The Letter of Offer is being sent to you, being an Eligible Shareholder of Bharti Infratel Limited ("Company") as on the Record Date in accordance with the Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 as amended and subsequent amendments thereof. If the Eligible Shareholders require any clarifications regarding the action to be taken, Eligible Shareholders may, consult their stock brokers or investment consultants or the Manager or the Registrar to the Buy-back i.e. Karvy Computershare Private Limited. Please refer to the section on “Definitions” for the definition of the capitalized terms used therein.

Buy-back of up to 4,70,58,823 (Four Crore Seventy Lakhs Fifty Eight Thousand Eight Hundred And Twenty Three) fully paid-up equity shares of face value of Rs. 10 each (“Equity Shares”), constituting up to 2.48% of the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2016 ("Buy-back"). The Buy-back will be undertaken on a proportionate basis, from the Eligible Shareholders holding Equity Shares as on June 16, 2016 ("Record Date"), by way of a Tender Offer for cash at a price of Rs. 425/- (Rupees Four Hundred and Twenty Five only) per Equity Share for an aggregate amount up to Rs. 19,99,99,99,775/- (Rupees One Thousand Nine Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Seventy Five Only) (“Buy-back Size”).

The Buy-back is being undertaken by the Company in accordance with Article 68 of the Articles of Association of the Company, the provisions of Sections 68, 69, 70 and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 (“Rules”) and the Buy-back Regulations. The Buy-back is subject to such other approvals, and permissions, as may be required from statutory, regulatory or governmental authorities under applicable law.

For details in relation to the procedure for acceptance and tender of Equity Shares as well as for mode of payment of consideration, Eligible Shareholders, please see the section entitled “Procedure for Tender Offer and Settlement” on page 28 of this Letter of Offer. The Tender Form(s) is enclosed with this Letter of Offer.

Eligible Shareholders are advised to refer to the sections entitled “Details of the Statutory Approvals” and “Note on Taxation” on pages 24 and 34 respectively, of this Letter of Offer, before tendering their Equity Shares in the Buy-back.

**BUY-BACK PROGRAMME**

<table>
<thead>
<tr>
<th>Buy-back Opening Date</th>
<th>Tuesday, July 12, 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Buy-back Closing Date</td>
<td>Monday, July 25, 2016</td>
</tr>
<tr>
<td>Last date and time for receipt of the completed Tender Form</td>
<td>Wednesday, July 27, 2016 by 5:00 p.m.</td>
</tr>
</tbody>
</table>

**MANAGER TO THE BUY-BACK**

Kotak Mahindra Capital Company Limited
27 BKC, 1st Floor Plot no. C-27, G Block, Bandra Kurla Complex
Bandra (East) Mumbai 400 051
Tel: +91 22 4336 0128; Fax: +91 22 6713 2445
Contact Person: Mr. Ganesh Rane
Email: project.infratelbuyback@kotak.com
Website: http://www.investmentbank.kotak.com
SEBI Registration Number: INM000008704
Validity period: Permanent
CIN: U67120MH1995PLC134050

**REGISTRAR TO THE BUY-BACK**

Karvy Computershare Private Limited
Karvy Selenium, Tower-B, Plot No 31 - 32, Gachibowli Financial District, Nanakramguda
Hyderabad 500032, India
Tel: +91 40 6716 2222; Fax: +91 40 2343 1551
Contact Person: Mr. M Murali Krishna
E-mail: infratelbuybackoffer@karvy.com
Website: https:\/karishma.karvy.com
SEBI Registration Number: INR000000221
Validity period: Permanent
CIN: U72400TG2003PTC041636

The Buy-back is pursuant to Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 as amended and subsequent amendments thereof as well as in accordance with provisions of Sections 68 and all other applicable provisions, if any, of the Companies Act, 2013.
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1. **SCHEDULE OF ACTIVITIES**

<table>
<thead>
<tr>
<th>Activity</th>
<th>Day and Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Board meeting approving the Buy-back</td>
<td>Tuesday, April 26, 2016</td>
</tr>
<tr>
<td>Date on which the result of the postal ballot through which the Shareholders approved the Buy-back was declared</td>
<td>Saturday, June 11, 2016</td>
</tr>
<tr>
<td>Date of Public Announcement for Buy-back</td>
<td>Monday, June 13, 2016</td>
</tr>
<tr>
<td>Date of publication of the Public Announcement</td>
<td>Tuesday, June 14, 2016</td>
</tr>
<tr>
<td>Record Date for determining the Buy-back Entitlement and the names of Eligible Shareholders</td>
<td>Thursday, June 16, 2016</td>
</tr>
<tr>
<td>Date of Opening of the Buy-back</td>
<td>Tuesday, July 12, 2016</td>
</tr>
<tr>
<td>Date of Closing of the Buy-back</td>
<td>Monday, July 25, 2016</td>
</tr>
<tr>
<td>Last date of receipt of the completed Tender Forms and other specified documents including physical Equity Share certificates by the Registrar</td>
<td>Wednesday, July 27, 2016</td>
</tr>
<tr>
<td>Last date of verification of Tender Forms by the Registrar</td>
<td>Monday, August 01, 2016</td>
</tr>
<tr>
<td>Last date of intimation regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar</td>
<td>Monday, August 01, 2016</td>
</tr>
<tr>
<td>Last date for settlement of bids on the Stock Exchanges</td>
<td>Tuesday, August 02, 2016</td>
</tr>
<tr>
<td>Last date of dispatch of consideration / share certificate(s) by RTA / payment to shareholders / return of unaccepted demat shares by Stock Exchange to Eligible Shareholders</td>
<td>Tuesday, August 02, 2016</td>
</tr>
<tr>
<td>Last date of extinguishment of Equity Shares</td>
<td>Tuesday, August 09, 2016</td>
</tr>
</tbody>
</table>
2. **DEFINITION OF KEY TERMS**

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buy-back Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder.

<table>
<thead>
<tr>
<th>Term</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Acceptance</td>
<td>Acceptance of Equity Shares tendered by Eligible Shareholders in the Buy-back Offer.</td>
</tr>
<tr>
<td>Acquisition Window</td>
<td>The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circular</td>
</tr>
<tr>
<td>Additional Equity Shares or Additional Shares</td>
<td>Additional Equity Shares tendered by an Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder</td>
</tr>
<tr>
<td>Articles</td>
<td>Articles of Association of the Company</td>
</tr>
<tr>
<td>Board or Board of Directors</td>
<td>Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof)</td>
</tr>
<tr>
<td>BSE</td>
<td>BSE Limited</td>
</tr>
<tr>
<td>Buy-back or Buy-back Offer or Offer</td>
<td>Buy-back of up to 4,70,58,823 (Four Crore Seventy Lakhs Fifty Eight Thousand Eight Hundred And Twenty Three) fully paid-up Equity Shares at a price of Rs. 425/- (Rupees Four Hundred and Twenty Five only) per Equity Share for an aggregate amount up to Rs.19,99,99,99,775/- (Rupees One Thousand Nine Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Seventy Five Only) through Tender Offer</td>
</tr>
<tr>
<td>Buy-back Entitlement or Entitlement</td>
<td>The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buy-back, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio / percentage of Buy-back applicable to such Shareholder</td>
</tr>
<tr>
<td>Buy-back Price</td>
<td>Price at which Equity Shares will be bought back from the Equity Shareholders i.e. Rs.425/- (Rupees Four Hundred and Twenty Five Only) per Equity Share, payable in cash</td>
</tr>
<tr>
<td>Buy-back Regulations</td>
<td>The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 including any amendments, statutory modifications or re-enactments thereof, for the time being in force and the SEBI Circular</td>
</tr>
<tr>
<td>CDSL</td>
<td>Central Depository Services (India) Limited</td>
</tr>
<tr>
<td>Committee or Committee of Directors</td>
<td>The Committee of Directors authorized for the purposes of the Buy-back through a resolution of the Board dated April 26, 2016</td>
</tr>
<tr>
<td>Companies Act or Act</td>
<td>Companies Act, 2013, and applicable rules thereunder</td>
</tr>
<tr>
<td>Company</td>
<td>Bharti Infratel Limited, unless the context states otherwise</td>
</tr>
<tr>
<td>Company’s Broker</td>
<td>Kotak Securities Limited</td>
</tr>
<tr>
<td>Company’s Demat Account</td>
<td>The depository account entitled “Bharti Infratel Limited - Buyback – Escrow Demat Account” opened by the Company</td>
</tr>
<tr>
<td>DP</td>
<td>Depository Participant</td>
</tr>
<tr>
<td>Depositories</td>
<td>NSDL and CDSL</td>
</tr>
<tr>
<td>Designated Stock Exchange</td>
<td>The designated stock exchange for the Buy-back is BSE</td>
</tr>
<tr>
<td>Director</td>
<td>Director(s) of the Company</td>
</tr>
<tr>
<td>Term</td>
<td>Description</td>
</tr>
<tr>
<td>-------------------------------------------</td>
<td>---------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Draft Letter of Offer</td>
<td>The Draft Letter of Offer dated June 15, 2016 filed with SEBI</td>
</tr>
<tr>
<td>Eligible Shareholders or Eligible Person</td>
<td>All persons holding Equity Shares as on the Record Date</td>
</tr>
<tr>
<td>Equity Shares</td>
<td>Fully paid-up equity shares of the Company each having a face value of Rs.10/- (Rupees Ten Only)</td>
</tr>
<tr>
<td>Escrow Account</td>
<td>The Escrow Account titled “Bharti Infratel Buyback - Escrow Account” opened with the Escrow Agent</td>
</tr>
<tr>
<td>Escrow Agent</td>
<td>Kotak Mahindra Bank Limited</td>
</tr>
<tr>
<td>Escrow Agreement</td>
<td>The Escrow Agreement dated June 15, 2016 entered into between the Company, the Manager and the Escrow Agent</td>
</tr>
<tr>
<td>FEMA</td>
<td>Foreign Exchange Management Act, 1999</td>
</tr>
<tr>
<td>FIIs</td>
<td>Foreign Institutional Investors</td>
</tr>
<tr>
<td>Letter of Offer</td>
<td>This letter of offer dated June 29, 2016 containing disclosures in relation to the Buy-back as specified in the Buy-back Regulations, including comments received from SEBI on the Draft Letter of Offer</td>
</tr>
<tr>
<td>Manager to the Buy-back or Manager to the Offer</td>
<td>Kotak Mahindra Capital Company Limited</td>
</tr>
<tr>
<td>Non-Resident Indians</td>
<td>A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000</td>
</tr>
<tr>
<td>NSE</td>
<td>The National Stock Exchange of India Limited</td>
</tr>
<tr>
<td>NSDL</td>
<td>National Securities Depository Limited</td>
</tr>
<tr>
<td>Promoter</td>
<td>Bharti Airtel Limited</td>
</tr>
<tr>
<td>Public Announcement</td>
<td>The public announcement, made in accordance with the Buy-back Regulations, dated June 13, 2016, published in all editions of the Business Standard (English and Hindi national daily) on June 14, 2016 each with wide circulation</td>
</tr>
<tr>
<td>Ratio of Buy-back</td>
<td>The ratio of the Buy-back: (i) in case of Small Shareholders, 1 Equity Shares for every 1.18 Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, 1 Equity Shares for every 48 Equity Shares held by such Eligible Shareholder on the Record Date. (To be read with Section 19 (5) on page 26)</td>
</tr>
<tr>
<td>RBI</td>
<td>The Reserve Bank of India</td>
</tr>
<tr>
<td>Record Date</td>
<td>June 16, 2016 (Thursday)</td>
</tr>
<tr>
<td>Registrar to the Buy-back</td>
<td>Karvy Computershare Private Limited</td>
</tr>
<tr>
<td>SEBI</td>
<td>The Securities and Exchange Board of India</td>
</tr>
<tr>
<td>SEBI Circular</td>
<td>Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015</td>
</tr>
<tr>
<td>Shareholders</td>
<td>Holders of Equity Shares and includes beneficial owners thereof</td>
</tr>
<tr>
<td>Shareholder Broker</td>
<td>A Stock Broker of an Eligible Shareholder through whom the Eligible Shareholder wants to participate in the Buy-back</td>
</tr>
<tr>
<td>Small Shareholder</td>
<td>‘Small Shareholder’ means a shareholder of a listed company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other</td>
</tr>
<tr>
<td>Term</td>
<td>Description</td>
</tr>
<tr>
<td>----------------------------------</td>
<td>---------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>specified securities, on the recognized stock exchange in which highest trading volume in respect of such security, as on Record Date, is not more than Rs. 200,000/- (Rupees Two Lakh Rupees Only)</td>
<td></td>
</tr>
<tr>
<td>Stock Exchanges</td>
<td>BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.</td>
</tr>
<tr>
<td>Takeover Regulations</td>
<td>The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</td>
</tr>
<tr>
<td>Tender Form</td>
<td>The form to be filled in by the Shareholders to participate in the Buy-back</td>
</tr>
<tr>
<td>Tender Offer</td>
<td>Method of Buy-back as defined in Regulation 2(1)(o) of the Buy-back Regulations</td>
</tr>
<tr>
<td>TRS</td>
<td>Transaction Registration Slip</td>
</tr>
<tr>
<td>U.S.</td>
<td>United States / United States of America</td>
</tr>
</tbody>
</table>

