Dear Member(s),

**Sub: Voting through electronic means**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to its members to exercise their right to vote on resolutions proposed to be passed in the 11th Annual General Meeting (AGM) of the Company scheduled to be held on Saturday, July 22, 2017 at 4:00 p.m., by electronic means (remote e-voting).

The Company has engaged the services of Karvy Computershare Private Limited as the authorized agency to provide remote e-voting facilities. The remote e-voting particulars are as follows:

<table>
<thead>
<tr>
<th>E-Voting Event Number (EVEN)</th>
<th>User ID</th>
<th>Password / PIN</th>
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The remote e-voting facility will be available during the following voting period:

- **Commencement of remote e- voting**: From 09:00 am (IST) on July 19, 2017
- **End of remote e- voting**: Upto 05:00 pm (IST) on July 21, 2017

The cut-off date for the purpose of remote e-voting is July 15, 2017.

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

This communication forms an integral part of the notice dated May 8, 2017 for the 11th AGM scheduled to be held on July 22, 2017. Please read the instructions printed overleaf before exercising the vote.

The notice of the AGM and this communication is also available on the website of the Company at [www.bharti-infratel.com](http://www.bharti-infratel.com).

Thanking you

For **Bharti Infratel Limited**

**Shweta Girotra**
Company Secretary
Membership No. F7313

Date: May 8, 2017
Place: New Delhi
Instructions and other information relating to remote e-voting are as under:

1. In case a Member receives an email from Karvy [(for Members whose email Ids are registered with the Company/Depository Participant(s)]:
   (i) Launch internet browser by typing the URL: https://evoting.karvy.com in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon on the homepage.
   (ii) Enter the login credentials (i.e. User ID and password mentioned over leaf). Your Folio No. / DP ID/ Client ID will be your User ID. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
   (iii) After entering these details appropriately, click on “LOGIN”.
   (iv) You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, $ etc.). The system will prompt you to change your password and update your contact details like mobile number, email id etc. on first login. You may also enter a secret question and answer of your choice to retrieve password in case you forget it. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
   (v) You need to login again with the new credentials.
   (vi) On successful login, the system will prompt you to select the E-voting Event Number for Bharti Infratel Limited.
   (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut- off date under each of the heading of the resolution and cast your vote by choosing the “FOR/AGAINST” option or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date i.e. Saturday, July 15, 2017. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
   (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
   (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
   (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
   (xi) A confirmation box will be displayed, Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
   (xii) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format/ JPG Format) of the Board Resolution/ Authority Letter etc.,together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: bhartifratel@karvy.com with a copy to contact@cseasanjaygrover.in. They may also upload the same in the E-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT No.”

2. In case a Member receives physical copy of the Annual General Meeting (AGM) Notice by post [(for members whose email Ids are not registered with the Company/ Depository Participant(s)]:
   (i) User ID and initial password are provided overleaf.
   (ii) Please follow all steps from sr. no. (i) to (xii) as mentioned in (1) above, to cast your vote.
   (iii) Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
   (iv) In case of any query pertaining to E-voting, please visit Help & FAQ’s section available at Karvy’s website https://evoting.karvy.com.
   (v) The members who have cast their votes by remote e-voting may also attend AGM, but shall not be entitled to cast their vote again.
   (vi) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. July 15, 2017.
   (vii) The Board of Directors has appointed Sanjay Grover, Managing Partner at M/s Sanjay Grover & Associates, Company Secretaries, New Delhi as a scrutinizer to scrutinize the remote e-voting process and ballot / polling paper / electronic poll- insta poll at the AGM in a fair and transparent manner.
   (viii) The facility for ballot / polling paper / electronic poll- insta poll (hereinafter referred as voting at AGM venue) shall be made available at the AGM and the members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM venue.
   (ix) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on July 15, 2017 shall be entitled to avail the facility of remote E-voting/ voting at AGM venue.
   (x) 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. 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>Event Number +Folio no. or DPID / Client ID to +91-9212993399.
      b. If the mobile number of the member is registered against Folio No. / DPID / Client ID, the member may send SMS: Example for NSDL: MYEPWD<SPACE>E-Voting Event Number +Folio No. or DPID / Client ID to +91-9212993399.
      c. If the 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.
      d. Member may call Karvy’s Toll free number 1-800-3454-001.
      e. Member may send an e-mail request to evoting@karvy.com.
   (xi) The Scrutinizer shall within a period not later than 48 hours from the close of business hours on Monday, July 24, 2017 and 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.
   (xii) The Results declared along with the Scrutinizer’s Report(s) will be simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited.