date of Board Meeting held on April 26, 2016 and the date on which the results of Postal Ballot / E - Voting will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board Meeting and the date on which the results of Postal Ballot / E - Voting will be declared, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the view of the Board, be available to the Company during that year, the Company will be able to meet its

liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buy-back and within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be; and

- c) in forming its opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act.

k) Report addressed to the Board of Directors by the Company's Auditors

The text of the Report dated April 26, 2016 received from S.R. Batliboi & Associates, LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

To

The Board of Directors

Bharti Infartel Limited
1, Nelson Mandela Marg
Vasant Kunj, Phase II,
New Delhi - 110070

Dear Sirs,

Subject: Report in terms of Clause (xi) of schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended

In connection with the proposal of Bharti Infratel Limited (the 'Company'), and as approved by its Board of Directors at its meeting held on April 26, 2016, to buy back its shares and in pursuance to the provisions of Section 68, Section 69 and Section 70 of the Companies Act, 2013 (the 'Act') and The Companies (Share Capital and Debentures) Rules, 2014 and subsequent amendments thereof, and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the 'Regulations') based on the information and explanations given to us which to the best of our knowledge and belief were necessary for this purpose, we report as follows:

- i) We have inquired into the Company's State of Affairs in relation to its audited financial statements as at March 31, 2016.
- ii) The Board of Directors has proposed to buy-back the Company's equity shares upto an amount not exceeding Rs. 2,000 Crore (Rupees Two Thousand Crore Only) at a price not exceeding Rs. 450/- (Rupees Four Hundred and Fifty Only) per equity share. The amount of permissible capital payments towards buy-back of equity shares has been properly determined in accordance with Section 68 (2)(c) of the Act, as given below:

Particulars	Amount (Rs. in crore)
Paid-up capital as at March 31, 2016*	1,897
1,896,667,069 equity shares of Rs. 10 each fully paid-up	
Free Reserves as on March 31, 2016*	
Securities Premium Account**	6,284
General Reserve	243
Surplus in the Statement of Profit and Loss	1,924
Total	10,348
Maximum amount permissible under the Act/ Buyback Regulations with Shareholders approval :- 25% of total paid-up equity capital and free reserves, if the buyback is carried through tender offer route (in accordance with Chapter III of the Buyback Regulations and section 68(2)(c) of the Act)	2,587
Maximum amount permitted by Board Resolution dated April 26, 2016 approving Buyback, subject to shareholder approval, based on the audited accounts for the year ended March 31, 2016.	2,000

* Calculation in respect to buy back is done on basis of audited financial statements of the Company for the year ended March 31, 2016 which is not more than six months old from the proposed date of offer document.

** For the purpose of computation of Free Reserves as on March 31, 2016, Securities Premium Account as of March 31, 2016 of Rs. 6,836 crore is adjusted with total unutilized amount of IPO proceeds as of March 31, 2016 of Rs. 552 crore.

- iii. The Board of Directors in their meeting held on April 26, 2016, have formed the opinion as specified in Clause (x) of Schedule II to the Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the said date.
- iv. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.
- v. Compliance with the provisions of the Act and the Regulations is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on our review procedures.
- vi. We performed our procedures, in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). These procedures include examining evidence supporting the particulars above on a test basis.
- vii. This report has been prepared for and only for the Company and is in reference to proposed buy-back of Equity Shares in pursuance of the provisions of Section 68, Section 69 and Section 70 of the Act, the Companies (Share Capital and Debentures) Rules, 2014 and the Regulations and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W

per Vineet Kedia

Partner

Membership No.: 212230

Place: Gurgaon

Date: April 26, 2016

Unquote

l) Compliance with Section 68(2)(c) of the Act

The total paid-up equity capital and free reserves as at March 31, 2016 is Rs. 10,348 crores. Under the provisions of the Act, the funds deployed for the buy-back cannot exceed 25% of the total paid-up equity capital and free reserves of the Company i.e. Rs. 2,587 crores. The Maximum Buy-back Size i.e. Rs. 2,000 crores (Rupees Two Thousand Crores Only) is within the limit of 25% of the Company's total paid-up equity capital and free reserves as per the audited Balance Sheet as at March 31, 2016. Further, under the Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. At the Maximum Buy-back price and Maximum Buy-back size, approximately 44,444,444 fully paid-up Equity Shares, representing 2.34% of the total issued and paid up equity capital of the Company are proposed to be bought back. In case the final Buy-back price is lower than Rs. 450/- per Equity Share (Maximum Buy-back Price), the indicative number of shares shall go up accordingly. However, such increased number, if any, will be within the limit of 25% of the total paid-up equity capital of the Company for the financial year ended March 31, 2016.

m) As per the provisions of the Buy-back Regulations and the Act

- i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buy-back;
- ii. The Company shall not raise further capital for a period of one year from the closure of the Buy-back, except in discharge of its subsisting obligations;
- iii. The special resolution approving the Buy-back will be valid for a maximum period of 1 year from the date of passing the said special resolution (or such extended period as may be permitted under the Act or the Buy-back Regulations or by the appropriate authorities). The Schedule of Activities for the Buy-back shall be decided by the Board of Directors within the above time limits;
- iv. The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- v. The Company shall not withdraw Buy-back after the public announcement of the offer to Buy-back is made;
- vi. The Company shall not Buy-back locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable; and
- vii. The Company confirms that as required under Section 68(2)(d) of the Companies Act, 2013, the company is a debt free company and the debt equity ratio of aggregate of secured and unsecured debts owed by the Company shall not be more than twice the equity share capital and free reserves after the Buy-back.

For any clarifications related to the Buy-back process, the equity shareholders may contact any one of the following:

1. Company: Bharti Infratel Limited
Contact Person: Ms. Shweta Girotra, Company Secretary & Compliance Officer
Tel: 011-46666100; Fax: 011-41666137; Email: compliance.officer@bharti-infratel.in
2. Kotak Mahindra Capital Company (Manager to the Buy-back):
Contact Person: Mr. Ganesh Rane, Tel : +91-22-43360128; Fax : +91-22-67132445;
Email: project.infratelbuyback@kotak.com

All the material documents referred to in the Explanatory Statement are available for inspection by the members of the Company at its Registered Office on any working days between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot / e-voting specified in the accompanying Notice.

A copy of the Notice is also available on the website of the Company, at www.bharti-infratel.com, website of Karvy Computer Share Private Limited at <https://evoting.karvy.com>, website of the National Stock Exchange of India Limited, at www.nseindia.com and BSE Limited, at www.bseindia.com.

In the opinion of the Board, the proposal for Buy-back is in the interest of the Company and its members holding Equity Shares of the Company. The Directors, therefore, recommend passing of the special resolution through postal ballot which means voting by post or through e-voting process.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

Registered Office:

Bharti Crescent, 1,
Nelson Mandela Road,
Vasant Kunj, Phase-II
New Delhi-110070, India
CIN: L64201DL2006PLC156038
Email id: compliance.officer@bharti-infratel.in

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

Shweta Girotra
Company Secretary
CS Membership No. F7313
Address: Bharti Infratel Limited
Bharti Crescent, 1,
Nelson Mandela Road, Vasant Kunj,
Phase II, New Delhi - 110 070.

Place: New Delhi
Date: May 6, 2016

CIN: L64201DL2006PLC156038

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

Tel : +91-11-4666 6100 Fax: +91-11-4166 6137

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

POSTAL BALLOT FORM

Serial No.....

- | | |
|---|---|
| 1 | Name of the Member(s) including joint-holders, if any |
| 2 | Registered Address of the sole/ first named Member |
| 3 | Registered Folio No. /DP-ID-Client ID No.*
(*Applicable to investors holding shares in dematerialized form) |
| 4 | No. of Shares held |
| 5 | I/we hereby exercise my/our vote in respect of Special Resolution to be passed through postal ballot/e-voting for the business enumerated below by recording my/our assent or dissent to the said Special Resolution by placing tick (✓) mark at the appropriate box below: |

Sl. No.	Description of Resolution	No. of shares for which votes cast	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1.	Approval for the Buy-back of Equity Shares of the Company			

Place:

Date:

(Signature of the Member)

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

E-Voting Particulars

[illegible]

Notes/Instructions

1. The Notice of Postal Ballot/E-voting (Notice) is being sent to all the members, whose names appear in the Register of Members/beneficiary position maintained by the depositories as on Friday, May 6, 2016 ("record date") 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. A person who is not a member as on the record date should treat this Notice for information purpose only.
2. 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 member or his duly authorised attorney registered with the Company and in his absence by the next named member.
3. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
4. The Committee of Directors has appointed Mr. Sanjay Grover of M/s Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 3850) as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
5. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all the members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd. (Karvy) for facilitating e-voting process to enable the members to cast their votes electronically (optional facility available to members) instead of dispatching Postal Ballot Form.
6. The members can opt for only one mode for voting i.e. through physical Ballot or e-voting. If the member 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 e-voting will be considered and counted and physical Postal Ballot Form of such member will be treated as invalid.
7. The period for voting through physical Ballot and e-voting starts from Thursday, May 12, 2016 at 09:00 A.M. and ends on Friday, June 10, 2016 at 05:00 P.M. and any physical ballots received thereafter shall not be considered and e-voting shall be disabled by Karvy.
8. The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.
9. Members who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice by email and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addresses Business Reply envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link <https://evoting.karvy.com> or from the 'Investors' section on the Company's website www.bharti-infratel.com.
10. Resolution passed by the members through postal ballot/e-voting is deemed to have been passed as if the same have been passed at a General Meeting of the company.
11. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report. The result of the postal ballot would be announced by the Chairman or any other Director authorised by him on Saturday, June 11, 2016 on or before 05:00 P.M. at the Registered Office of the Company. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on June 10, 2016, being the last date specified for receipt of duly completed Postal Ballot Forms/e-voting.
12. The said results along with the Scrutinizer's report would be displayed at the Registered Office of the Company, hosted at website of the company i.e. www.bharti-infratel.com and on website of Karvy i.e. <https://evoting.karvy.com>. The results will be intimated to the Stock Exchanges where the Company's shares are listed and will also be published in the newspaper.
13. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the registered office of the company without any fee on all working days (Monday to Friday) between 11:00 a.m. and 1:00 p.m. from the date of dispatch of notice upto the date of declaration of results of postal ballot/ e-voting.
- 14. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT**
 - (i) Members are requested to carefully read the instructions 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 Friday, June 10, 2016. 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 Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received.
 - (ii) 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.
 - (iii) Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
 - (iv) The Postal Ballot Form should be completed and signed by the sole / first named member or his duly authorised attorney registered with the Company. In the absence of the first named member in a joint holding the Form may be completed and signed by the next named member. *(However, where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member would be valid).*
 - (v) 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.
 - (vi) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
 - (vii) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
 - (viii) Members are requested not to send any other document / papers 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.
 - (ix) A member 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. 14(i) above.
- 15. PROCESS FOR MEMBERS OPTING FOR E-VOTING**
 - A. In case of Members receiving the Ballot Form by e-mail:**
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID/ Client ID will be your User ID. However, if you are already registered with Karvy 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 your password in case you forget it. *It is strongly recommended that you do not share your password with any other person and that you 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 "FOR/AGAINST" or 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 mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to resolution and "AGAINST" implies dissent to resolution.
 - (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (ix) In case you do not desire to cast your vote on the 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 else "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.**
 - (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: evoting@karvy.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."
 - (xiii) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
 - B. In case of Members receiving the Ballot Form by Post:**
 - (i) User ID and initial password is provided at the bottom of the Ballot Form.
 - (ii) Please follow the steps from Sr. No. 15A(i) to 15A(xiii) above, to cast your vote.
 - C.** In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website download section on <https://evoting.karvy.com> or contact Mr. Ravi Shukla, the official at Karvy at Tel No. 1800 345 4001 (toll free).
 - D.** The period for e-voting starts on Thursday, May 12, 2016 at 9:00 A.M and ends on Friday, June 10, 2016 at 05:00 P.M. E-voting shall be disabled by Karvy on Friday, June 10, 2016 at 05:00 P.M.