NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth Annual General Meeting (AGM) of the members of Bharti Infratel Limited, will be held on Wednesday, August 10, 2016 at 10:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 to transact the following business(es):

ORDINARY BUSINESS(ES)

To consider and, if thought fit, to pass, the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016

   “Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2016 including reports of the Board and Auditors’ thereon and audited consolidated financial statements of the company for the financial year ended March 31, 2016 including report of Auditors’ thereon be and are hereby received, considered and adopted.”

2. Declaration of dividend on equity shares

   “Resolved that a dividend of ₹ 3 per equity share of ₹ 10/- each fully paid up for the financial year 2015-16 be and is hereby approved and declared.”

3. Re-appointment of Mr. Mark Chin Kok Chong (DIN 06638569) as a Director liable to retire by rotation

   “Resolved that Mr. Mark Chin Kok Chong (DIN 06638569), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

4. Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, (Registration no. 101049W) as the Statutory Auditors of the Company

   “Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), and resolution passed by the members at their 8th Annual General Meeting held on August 04, 2014, the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration no. 101049W), the Statutory Auditors of the Company, who being eligible have offered themselves for ratification of their appointment, be and is hereby ratified by the members of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company and the Board of Directors of the Company on the recommendation of the Audit and Risk Management Committee be and is hereby authorised to fix the remuneration payable to them for such appointment.”

SPECIAL BUSINESS

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

...
5. **Appointment of Mr. Rajan Bharti Mittal (DIN 00028016) as a Director, liable to retire by rotation**

“Resolved that pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Rajan Bharti Mittal (DIN 00028016), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. January 27, 2016 and who holds office till the date of the AGM in terms of Section 161(1) of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By order of the Board of Directors

For **Bharti Infratel Limited**

Shweta Girotra
Company Secretary
Membership No. F7313

Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070, India.

NOTES:

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**

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

4. The notice of AGM will be sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Friday, July 8, 2016.

5. The route map and prominent land mark of the venue of AGM is enclosed for easy location.

6. The copy of Annual Report 2015-16, notice of the 10th AGM, instruction for e-voting along with attendance slip, route map with prominent landmark details and proxy form, dividend intimation are being sent through electronic mode to all the members whose e-mail addresses are registered with Company/ depository participant (DPs) / Company’s Registrar and Transfer Agent (RTA) and the members whose e-mail id is not registered with the Company will be sent physical copies of such documents at their registered address through permitted mode.

Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, Karvy Computershare Private Limited, at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India.
7. Annual Report and Notice of the 10th AGM will also be available under the Investor Relations section on the website of the Company www.bharti-infratel.com.

8. The dividend, if declared at the AGM, will be paid on or before the 30th day from the date of declaration:
   - For equity shares held in physical form - those shareholders whose names will appear in the Register of Members on close of day on August 10, 2016, being the record date for the purpose dividend.
   - For equity shares held in dematerialised form - those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owner on close of day on August 10, 2016, being the record date for the purpose dividend.

9. Members who hold equity shares in physical form and desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their request to the Company's RTA. The ECS mandate, in order to be effective, should be submitted to the RTA on or before Wednesday, August 3, 2016. Any query related to dividend should be directed to the RTA of the Company.

In respect of members holding shares in electronic form, the bank details as furnished by the respective depositories to the Company will be used for the purpose of distribution of dividend through ECS facility. The Company / RTA will not act on any direct request from members holding shares in demat format for change / deletion of such bank details.

10. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.

11. Members wishing to claim dividends, which has remained unclaimed are requested to contact Company’s RTA. They are also requested to note that the amount of dividend not claimed within 7 years from the date of declaration, will as per Section 205C of the Companies Act, 1956 (corresponding to Section 125 of the Companies Act, 2013), be transferred to Investor Education and Protection Fund.

12. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled in to RTA. The Nomination Form in the prescribed format is available on the website of the Company at www.bharti-infratel.com. Members interested in obtaining a copy of the Nomination Form may write to the Company Secretary at the Company’s registered office.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.

14. Information regarding particulars of the Director to be appointed and the director seeking re-appointment requiring disclosure in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure does not include the directorships held in foreign companies. The committee chairmanships / memberships considered for the purposes of disclosure are those prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit Committee and Stakeholders’ Relationship Committee of Indian public limited companies.

15. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide...
to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting through electronic voting service facility. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").

16. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper / electronic poll (hereinafter referred as voting at AGM venue) shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at AGM venue.

17. The shareholders can opt for only one mode of voting i.e. remote e-voting or voting at AGM venue. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting at AGM venue will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

18. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.

19. The e-voting Event number, User Id and Password along with the detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the notice of AGM.

20. The Board has appointed Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi (C.P. No. 3850) as Scrutinizer to scrutinize the voting at AGM venue and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

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

Commencement of remote e-voting: From 9:00 a.m. (IST) on August 7, 2016
End of remote e-voting: Upto 5:00 p.m. (IST) on August 9, 2016

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

22. The voting rights of Members for remote e-voting and for voting at AGM venue shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Wednesday, August 3, 2016.

23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, August 3, 2016 only shall be entitled to avail the facility of remote e-voting / voting at AGM venue.

24. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Wednesday, August 3, 2016 may obtain the User Id and password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS: MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399

Example for NSDL : MYEPWD<SPACE>IN12345612345678
Example for CDSL : MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE> XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of https://evoting.karvy.com, the member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a password.

c) Member may Call Karvy’s Toll free number 1-800-3454-001

d) Member may send an e-mail request to evoting@karvy.com
If the member is already registered with Karvy for e-voting, he can use his existing User ID and password for casting the vote through remote e-voting.

25. The Scrutinizer, after scrutinizing the voting at AGM venue and through remote e-voting will not exceeding three days of conclusion of the Meeting, make a consolidated scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting. The results declared shall be available on the website of the Company (www.bharti-infratel.com) and on the website of the Karvy (https://evoting.karvy.com). The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

26. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Clause 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are available for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the meeting.

27. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information.

28. Members / proxies / authorised representatives are requested to bring duly filled attendance slips enclosed herewith to attend the meeting.

29. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

30. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

31. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

32. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to provide a certified copy of the Board Resolution/ Authorisation/ Power of Attorney to the Company, authorising their representative(s) to attend and vote on their behalf at the meeting.

33. For the security and safety of the members, no article / baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The members / attendees are strictly requested not to bring any article / baggage etc. at the venue of the AGM.

34. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website https://evoting.karvy.com.

SHAREHOLDERS MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5
Mr. Rajan Bharti Mittal (DIN: 00028016) was appointed as an Additional Director on the Board of the Company w.e.f. January 27, 2016. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Rajan Bharti Mittal holds office upto the date of the Tenth AGM. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing appointment of Mr. Rajan Bharti Mittal as Director of the Company, liable to retire by rotation, along with the prescribed deposit of ₹ 100,000/-.  

Save and except Mr. Rajan Bharti Mittal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5.

Mr. Rajan Bharti Mittal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to be appointed as a Director. The Board recommends the appointment of Mr. Rajan Bharti Mittal as a Director, liable to retire by rotation and propose to pass the resolution set out in item no. 5 of the notice as an Ordinary Resolution.

Brief profile of Mr. Rajan Bharti Mittal is enclosed and detailed profile is available on www.bharti-infratel.com.

By order of the Board of Directors
For Bharti Infratel Limited

Shweta Girotra
Company Secretary
Membership No. F7313

Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070, India.

Place: Gurgaon
Date: April 26, 2016
Details of Directors seeking appointment/ re-appointment as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013

Mr. Rajan Bharti Mittal (DIN: 00028016)

