Notice is hereby given that the Ninth Annual General Meeting (AGM) of the members of Bharti Infratel Limited will be held on Tuesday, August 11, 2015 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:**

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015
   - To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:
     “Resolved that the audited standalone financial statements of the Company including the balance sheet as at March 31, 2015, the statement of profit and loss, the cash flow statement for the year ended on that date, reports of the Board and Auditors thereon and the audited consolidated financial statements of the Company including Auditors’ Report thereon be and are hereby received, considered and adopted.”

2. Declaration of dividend on equity shares
   - To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:
     “Resolved that the interim dividend of ₹ 4.50 per equity share of ₹ 10/- each fully paid up for the financial year 2014-15 paid to the members be and is hereby confirmed.”

3. Re-appointment of Mr. Rakesh Bharti Mittal as a Director liable to retire by rotation
   - To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:
     “Resolved further that a final dividend of ₹ 6.50 per equity share of ₹ 10/- each fully paid up for the financial year 2014-15 be and is hereby approved and declared.”

4. Ratification of the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon, as the Statutory Auditors of the Company
   - To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:
     “Resolved that pursuant to 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), the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Gurgaon (Registration no. 101049W), as the Statutory Auditors of the Company to hold the office till the conclusion of 11th Annual General Meeting be and is hereby ratified and the Board of Directors of the Company on the recommendation of the Audit Committee be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2016.”

**SPECIAL BUSINESS:**

5. Appointment of Mr. Rajinder Pal Singh as an Independent Director
   - To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:
     “Resolved that pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof)
Mr. Rajinder Pal Singh (DIN 02943155), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 15, 2015, and who holds office till the date of the AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, and shall hold office for a period of five consecutive years from the date of appointment i.e. July 15, 2015 upto July 14, 2020."

6. Adoption of new Articles of Association of the Company as per Companies Act, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

Resolved further that the Board be and is hereby severally authorised to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

7. To approve Related Party Transactions with Bharti Airtel Limited

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“Resolved that pursuant to Clause 49 of the Listing Agreement, approval of the members be and is hereby accorded for the following material related party transactions hitherto entered / to be entered with Bharti Airtel Limited at such price / pricing formula for such period / periods and on such other terms and conditions as decided / may be decided by the Board of Directors of the Company (the “Board”, which term shall be deemed to include its duly constituted “Committee of Directors”) from time to time:

1. To provide passive infrastructure services;
2. To avail various telecom services such as landline, mobile, leased line broadband facility, SIM charges, USB Dongles etc;
3. To use and allow usage of each other’s passive infrastructure assets;
4. Rental/Reimbursement of charges towards usage of offices/properties and availing related services;

Resolved further that in this regard, the Board is hereby authorised to:

- negotiate, finalise, vary, amend, renew, and revise the terms and conditions of the transactions(s), including prices / pricing formula and tenure;
- enter into, sign, execute, renew, modify and amend all agreements, documents, letters, undertaking thereof, from time to time, provided that such amendments etc. are on arms' length basis
- do all such acts, matters, deeds and things and to settle any question, difficulty or doubt that may arise as may be necessary or desirable for the purpose of giving effect to this resolution.”
NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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.

2. 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 person or shareholder. A proxy holder needs to show his identity at the time of attending the meeting.

3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given separately in e-voting notice. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members separately.

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 03, 2015.

5. The copy of annual report, notice of general meeting, notice of e-voting and dividend intimation, etc. are being sent to the members through e-mail who have registered their email ids with their depository participants (DPs) / Company’s Registrar and Transfer Agent (RTA).

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 id is not registered with the Company will be sent physical copies of this notice, Annual Report, notice of e-voting etc. at their registered address through permitted mode.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of 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.


7. The register of members and share transfer books of the Company will remain closed from Wednesday, August 05, 2015 to Tuesday, August 11, 2015 (both days inclusive), in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed, for the purpose of Annual General Meeting and determining names of the shareholders eligible for dividend on equity shares, if declared.

8. The dividend, if declared at the Annual General Meeting, 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 the day on August 04, 2015.

   • 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 04, 2015.

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 Tuesday, August 04, 2015. 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. Shareholders wishing to claim dividends, which remain unpaid are requested to contact Company's RTA. They are also requested to note that the amount of dividend unclaimed for seven years, from the date of declaration, will be transferred to the Investor Education and Protection Fund.

12. 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 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.

13. Information regarding particulars of the Directors seeking appointment / re-appointment requiring disclosure in terms of the Listing Agreement 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, private limited companies and companies under Section 8 of the Companies Act, 2013 but include private limited companies which are considered as public limited companies in terms of Section 2(71) of the Companies Act, 2013. The committee chairmanships / memberships considered for the purposes of disclosure are those prescribed under Clause 49(II)(D) of the Listing Agreement(s) viz. Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies.

14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the assent or dissent of the shareholders in respect of the resolutions contained in the Annual General Meeting Notice dated July 15, 2015 is also being taken through e-voting facility provided by Karvy Computershare Private Limited.

15. 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.

16. The Board of Directors of the Company has appointed Mr. Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi as Scrutinizer to scrutinize the physical voting and remote e-voting process in a fair and transparent manner.

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 shareholders who will be physically present at the AGM shall be provided with polling papers to cast their votes at the meeting.

18. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered.

19. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut off i.e. August 04, 2015.

20. 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 August 04, 2015 only shall be entitled to avail the facility of remote e-voting / physical voting.

21. 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. August 04, 2015 may obtain the User Id and password by in the manner as mentioned in the instructions relating to e-voting.
22. The result on resolutions shall be declared on or before closing business hours on Thursday, August 13, 2015 at the registered office of the Company and will also be available along with scrutiniser’s report on the website of the Company and on the website of Karvy Computershare Private Limited. 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.

23. 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 proposed AoA, certificate from the Auditors of the Company under Clause 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are open 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.

24. 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.

25. Members / proxies are requested to bring duly filled admission / attendance slips sent herewith along with the notice of the AGM at the meeting.

26. 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.

27. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.

28. 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 shareholders / 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

Rajinder Pal Singh was appointed as an additional Director on the Board of the Company w.e.f. July 15, 2015 through resolution by circulation and holds office upto the date of this Ninth AGM. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing appointment of Mr. Rajinder Pal Singh as an Independent Director of the Company, not liable to retire by rotation, along with the prescribed deposit of ₹ 100,000.

Rajinder Pal Singh has confirmed his eligibility and consent to be appointed as a Director of the Company and has also given a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Board is of opinion that he fulfills the conditions specified therein and is independent of the management. Accordingly, it is proposed that Rajinder Pal Singh be appointed as an Independent Director of the Company for a term of five consecutive years i.e. for a term upto July 14, 2020 and shall not be liable to retire by rotation.

A copy of the draft letters for appointment of Rajinder Pal Singh, setting out the terms and conditions are available for inspection by members at the registered office of the Company, and a brief profile is available on the website of the Company, www.bharti-infratel.com.

Save and except Rajinder Pal Singh 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 resolutions set out at item no. 5.

The Board recommends the appointment of Rajinder Pal Singh as an Independent Director not liable to retire by rotation and propose to pass the resolution set out in item no. 5 of the notice as an Ordinary Resolution

Item No. 6

The existing Articles of Association (“AOA”) are based on the Companies Act, 1956 and several clauses / regulations in the
existing AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

The existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of the Companies Act, 2013. The modification in Articles of Association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a special resolution is required in this regard. A copy of the existing as well as proposed Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as a special resolution.

The Board recommends the resolution as set out at Item No. 6 of the Notice for approval by the shareholders as special resolution.

Item No. 7
Bharti Infratel Limited [Bharti Infratel, the Company] was incorporated in 2006 as a subsidiary of Bharti Airtel Limited [Bharti Airtel] with an objective to provide tower and related passive infrastructure to various telecom service providers on non-discriminatory basis under long term service contracts. In November 2007, through a scheme of arrangement, Bharti Airtel transferred its towers and related infrastructure to Bharti Infratel ('Demerger').