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way, be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet its Buy-back commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buy-back, Kotak Mahindra Capital Company Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and the Buy-back Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision in tendering their Equity Shares in the Buy-back.

It should also be clearly understood that, while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Letter of Offer, the Manager to the Buy-back is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager, Kotak Mahindra Capital Company Limited, has furnished to SEBI a due diligence certificate dated June 16, 2016, in accordance with the Buy-back Regulations, which reads as follows:

“We have examined various documents and material papers contained in the annexures to this Letter of Offer relevant to the Buy-back, as part of the due diligence carried out by us in connection with the finalization of the Public Announcement dated June 13, 2016 and the Letter of Offer dated June 29, 2016. On the basis of such examination and the discussions with the Company, we hereby state that:

- the Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buy-back;
- all the legal requirements connected with the said offer including the SEBI (Buy Back of Securities) Regulations, 1998, as amended, have been duly complied with;
- the disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders to make a well informed decision in respect of the captioned Buy-back;
- funds used for Buy-back shall be as per the provisions of the Companies Act.”

The filing of the Letter of Offer with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buy-back.

The Directors / Promoters declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and / or incorporated in a manner that would amount to misstatement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld, or amounts to a misstatement or misrepresentation, the Promoters and Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buy-back Regulations.
The Directors / Promoters, also declare and confirm that, funds borrowed from banks and financial institutions will not be used for the Buy-back.

