NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting (AGM) of the members of Bharti Infratel Limited, will be held on Saturday, July 22, 2017 at 4:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi- 110010 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, 2017

“Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2017 as per Ind-AS including reports of the Board and Auditors’ thereon and audited consolidated financial statements of the company for the financial year ended March 31, 2017 as per Ind-AS including report of Auditors’ thereon be and are hereby received, considered and adopted.”

2. To confirm interim dividend and declaration of final dividend on equity shares

“Resolved that an interim dividend of ₹ 12 per equity share of ₹ 10/- each fully paid up, paid to the members for the financial year 2016-17 as per the resolution passed by the Board of Directors at its meeting held on March 22, 2017 be and is hereby confirmed.

Resolved further that a final dividend of ₹ 4 per equity share of ₹ 10/- each fully paid up for the financial year 2016-17, as recommended by the Board, be and is hereby approved and declared.”

3. Re-appointment of Rajan Bharti Mittal (DIN: 00028016) as a Director liable to retire by rotation

“Resolved that Rajan Bharti Mittal (DIN 00028016), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon (Registration no. 117366W/ W- 100018) 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 the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon (Registration no. 117366W/ W-100018), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Gurgaon, (Registration no. 101049W) Statutory Auditors of the Company retiring at the conclusion of this AGM) for a period of five years i.e. from the conclusion of this 11th AGM till the conclusion of 16th AGM of the Company, subject to annual ratification by the members at every AGM.”
Resolved further that on the recommendation of the Audit and Risk Management Committee, the Board of Directors of the Company be and are hereby authorized to fix the remuneration payable to Statutory Auditors.

Special Business(es)

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

5. **Appointment of Sanjay Omprakash Nayar (DIN: 00002615) 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), Sanjay Omprakash Nayar (DIN 00002615), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. May 8, 2017, and who holds office till the date of this 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.”

6. **Appointment of Tao Yih Arthur Lang (DIN: 07798156) 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), Tao Yih Arthur Lang (DIN 07798156), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. conclusion of the Board Meeting dated May 8, 2017, and who holds office till the date of this 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.”

7. **Re-appointment of Devender Singh Rawat (DIN: 06798626) as Managing Director & Chief Executive Officer of the Company**

   “Resolved that pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 or any other law for the time being in force, consent of the Company, be and is hereby accorded for re-appointment of Devender Singh Rawat (DIN 06798626) as Managing Director & Chief Executive Officer (MD & CEO) of the Company for a further period of three years with effect from April 1, 2017 on the 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 25.00 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, Devender Singh Rawat 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.

   **Reimbursements**

   Devender Singh 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.

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

   **Minimum Remuneration**

   Where in any financial year during the tenure of Devender Singh Rawat as MD & CEO, the Company incurs losses or its profits are inadequate, the Company shall pay to Devender Singh Rawat, the above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits as minimum remuneration, subject to the approval of Central Government, if applicable.

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

Resolved further that the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

Notes:
1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business(es) 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, June 16, 2017.

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

6. The copy of Annual Report 2016-17, notice of the 11th AGM, instruction for e-voting, along with attendance slip, route map with prominent landmark details and proxy form and dividend intimation etc. 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 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 No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad- 500032.

7. Annual Report and Notice of the 11th AGM and related documents 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 the close of day on Friday, July 21, 2017, being the record date for the purpose of dividend.

- For equity shares held in dematerialized 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 the close of day on Friday, July 21, 2017, being the record date for the purpose of 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 Monday, July 10, 2017. 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 dematerialised form 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. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-

a. The change in the residential status on return to India for permanent settlement;

b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.

12. 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 which remains unclaimed for 7 years will as per Section 125 of the Companies Act, 2013 and the rules made thereunder, be transferred to Investor Education and Protection Fund along with the transfer of shares in case any dividend has not been encashed by the members on such shares during the last seven consecutive years to the designated suspense account as prescribed by the IEPF Authority.

Members may visit the Company’s website www.bharti-infratel.com for tracking details of any unclaimed/ unpaid dividend.

13. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the 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.

14. 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.

15. Information regarding particulars of the Director to be appointed and the Director seeking re-appointment requiring disclosure in terms of the Secretarial Standard 2, 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 chairmanship / membership considered for the purpose 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.
16. 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, 2016, 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").

17. 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.

18. 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 will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

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

20. 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.

21. The Board has appointed Sanjay Grover, Managing Partner at M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi 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 the same purpose.

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

<table>
<thead>
<tr>
<th>Event</th>
<th>Time</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Commencement of remote e-voting</td>
<td>9:00 a.m. IST</td>
<td>July 19, 2017</td>
</tr>
<tr>
<td>End of remote e-voting</td>
<td>5:00 p.m. IST</td>
<td>July 21, 2017</td>
</tr>
</tbody>
</table>

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.

23. 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. Saturday, July 15, 2017.

24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Saturday, July 15, 2017 only shall be entitled to avail the facility of remote e-voting / voting at AGM venue. Any person who is not a member on the cut-off date should treat the Notice for information purpose only.

25. 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. Saturday, July 15, 2017 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.

26. The Scrutinizer, after scrutinizing the voting at AGM venue and through remote e-voting, will, not exceeding 48 hours of conclusion of the Meeting, make a consolidated scrutinizer’s report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The Chairman or the authorized director shall declare the results. The results declared shall be available on the website of the Company (www.bharti-infratel.com) and on the website of 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.

27. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of 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.

28. 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.

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

30. 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.

31. 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 AGM, 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.

32. 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.

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

34. 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.


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
Sanjay Omprakash Nayar (DIN: 00002615) was appointed as an Additional Director on the Board of the Company w.e.f. May 8, 2017. Pursuant to the provisions of section 161(1) of the Companies Act, 2013, Sanjay Omprakash Nayar will hold office upto the date of this Eleventh AGM. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Sanjay Omprakash Nayar as Director of the Company, liable to retire by rotation, along with the prescribed deposit of ₹ 100,000/-.

Save and except Sanjay Omprakash Nayar 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.

Sanjay Omprakash Nayar 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. Keeping in view his rich and varied experience, the Board recommends the appointment of Sanjay Omprakash Nayar as a Director, liable to retire by rotation as set out in Item no. 5 of the notice as an Ordinary Resolution.

Brief profile of Sanjay Omprakash Nayar is enclosed and detailed profile is available on www.bharti-infratel.com.

Item No. 6
Tao Yih Arthur Lang (DIN: 07798156) was appointed as an Additional Director on the Board of the Company w.e.f. conclusion of the Board Meeting dated May 8, 2017. Pursuant to the provisions of section 161(1) of the Companies Act, 2013, Tao Yih Arthur Lang will hold office upto the date of this Eleventh AGM. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing candidature of Tao Yih Arthur Lang as Director of the Company, liable to retire by rotation, along with the prescribed deposit of ₹ 100,000/-.

Save and except Tao Yih Arthur Lang 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. 6.

Tao Yih Arthur Lang 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. Keeping in view his rich and varied experience, the Board recommends the appointment of Tao Yih Arthur Lang as a Director, liable to retire by rotation as set out in Item no. 6 of the notice as an Ordinary Resolution.

Brief profile of Tao Yih Arthur Lang is enclosed and detailed profile is available on www.bharti-infratel.com.

Item No. 7
In terms of the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, re-appointment of the Managing Director & Chief Executive Officer (MD & CEO) requires approval of the shareholders by way of ordinary resolution.

Devender Singh Rawat, was appointed as the MD & CEO of the Company w.e.f. April 1, 2014 for a period of 3 years i.e. upto March 31, 2017 vide resolution passed by the Shareholders, through Postal Ballot on March 21, 2014.

Upon recommendation of the HR, Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on January 23, 2017, subject to the approval of shareholders in this Annual General Meeting, had re-appointed Devender Singh Rawat for a further term of 3 years i.e. from April 1, 2017 to March 31, 2020. Devender Singh Rawat has been instrumental to the growth of the Company. The Board of Directors is of the opinion that it will be in the best interest of the Company that he continues as the MD & CEO of the Company. The Board proposes the re-appointment of Devender Singh Rawat, on the terms and remuneration as stated in the resolution set out at Item no. 7, for approval of shareholders as an ordinary resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Companies Act, 2013.

Save and except Devender Singh Rawat and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 7.

Relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.
Brief profile of Devender Singh Rawat 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 Infratel Limited
Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070, India.
CIN: L64201DL2006PLC156038
Email id: compliance.officer@bharti-infratel.in

Date: May 8, 2017
Place: New Delhi

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 including Secretarial Standard-2, as on the date of the Notice

<table>
<thead>
<tr>
<th>Name</th>
<th>Rajan Bharti Mittal</th>
</tr>
</thead>
<tbody>
<tr>
<td>DIN</td>
<td>00028016</td>
</tr>
<tr>
<td>Date of Birth</td>
<td>05/01/1960</td>
</tr>
<tr>
<td>Age</td>
<td>57 years</td>
</tr>
<tr>
<td>Original date of appointment</td>
<td>27/01/2016</td>
</tr>
<tr>
<td>Qualifications</td>
<td>Graduate from Punjab University and an Alumnus of Harvard Business School</td>
</tr>
<tr>
<td>Experience and expertise in specific functional area</td>
<td>Marketing and Management</td>
</tr>
<tr>
<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 the Corporate Governance Report</td>
</tr>
<tr>
<td>No. of Board Meetings attended during the year</td>
<td>As mentioned in the Corporate Governance Report</td>
</tr>
<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>
</tbody>
</table>
| Directorships held in other companies in India | • Bharti Telecom Limited  
• Cedar Support Services Limited  
• Bharti Realty Holdings Limited  
• Indus Towers Limited  
• Future Retail Limited  
• Bharti Enterprises (Holding) Private Limited  
• Bharti Management Private Limited  
• Bharti Overseas Private Limited  
• Bharti (RBM) Holdings Private Limited  
• Bharti (RBM) Resources Private Limited  
• Bharti (RBM) Services Private Limited |
## Name: Rajan Bharti Mittal

- Bharti (RBM) Trustees Private Limited
- Bharti (Satya) Trustees Private Limited
- Bharti RBM Trustees S1 Private Limited
- Bharti RBM Trustees S2 Private Limited

**Membership/Chairmanship of committees in other public limited companies in India**

- Bharti Telecom Limited –
  - Chairman - Stakeholders Relationship Committee
  - Member - Audit Committee
- Future Retail Limited –
  - Member - Stakeholders’ Relationship Committee

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## Name: Sanjay Omprakash Nayar

- **DIN:** 00002615
- **Date of Birth:** 13/10/1960
- **Age:** 56 years
- **Original date of appointment:** 08/05/2017
- **Qualifications:** B. Sc. (Hons) from Delhi College of Engineering, PGDM (Finance)-Indian Institute of Management, Ahmedabad
- **Experience and expertise in specific functional area:** Banking and Private Equity
- **Terms and conditions of appointment and remuneration:** As per the Policy on Nomination, Remuneration and Board Diversity (annexed to Board’s Report)
- **Remuneration last drawn:** As mentioned in the Corporate Governance Report
- **No. of Board Meetings attended during the year:** As mentioned in the Corporate Governance Report
- **Shareholding in Bharti Infratel Limited:** Nil
- **Relationship with other Directors, Managers and Other Key Managerial Personnel:** Nil

**Directorships held in other companies in India**

- Pratham Education Foundation*
- Valleyview Probuild Private Limited
- Indian School of Business*
- KKR India Advisors Private Limited
- KKR India Financial Services Private Limited
- Heritage View Developers Private Limited
- Grameen Capital India Private limited
- Pratham Institute for Literacy Education and Vocational Training*
- Grameen Capital Investment Advisors Private Limited
- Sea View Probuild Private Limited
- Sealink View Probuild Private Limited
- Seynse Technologies Private Limited
- Avendus Capital Private Limited
- Epimoney Private Limited
- USIBC Global Private Limited
- Magma Fincorp Limited
- Apollo Hospitals Enterprise Limited
- Gland Pharma Limited
- Max Financial Services Limited
- Coffee Day Enterprises Limited
- Coffee Day Global Limited