Bharti Airtel is India’s largest telecom service provider. In the ordinary course, the Company provides its tower and related passive infrastructure on sharing basis to Bharti Airtel and also avail various telecom services from Bharti Airtel.

Bharti Airtel and Bharti Infratel also mutually uses each other's passive infrastructure assets and other resources on arms’ length basis in the ordinary course of business. Bharti Airtel Limited being holding company is a related party of the Company.

In terms of the provisions of Clause 49(VII)(E) of the Listing Agreement, which became effective from October 1, 2014, approval of the shareholders is required for all transactions with related parties, if the value of such transactions or series of transactions with a related party in any financial year, exceeds 10% of the consolidated turnover of the Company. In case of the ongoing transactions, the companies are required to obtain shareholders’ approval in the first general meeting held after October 1, 2014.

Relevant details of the transactions with Bharti Airtel are as follows:

1. To provide passive infrastructure services
Bharti Infratel Limited has entered into Master Service Agreements (MSA) with Bharti Airtel Limited in December 2007. The MSA executed between the parties sets out the terms and conditions relevant to sharing of passive infrastructure at sites and provision for related operation and maintenance services; and corresponding obligations of both the parties on a non-exclusive basis. Further, the MSA includes the SLA applicable to both the parties’ w.r.t. their respective obligations under the MSA.

The MSA also captures the tower sharing process, site selection, acquisition and deployment timelines, the service levels and uptimes to be maintained, site electrification requirements, the governance process and applicable charges including standard charges, annual increment, various site level premiums, additional charges determined basis the installed active equipments of the sharing operator etc. Further the parties have arrived at arrangement under which the energy consumed is charged at fixed rates. The parties have also entered into joint energy initiative arrangements and have implemented multiple energy efficient and environment friendly solutions.

Overall monetary value of the transaction depends upon the number of sites provided, site location, number of co-location etc. and vary from time to time. The net value of such transaction for FY 2014-15 amounts to ₹ 28,520.73 Mn.

2. To avail various telecom services from Bharti Airtel Limited
Bharti Airtel Limited is engaged in the business of providing various telecommunication services. The Company avails many of these telecom services such as landline, mobile, leased line broadband facility, SIM charges, USB Dongles etc. from Bharti Airtel on arm’s length basis.

Overall monetary value of the transaction depends upon the number / volume of services availed and the applicable rates of such services at the relevant time. The net value of such transaction for FY 2014-15 amounts to ₹ 134.91 Mn.
3. To use and allow usage of each other's passive infrastructure assets

During the demerger, certain passive infrastructure assets lying at tower/sites owned by other telecom operators, which were occupied by Bharti Airtel Limited under separate agreement with such telecom operators, were transferred to Bharti Infratel Limited. The gross value of these assets as on 1st April 2008 was ₹ 950.7 Mn.

Further, during the demerger, some passive infrastructure assets at certain sites were retained by Bharti Airtel Limited. The gross value of these assets as on 1st October 2009 was ₹ 218.3 Mn.

Bharti Airtel Limited and Bharti Infratel Limited under mutual agreement have agreed to charge each other @ 10% p.a. of the Gross value of the assets for 10 years. Accordingly, during the year Bharti Airtel Ltd. paid ₹ 95.07 Mn to Bharti Infratel Ltd. for use of Infratel Assets by Airtel. Similarly Bharti Infratel Ltd. paid ₹ 21.83 Mn to Bharti Airtel Ltd. for use of Airtel’s assets during FY 2014-15. The net monetary value for the said transactions for the FY 2014-15 amounts to ₹ 73.15 Mn.

4. Rental/Reimbursement of charges towards usage of offices/properties and availing related services.

Bharti Infratel has been occupying space in some offices and properties of Bharti Airtel and availing related facilities at such locations. Bharti Infratel reimburses charges for such usage and related services.