Disclaimer for U.S. Persons:
The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for Persons in other foreign countries:
This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Forward Looking Statement:
This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘aim’, ‘anticipate’, ‘believe’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’ or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

4. TEXT OF THE RESOLUTION PASSED AT MEETING OF THE BOARD

The Buy-back has been authorized and approved at the meeting of the Board held on April 26, 2016. The extract of the resolution of the Board is as follows:

“RESOLVED THAT pursuant to the provisions of Section 68 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the “Buy-back Regulations”), Article 68 of the Articles of Association of the Company and compliance of other applicable rules, regulations, guidelines and other statutory provisions for the time being in force including compliance with Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any, and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions and subject to approval of shareholders of the Company by way of special resolution through postal ballot / e-voting process, consent of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized “Committee” thereof) be and is hereby accorded to Buy-back equity shares of the face value of Rs.10/- each fully paid up (the “Equity Shares”), at a price not exceeding Rs. 450/- per Equity Share (the “Maximum Buyback Price”) payable in cash for a total consideration not exceeding Rs. 2,000 crores (Rupees Two Thousand Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., (“Maximum Buy-back Size”), which is 19.3% of the total paid-up equity capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016, through the “Tender Offer” route as prescribed under the Buy-back Regulations read with SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 pertaining to “Mechanism for acquisition of shares through Stock Exchange” (the process being referred hereinafter as “Buy-back”), on a
proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company as on the record date to be decided at a later stage.

RESOLVED FURTHER THAT at the Maximum Buy-back Price of Rs. 450/- per Equity Share and for the Maximum Buyback Size not exceeding Rs. 2,000 crores, the indicative number of Equity Shares that can be bought back would be 4,44,44,444 fully paid-up Equity Shares, representing 2.34% of the total issued and paid up equity capital of the Company; and in the event the final Buy-back price is lower than Rs. 450/- per Equity Share (Maximum Buy-back Price), the indicative number of shares and percentage thereof shall go up accordingly.

RESOLVED FURTHER THAT the Buyback shall be made out of the free reserves of the Company as at March 31, 2016 based on the audited accounts of the Company for the financial year ended March 31, 2016.

RESOLVED FURTHER THAT Shweta Girotra, Company Secretary be and is hereby appointed as the Compliance Officer for the purpose of proposed Buyback.

RESOLVED FURTHER THAT the existing Committee of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

a) Within the limits of Maximum Buy-back price and Maximum Buy-back Size, to determine the specific price at which the Buy-back will be made, the total size of Buy-back and the number of securities to be bought back;

b) The appointment of Merchant Bankers, Brokers, Lawyers, Registrars and other Advisors, Scrutinizer, Consultants, Representatives or any other intermediaries / agencies required to be appointed for the implementation of the Buy-back;

c) Nominate a investors service centre to redress the grievances of the investors;

d) To fix the record date in accordance with the Buy-back Regulations for determining the entitlement of shareholders to participate in Buy-back;

e) To seek Shareholders approval though Postal Ballot / E-voting and to do all necessary actions related thereto, including approving Postal Ballot Notice, appointment of Scrutinizer, etc;

f) The making of all requisite applications to the appropriate authorities for their requisite approvals and filing of intimations with the stock exchange and any other authorities as required under the Buy-back Regulations;

g) To prepare and file with the Registrar of Companies and Securities and Exchange Board of India the Declaration of Solvency along with annexures thereof;

h) To initiate all necessary actions for preparation, modification, making alterations, additions, deletions, variations, amendments or correction, approving and filing of various documents including the Public Announcement, Letter of Offer, Declaration of Solvency, Certificate of Extinguishment of shares and all other documents required to be filed in connection with Buy-back with the Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and other appropriate authorities;

i) The opening, operation and closure of all necessary accounts including Demat Account, Escrow Account, Special Account(s) and any other bank account(s) and Depository Account for the purpose of Buy-back and authorize officials to operate the said accounts;

j) Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;

k) To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy-back;

l) Extinguishment of share certificates and Certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Board;

m) Make public announcement / issue notice on completion of Buy-back etc. in the newspapers as required under the Buy-back Regulations

n) To sign the documents as may be necessary with regard to the Buyback and use the Common Seal of the Company on relevant documents required to be executed for the Buyback of shares and take all such actions required for undertaking the Buy-back;

o) To delegate all or any of the authorities conferred as above to any Officer(s), Authorized Representative(s) of the Company to give effect to the aforesaid resolution and to revoke and substitute such delegation / sub-delegation of authority from time to time.

RESOLVED FURTHER THAT the Board confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:
a) immediately following the date of this Board Meeting dated April 26, 2016 and the date on which the results of Postal Ballot / E-voting will be declared, there will be no grounds on which the Company could be found unable to pay its debts.

b) as regards the Company’s prospects for the year immediately following the date of the Board Meeting and the date on which the results of Postal Ballot / E-Voting will be declared, having regard to the Board’s intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources, which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date.

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

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 8(1) of the Buy-back Regulations, the Company has made a Public Announcement dated June 13, 2016 in relation to the Buy-back which was published on June 14, 2016 in all editions of (i) Business Standard, an English national daily newspaper and (ii) Business Standard, a Hindi national daily newspaper, each with wide circulation. The Public Announcement was issued within two working days from the date of passing of Special Resolution i.e. June 10, 2016. (A copy of the Public Announcement is available on the website of SEBI at www.sebi.gov.in.)