**Membership/Chairmanship of committees in other public limited companies in India**

- Magma Fincorp Limited
  - Member- Audit Committee

*Section 8 Companies under Companies Act, 2013*
### Tao Yih Arthur Lang

<table>
<thead>
<tr>
<th>Name</th>
<th>Tao Yih Arthur Lang</th>
</tr>
</thead>
<tbody>
<tr>
<td>DIN</td>
<td>07798156</td>
</tr>
<tr>
<td>Date of Birth</td>
<td>06/01/1972</td>
</tr>
<tr>
<td>Age</td>
<td>45 years</td>
</tr>
<tr>
<td>Original date of appointment</td>
<td>08/05/2017&lt;sup&gt;#&lt;/sup&gt;</td>
</tr>
<tr>
<td>Qualifications</td>
<td>Masters in Business Administration, Harvard University Bachelor of Arts in Economics (Magna cum laude), Harvard University</td>
</tr>
<tr>
<td>Experience and expertise in specific functional area</td>
<td>Technology and General Management</td>
</tr>
<tr>
<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 the Corporate Governance Report</td>
</tr>
<tr>
<td>No. of Board Meetings attended during the year</td>
<td>As mentioned in the Corporate Governance Report</td>
</tr>
<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>Directorships held in other companies in India</td>
<td>Nil</td>
</tr>
<tr>
<td>Membership/Chairmanship of committees in other public limited companies in India</td>
<td>Nil</td>
</tr>
</tbody>
</table>

<sup>#</sup>w.e.f conclusion of the Board Meeting dated May 8, 2017.

### Devender Singh Rawat

<table>
<thead>
<tr>
<th>Name</th>
<th>Devender Singh Rawat</th>
</tr>
</thead>
<tbody>
<tr>
<td>DIN</td>
<td>06798626</td>
</tr>
<tr>
<td>Date of Birth</td>
<td>07/07/1968</td>
</tr>
<tr>
<td>Age</td>
<td>48 Years</td>
</tr>
<tr>
<td>Original date of appointment</td>
<td>1/4/2014</td>
</tr>
<tr>
<td>Qualifications</td>
<td>Bachelors’ degree in Engineering (Electronics and Communication) from Osmania University, Hyderabad</td>
</tr>
<tr>
<td>Experience and expertise in specific functional area</td>
<td>General Management</td>
</tr>
<tr>
<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 the Corporate Governance Report</td>
</tr>
<tr>
<td>No. of Board Meetings attended during the year</td>
<td>As mentioned in the Corporate Governance Report</td>
</tr>
<tr>
<td>Shareholding in Bharti Infratel Limited</td>
<td>82,695 shares</td>
</tr>
<tr>
<td>Relationship with other Directors, Managers and Other Key Managerial Personnel</td>
<td>Nil</td>
</tr>
<tr>
<td>Directorships held in other companies in India</td>
<td>Smartx Services Limited</td>
</tr>
<tr>
<td>Membership/Chairmanship of committees in other public limited companies in India</td>
<td>Nil</td>
</tr>
</tbody>
</table>
Route map to the venue of the Eleventh AGM of Bharti Infratel Limited

Venue: Air Force Auditorium, Subroto Park, New Delhi – 110 010

Landmark: Adjacent to Research & Referral, Army Hospital
ADMISSION SLIP

11TH ANNUAL GENERAL MEETING

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

<table>
<thead>
<tr>
<th>DP ID &amp; Client ID/Regd. Folio No.*</th>
<th>No. of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Name(s) and address of the member in full

_____________________________________________________________________________________________________________
_____________________________________________________________________________________________________________
_____________________________________________________________________________________________________________

I / we hereby record my / our presence at the Eleventh Annual General Meeting of the Company being held on Saturday, July 22, 2017 at 4:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi- 110010.

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

I/We, being the member(s) of Bharti Infratel Limited holding ................................equity shares hereby appoint

1. Name: ............................................. Address: .................................................................
   E-Mail: ............................................. Signature: .......................................................... or failing him.
2. Name: ............................................. Address: .................................................................
   E-Mail: ............................................. Signature: .......................................................... or failing him.
3. Name: ............................................. Address: .................................................................
   E-Mail: ............................................. Signature: ..........................................................

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eleventh Annual General Meeting of the Company scheduled to be held on Saturday, July 22, 2017 at 4:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi-110010, India or / and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Signed this ................................... Day of ................................ 2017

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 No. 31 & 32,  
Financial District, Nanakramguda,  
Gachibowli Hyderabad- 500032

Name of the First/Sole Member  
Folio No.

**PAN/Email information**

| Income Tax Permanent Account Number (PAN) |  | (Please attach a photocopy of PAN Card) |
| Email ID |  |  |

**Particulars of the Bank Account**

| Bank Name |  |  |
| Branch Name & Address |  |  |

| Bank Account Type (tick) | SB | Current | Others |
|  |  |  |  |
| Bank Account Number |  |  |  |

| 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) |  |  |  |

| IFSC Code |  |  |  |

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