Overall monetary value of the transaction depends upon the number / volume of services availed and the charges applicable at the relevant time. The value of such transaction incurred during FY 2014-15 amounts to ₹ 46.65 Mn.

All the above transactions have been recommended by the Audit and Risk Management Committee and the Board. Board shall ensure that all these transactions are entered on arm's length basis from time to time.

In terms of Clause 49(VII)(E) of the Listing Agreement, none of the related parties of the Company are allowed to vote on the resolution w.r.t. approval of material Related Party Transactions. Accordingly, all related parties of the Company, including Bharti Airtel, Directors and Key Managerial Personnel of the Company will not be entitled to vote on this resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution. However, Mr. Rakesh Bharti Mittal, Director of Bharti Infratel Limited is brother of Sunil Bharti Mittal, who is the Chairman of Bharti Airtel Limited.

The Board recommends the resolution as set out at Item No. 7 of the Notice for approval by the shareholders as special resolution.

Registered Office:
Bharti Crescent
1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi - 110 070, India.
CIN: L64201DL2006PLC156038
Email id: compliance.officer@bharti-infratel.in

Place: New Delhi
Date: July 15, 2015

By order of the Board
For Bharti Infratel Limited

Anupam Garg
Company Secretary
Membership No. A11152
Information of Director(s) seeking appointment or re-appointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI and Clause 49 of the Listing Agreement) as on the date of Notice

Rakesh Bharti Mittal (DIN: 00042494)

<table>
<thead>
<tr>
<th>Date of Birth</th>
<th>September 18, 1955</th>
</tr>
</thead>
<tbody>
<tr>
<td>Qualifications</td>
<td>Diploma in Electronics and Controls from Y.M.C.A. Institute of Engineering.</td>
</tr>
<tr>
<td>Experience and expertise in specific functional area</td>
<td>General Management</td>
</tr>
<tr>
<td>Shareholding in Bharti Infratel Limited</td>
<td>Nil</td>
</tr>
<tr>
<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>
</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>
</tr>
<tr>
<td>Original date of appointment</td>
<td>September 03, 2012</td>
</tr>
<tr>
<td>Relationship with other Directors or KMPs</td>
<td>NIL</td>
</tr>
</tbody>
</table>
| Directorships held in other public limited companies in India | • Bharti AXA General Insurance Company Limited  
• Bharti AXA Life Insurance Company Limited  
• Indus Towers limited  
• Bharti Realty Holdings limited |
| Membership/Chairmanship of committees in public limited companies in India | Bharti Realty Holdings Limited – Audit Committee (Member)  
Bharti Infratel Limited – Stakeholders’ Relationship Committee (Chairman) |

Rajinder Pal Singh (DIN: 02943155)

| Date of Birth                  | October 20, 1951 |
| Qualifications                | Masters in Mathematics from Advanced Centre for Pure Mathematics, Punjab University |
| Experience and expertise in specific functional area | Legal & Administration |
| Shareholding in Bharti Infratel Limited | Nil |
| 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       | Not Applicable |
| No. of Board meetings attended during the year | NIL |
| Original date of appointment  | July 15, 2015 |
| Relationship with other Directors or KMPs | NIL |
| Directorships held in other public limited companies in India | Maruti Suzuki India Limited |
| Membership/Chairmanship of committees in public limited companies in India | NIL |

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

Anupam Garg  
Company Secretary  
Membership No. A11152

Place: New Delhi  
Date: July 15, 2015
Route map to the venue of the Ninth Annual General Meeting (AGM) of Bharti Infratel Limited

Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003
This page is intentionally kept blank
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

ADMISSION SLIP

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>
</table>

Name(s) and address of the member in full

______________________________________________________________
______________________________________________________________

I / we hereby record my / our presence at the Ninth Annual General Meeting of the Company being held on Tuesday, August 11, 2015 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]

Name of the member(s): …………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………………
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

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