6. DETAILS OF THE BUY-BACK

1. The Board of Directors of the Bharti Infratel Limited, at their meeting held on April 26, 2016 approved the Buy-back of Equity Shares at a price not exceeding Rs. 450/- (Rupees Four Hundred and Fifty Only) per Equity Share up to an aggregate amount not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores Only) excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., which is 19.3% of the total paid-up equity capital and free reserves as per the standalone audited financial statements of the Company for the financial year ended March 31, 2016, through the “Tender Offer” as prescribed under the Buy-back Regulations on a proportionate basis, from the Shareholders of the Company as on the Record Date, in accordance with the provisions of the Act, Rules thereunder and the Buy-back Regulations. The Shareholders approved the Buy-back, by way of special resolution, through postal ballot by way of a postal ballot notice dated May 6, 2016 (the “Notice”), the results of which were announced on June 11, 2016. The Shareholders have authorized the Board to determine the total amount to be deployed in the Buy-back, final Buy-back price, number of Equity Shares to be bought back within the aforesaid limits. The Buy-back is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI, and the Stock Exchanges.

2. Pursuant to the Shareholders approval, the Committee at its meeting held on June 13, 2016 have determined the final Buy-back Price of Rs. 425/- (Rupees Four Hundred and Twenty Five Only) and the final aggregate amount for Buy-back to be Rs. 19,99,99,99,775/- (Rupees One Thousand Nine Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Seventy Five Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., which is 19.3% of the total paid-up equity capital and free reserves as per the standalone audited financial statements of the Company for the financial year ended March 31, 2016. With the Buy-back price of Rs. 425/- and Buy-back Size of Rs.19,99,99,99,775/-, the total number of Equity Shares to be bought back in the Buy-back shall be 4,70,58,823 Equity Shares, representing 2.48% of the total issued and paid-up equity capital of the Company.

3. The Buy-back shall be undertaken on a proportionate basis from the Shareholders as on the Record date being June 16, 2016 through the Tender Offer. Additionally, the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same as prescribed in the SEBI Circular.

4. In terms of the Buy-back Regulations, under Tender Offer, the Promoter has the option to participate in the Buy-back. In this regard, Bharti Airtel Limited has informed the Company vide its letter dated May 6, 2016 regarding its intention to participate in the Buy-back. The extent of its participation in the Buy-back has been detailed in section 9 on page 11 of this Letter of Offer.
5. The Buy-back Price represents a premium of 13.9% and 14.3% over the volume weighted average price of the Equity Shares on BSE and on NSE respectively for 3 months preceding April 21, 2016 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back) and 10.8% and 10.3% over the volume weighted average price of the Equity Shares on BSE and on NSE, respectively for 2 weeks preceding April 21, 2016 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back).

6. The aggregate paid-up equity capital and free reserves of the Company as on March 31, 2016 was Rs. 10,348 Crores (Rupee Ten Thousand Three Hundred and Forty Eight Crore Only) and under the provisions of the Act, the funds deployed for Buy-back shall not exceed 25% of the paid-up capital and free reserves of the Company under shareholder approval route. Accordingly, the maximum amount that can be utilised in the present Buy-back is Rs. 2,587 Crores (Two Thousand Five Hundred and Eighty Seven Crores Only). The aggregate amount proposed to be utilised for the Buy-back is Rs.19,99,99,99,775/- (Rupees One Thousand Nine Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Seventy Five Only), which is within the maximum amount as aforesaid.

7. Further, under the Act, the number of Equity Shares that can be bought back during the financial year shall not exceed 25% of the paid-up equity shares of the Company. Accordingly, the number of Equity Shares that can be bought back during the financial year cannot exceed 47,41,66,767 (Forty Seven Crores Forty One Lakhs Sixty Six Thousand Seven Hundred and Sixty Seven) Equity Shares being 25% of 1,89,66,67,069 (One Hundred and Eighty Nine Crores Sixty Six Lakhs Sixty Seven Thousand and Sixty Nine Only) Equity Shares. Since the Company proposes to Buy-back up to 4,70,58,823 (Four Crore Seventy Lakhs Fifty Eight Thous and Eight Hundred and Twenty Three) Equity Shares, the same is within the aforesaid limit.

8. Pursuant to the proposed Buy-back and depending on the response to the Buy-back, the voting rights of the Promoter in the Company may increase or decrease from the existing 71.70% holding in the total paid-up equity share capital and voting rights of the Company. The Promoter of the Company is already in control over the Company and therefore such increase / decrease in voting rights of the Promoters will not result in any change in control over the Company.

9. We confirm that post Buy-back non-promoter shareholding shall not fall below the minimum level required as per listing conditions or agreement or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

10. Details of shareholding of Promoters and the directors of the Promoter Company

   a) The aggregate shareholding of the Promoters who are in control of the Company as on the date of this Letter of Offer, is as follows:

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Name of Shareholder</th>
<th>No. of Shares held</th>
<th>Percentage of paid-up equity capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Bharti Airtel Limited</td>
<td>1,36,00,00,000</td>
<td>71.70%</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>1,36,00,00,000</td>
<td>71.70%</td>
</tr>
</tbody>
</table>

   b) No shares were either purchased or sold by the Promoters during the period of 6 months preceding the date of the Board Meeting at which the proposal for Buy-back was approved i.e. April 26, 2016 and from the date of the Board Meeting till the date of this Letter of Offer.

   c) As on the date of this Letter of Offer, none of the Directors of the Promoter Company hold any Equity Shares in the Company except the following:

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Name</th>
<th>No. of Shares held</th>
<th>Percentage of paid-up equity capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Mr. Dinesh Kumar Mittal</td>
<td>500</td>
<td>0.00%</td>
</tr>
</tbody>
</table>
d) Details of transactions by Director of the Promoter Company during the period of 6 months preceding the date of the Board Meeting at which the proposal for Buy-back was approved i.e. April 26, 2016 and from the date of the Board Meeting till the date of this Letter of Offer are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>No. of Shares Purchased/Sold</th>
<th>Nature of Transaction</th>
<th>Maximum Price (Rs.)</th>
<th>Date of Maximum Price</th>
<th>Minimum Price (Rs.)</th>
<th>Date of Minimum Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Dinesh Kumar Mittal</td>
<td>300</td>
<td>Market Purchase</td>
<td>369.20</td>
<td>January 20, 2016</td>
<td>364.50</td>
<td>January 20, 2016</td>
</tr>
</tbody>
</table>

7. AUTHORITY FOR THE BUY-BACK

The Buy-back is being undertaken by the Company in accordance with Article 68 of the Articles, the provisions of section 68, 69, 70 and other applicable provisions of the Companies Act, the Rules thereunder and the Buy-back Regulations. The Buy-back is subject to such other approvals and permissions, as may be required from statutory, regulatory or governmental authorities under applicable law.

The Board at its meeting dated April 26, 2016, passed a resolution approving the Buy-back of Equity Shares of the Company and sought approval of its Shareholders, by a special resolution, through a Notice dated May 6, 2016. The Shareholders of the Company have approved the Buy-back by way of a special resolution, through the postal ballot, on June 10, 2016.

8. NECESSITY OF THE BUY-BACK

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

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

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

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUY-BACK ON THE COMPANY

We believe that the Buy-back is not likely to cause any material impact on the profitability or earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. In the event that there is 100% Acceptance of the Equity Shares tendered in the Buy-back from Eligible Shareholders on a proportionate basis, the funds deployed by the Company towards the Buy-back would be Rs.
19,99,99,99,775/- (Rupees One Thousand Nine Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Seventy Five Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.

The Buy-back is expected to contribute to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company.

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

Accordingly, Bharti Airtel Limited intends to tender its pro rata entitlement out of 4,70,58,823 (Four Crore Seventy Lakhs Fifty Eight Thousand Eight Hundred And Twenty Three) Equity Shares as on the Record Date and may also tender such additional number of shares (as it may decide subsequently depending upon publicly available information at the time of such decision making). However, Bharti Airtel Limited shall not tender more than 4,70,58,823 (Four Crore Seventy Lakhs Fifty Eight Thousand Eight Hundred And Twenty Three) Equity Shares, being the total number of shares to be bought back in the Buy-back.

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

<table>
<thead>
<tr>
<th>Bharti Airtel Limited</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date</td>
</tr>
<tr>
<td>30/11/2006</td>
</tr>
<tr>
<td>21/08/2008</td>
</tr>
<tr>
<td>23/08/2012</td>
</tr>
</tbody>
</table>

*Bharti Airtel Limited had sold 14,00,00,000 Equity Shares under offer for sale during the financial year 2014-15. Accordingly the shareholding of Bharti Airtel Limited as on date of Notice was 1,36,00,00,000 Equity Shares of Rs. 10 each.

Assuming response to the Buy-back is to the extent of 100% (full Acceptance) from all the Shareholders upto their Buy-back Entitlement, the aggregate shareholding of the Promoter, post the Buy-back may increase to 71.97% from 71.70% prior to the Buy-back. and the aggregate shareholding of the public in the Company post Buy-back may decrease to 28.03% from 28.30% prior to the Buy-back. The actual percentage ownership could vary depending on overall percentage responses / Acceptance.

The Buy-back shall not result in a change in control or otherwise affect the existing management structure of the Company.

Consequent to the Buy-back and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change.

The Company is a debt free Company and post the Buy-back, the debt equity ratio shall be compliant with the permissible limit under the Companies Act.

In compliance with regulation 19(1)(b) of Buy-back Regulations, the Company shall not issue any equity shares or other equity securities (including by way of bonus) till the date of closure of the Buy-back.

The Company shall not raise further capital for a period of one year from the closure of the Buy-back.

The Buy-back is not expected to impact growth opportunities for the Company.