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<tr>
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<tbody>
<tr>
<td>Date of Birth</td>
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<tr>
<td>Age</td>
<td>56 years</td>
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<tr>
<td>Original date of appointment</td>
<td>27/01/2016</td>
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<tr>
<td>Qualifications</td>
<td>Graduate from Punjab University and an Alumnus of Harvard Business School</td>
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<tr>
<td>Experience and expertise in specific functional area</td>
<td>Marketing and Management</td>
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<td>Terms and conditions of appointment and remuneration</td>
<td>As per the Policy on Nomination, Remuneration and Board Diversity (annexed to Board's Report)</td>
</tr>
<tr>
<td>Remuneration last drawn</td>
<td>As mentioned in Corporate Governance Report</td>
</tr>
<tr>
<td>No. of Board meetings attended during the year</td>
<td>NIL</td>
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<tr>
<td>Shareholding in Bharti Infratel Limited</td>
<td>NIL</td>
</tr>
<tr>
<td>Relationship with other Directors, Managers and Other Key Managerial Personnel</td>
<td>NIL</td>
</tr>
<tr>
<td>Membership / Chairmanship of committees in public limited companies in India</td>
<td>Bharti Telecom Limited –Stakeholders’ Relationship Committee (Chairman) &amp; Audit Committee (Member) Bharti Infratel Limited- Stakeholders’ Relationship Committee (Chairman)</td>
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Mr. Mark Chin Kok Chong (DIN: 06638569)

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<tbody>
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<td>Date of Birth</td>
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<tr>
<td>Age</td>
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<td>Qualifications</td>
<td>Bachelors’ Degree in Electronics Engineering and Masters’ Degree in Research in Electronics Systems from ENSERG, Grenoble, France Master of Business Administration from National University of Singapore</td>
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<tr>
<td>Experience and expertise in specific functional area</td>
<td>Technology and General Management</td>
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<td>Terms and conditions of re-appointment and remuneration</td>
<td>As per the Policy on Nomination, Remuneration and Board Diversity (annexed to Board's Report)</td>
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<tr>
<td>Remuneration last drawn</td>
<td>As mentioned in Corporate Governance Report</td>
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<tr>
<td>No. of Board meetings attended during the year</td>
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<tr>
<td>Shareholding in Bharti Infratel Limited</td>
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<tr>
<td>Relationship with other Directors, Managers and Other Key Managerial Personnel</td>
<td>NIL</td>
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<td>Directorships held in other companies in India</td>
<td>Bharti Telecom Limited</td>
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<tr>
<td>Membership/Chairmanship of committees in public limited companies in India</td>
<td>NIL</td>
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</table>
Route map to the venue of the Tenth Annual General Meeting (AGM) of Bharti Infratel Limited
Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Name(s) and address of the member in full

______________________________________________________________________________

______________________________________________________________________________

I / we hereby record my / our presence at the Tenth Annual General Meeting of the Company being held on Wednesday, August 10, 2016 at 10:30 a.m. at Shri Sathya Sai International Centre, Pragati Vihar, Lodhi Road New Delhi – 110 003, India.

Please (✓) in the box

☐ MEMBER ☐ PROXY

Signature of Member/Proxy

*Applicable for member holding shares in physical form.
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Sl. No. | Resolutions                                                                 | For | Against
--- | --- | --- | ---
1.    | To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016 |     |     
2.    | Declaration of dividend on equity shares |     |     
3.    | Re-appointment of Mr. Mark Chin Kok Chong (DIN: 06638569) as a Director liable to retire by rotation |     |     
4.    | Ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, (Registration no. 101049W) as the Statutory Auditors of the Company |     |     

Special Business

5.    | Appointment of Mr. Rajan Bharti Mittal (DIN: 00028016) as a Director liable to retire by rotation |     |     

Signed this ................................Day of ............2016

Signature of shareholder .............................................

Signature of proxy holder(s) ..........................................

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi-110070 not later than 48 hours before the commencement of the Meeting.
# ECS MANDATE FORM

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To

Karvy Computershare Private Limited
Unit: Bharti Infratel Limited
Karvy Selenium Tower B, Plot number 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal
Hyderabad - 500032

<table>
<thead>
<tr>
<th>Name of the First/Sole Member</th>
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**PAN/Email information**

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<tr>
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**Particulars of the Bank Account**

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<tr>
<th>9 Digit Code Number of the Bank and Branch appearing on the MICR Cheque issued by the Bank (Please attach a photocopy of the Cheque)</th>
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<tr>
<th>IFSC Code</th>
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I hereby declare that the particulars given above are correct and complete and also express my concurrence to receive information through email towards dividend paid by the Company under the ECS mode.

Signature of the 1st Registered Holder/Sole Holder