The Board of Directors of the Company, in its meeting dated April 26, 2016 recommended dividend of Rs.3/- each per Equity Share subject to Shareholder approval. Cash resources of the Company will reduce to the extent dividend is paid out by the Company.
Salient financial parameters consequent to the Buy-back based on the standalone audited financial statements as of March 31, 2016, of the Company are as under:

<table>
<thead>
<tr>
<th>Parameter</th>
<th>Pre Buy-back</th>
<th>Post Buy-back</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net Worth (Rs. in millions)a</td>
<td>109,177</td>
<td>89,177</td>
</tr>
<tr>
<td>Return on Net Worth (%)b</td>
<td>12.5%</td>
<td>13.8%</td>
</tr>
<tr>
<td>Earnings per Equity Share (in Rs.)c</td>
<td>6.978</td>
<td>7.155</td>
</tr>
<tr>
<td>Book value per Equity Share (in Rs.)d</td>
<td>57.56</td>
<td>48.21</td>
</tr>
<tr>
<td>Price / Earnings as per financial statements for the financial year ended March 31, 2016 (in Rs.)e</td>
<td>54.74</td>
<td>53.38</td>
</tr>
<tr>
<td>Total Debt / Equity Ratio (Total Debt / Networth)f</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

Note:

a. For the above purpose, “Networth” means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited standalone balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Pre and post Buy-back calculations are based on audited standalone financials as on March 31, 2016. The post Buy-back numbers are calculated by reducing the net worth by the proposed Buy-back amount (assuming full Acceptance) without factoring in any impact on the profit & loss account.

b. Return on Networth is computed as Profit after Tax for the period divided by average Networth for the period (computed as average of opening and closing Networth).

c. Earnings per share calculated as Profit after Tax for the period divided by total number of shares pre Buy-back and total number of shares post Buy-back.

d. Book Value per Equity Share calculated as pre Buy-back Networth divided by total number of shares pre Buy-back and post Buy-back Networth divided by total number of shares post Buy-back.

e. Price / Earnings is calculated as closing market price of the Equity Shares on NSE on March 31, 2016 divided by Earnings per Equity Share pre Buy-back and closing market price of the Equity Shares on NSE on March 31, 2016 divided by Earnings per Equity Share post Buy-back.

f. Total debt / equity Ratio is calculated as total debt divided by Networth.

10. BASIS OF CALCULATING THE BUY-BACK PRICE

The Equity Shares of the Company are proposed to be bought back at a price of Rs. 425/- (Rupees Four Hundred and Twenty Five Only) per Equity Share.

The Buy-back Price has been arrived at after considering various factors, including, but not limited to (i) the trends in the volume weighted average prices of the Equity Shares of the Company, where the Equity Shares of the Company are listed during last three months and two weeks, (ii) the net-worth of the Company, (iii) price earnings ratio and (iv) the impact on other financial parameters and the possible impact of Buy-back on the earnings per share.

The Buy-back Price represents a premium of 13.9% and 14.3% over the volume weighted average price of the Equity Shares on BSE and on NSE respectively for 3 months preceding April 21, 2016 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back) and 10.8% and 10.3% over the volume weighted average price of the Equity Shares on BSE and on NSE, respectively for 2 weeks preceding April 21, 2016 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back).

The closing market price of the Equity Shares as on the date of intimation to the Stock Exchanges of the Board Meeting for considering the Buy-back (i.e. April 21, 2016) was Rs. 373.30 on BSE and Rs. 371.85 on NSE.

The Buy-back Price is a 638.4% premium over the Company’s book value per Equity Share of the Company, which as of March 31, 2016 was Rs. 57.56 per Equity Share.

The basic earnings per Equity Share of the Company pre- Buy-back was Rs. 6.978 per Equity Share as on March 31, 2016 which will increase to Rs. 7.155, post Buy-back, assuming full Acceptance of the Buy-back.

The Return on Networth of the Company was 12.5% as on March 31, 2016 which will increase to 13.8% after the Buy-back assuming full Acceptance of the Buy-back.
11. SOURCES OF FUNDS FOR THE BUY-BACK

(i) Assuming full Acceptance, the funds that would be utilized by the Company for the purpose of the Buy-back would be Rs.19,99,99,99,775/- (Rupees One Thousand Nine Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Seventy Five Only) (excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.)

(ii) The Buy-back shall be made out of the free reserves of the Company as at March 31, 2016 based on the standalone audited financial statement of the Company for the financial year ended March 31, 2016. The Company shall transfer a sum equal to the nominal value of the Equity Shares bought back through the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

The funds for the Buy-Back will be sourced from internal accruals of the Company. The Company does not intend to raise any debt for the explicit purposes of the Buy-Back. Thus, borrowed funds will not be used for the Buy-Back. However, if required, the Company may borrow funds in the ordinary course of its business.

(iii) This Buy-back is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buy-back, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

1. In accordance with Regulation 10 of the Buy-back Regulations, the Company has appointed Kotak Mahindra Bank Limited having its registered office at 27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 as the Escrow Agent for the aforementioned Buy-back. The Company, the Manager to the Offer and the Escrow Agent have entered into an Escrow Agreement dated June 15, 2016 pursuant to which the Escrow Account in the name and style “Bharti Infratel Buyback - Escrow Account” bearing account number 9312248575 has been opened with the Escrow Agent. In compliance with the provisions of the Regulation 10(2) and Regulation 10(5) of Buy-Back Regulations, the Company shall submit a Bank Guarantee to be issued by Kotak Mahindra Bank Limited from its bank branch located at 7th Floor Ambadeep, 14 Kasturba Gandhi Marg, New Delhi-110001 in favor of the Manager for an amount of Rs. 215/- Crores (Rupees Two Hundred and Fifteen Crores Only), being equivalent to 25% upto Rs. 100 crore, and 10% thereafter of the total consideration payable by the Company under the Buy-back, assuming full Acceptance, before the opening of the offer. Further, the company shall deposit cash of Rs. 20/- Crores (Rupees Twenty Crores Only) in the Escrow Account, constituting 1% of the total consideration payable by the Company under the Buy-back, assuming full Acceptance before the opening of the offer, in compliance with the provisions of Regulation 10(8) of the Buy-back Regulations. The Manager has been empowered to operate the Escrow Account in accordance with the Buy-back Regulations.

2. The Company, duly authorized by its Committee, has identified and earmarked specific investments for the purpose of fulfillment of the obligations of the Company under the Buy-back. Such investments, together with funds provided for escrow arrangements, are in excess of the Buy-back Size.

3. The Company has adequate and firm financial resources to fulfill its obligations under the Buy-back. VD & Co. Chartered Accountants, an independent chartered accountant has certified through letter dated May 4, 2016, that the Company has adequate funds for the purposes of the Buy-back. The details of the independent chartered accountant are as follows:

VD & Co.
Chartered Accountants
234, 2nd Floor, JMD Megapolis,
Sector 48, Sohna Road,
Gurgaon-122001, India
Tel: +91 124 420 3414
Web: www.vdandco.in
ICAI Firm Registration No.: 023090N
4. The Manager to the Buy-back confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buy-back are in place and that the Company has the ability to implement the Buy-back in accordance with the Buy-back Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

The Capital Structure of the Company is as follows:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Particulars</th>
<th>Pre Buy-back (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>AUTHOURISED SHARE CAPITAL</td>
<td>3,50,00,00,00,00,000</td>
</tr>
<tr>
<td>B</td>
<td>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE BUY-BACK</td>
<td>1,89,66,67,069 Equity Shares of Rs. 10 each</td>
</tr>
<tr>
<td>C</td>
<td>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE BUY-BACK</td>
<td>1,84,96,08,246 Equity Shares of Rs.10 each</td>
</tr>
</tbody>
</table>

*Assuming full Acceptance of Equity Shares in the Buy-back offer in the Ratio of Buy-back.

Confirmations

1. The Company has not undertaken any Buy-back of its Equity Shares in the last three years.
2. There are no partly paid-up Equity Shares or calls in arrears.
3. The Company does not have any convertible securities, except for 8,25,345 live stock options granted and yet to be exercised under various employee stock option schemes instituted by the Company as on March 31, 2016. The ESOP schemes are administered by The ESOP Trust and no fresh shares will issued and allotted.
4. The Company shall not issue any Equity Shares including by way of bonus, from the date of Public Announcement till the date of closure of this Buy-back.
5. There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act.
6. Shareholding pattern of the Company

The shareholding pattern of the Company before and after the Buy-back as on the Record Date is set out below:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Pre-Buy-back</th>
<th>Post-Buy-back*</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>No. of Equity Shares</td>
<td>Percentage of present Equity Share capital (%)</td>
</tr>
<tr>
<td>Promoters and persons acting in concert</td>
<td>1,36,00,00,000</td>
<td>71.70</td>
</tr>
<tr>
<td>Foreign Investors (including Non Resident Indians / FIs / FPI etc.)</td>
<td>49,72,99,265</td>
<td>26.22</td>
</tr>
<tr>
<td>Financial Institutions / Banks and Mutual Funds</td>
<td>1,49,91,500</td>
<td>0.79</td>
</tr>
<tr>
<td>Others (Public, Bodies Corporate, NBFC etc.)</td>
<td>2,43,76,304</td>
<td>1.29</td>
</tr>
<tr>
<td>TOTAL</td>
<td>1,89,66,67,069</td>
<td>100.00</td>
</tr>
</tbody>
</table>

*Assuming full Acceptance of Equity Shares in the Buy-back offer in the Ratio of Buy-back.
Shareholding of the Promoters before and after the Buy-back

The shareholding pattern of the Promoters before and after the Buy-back as on the Record Date is set out below:

<table>
<thead>
<tr>
<th>S.No.</th>
<th>Name of the Promoter</th>
<th>No. of Equity Shares pre-Buy-back</th>
<th>Percentage of pre-Buy-back Equity Share capital (%)</th>
<th>No. of Equity Shares post-Buy-back</th>
<th>Percentage of post-Buy-back Equity Share capital (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Bharti Airtel Limited</td>
<td>1,36,00,00,000</td>
<td>71.70</td>
<td>1,33,11,91,494</td>
<td>71.97</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>1,36,00,00,000</strong></td>
<td><strong>71.70</strong></td>
<td><strong>1,33,11,91,494</strong></td>
<td><strong>71.97</strong></td>
</tr>
</tbody>
</table>

*Assuming full Acceptance of Equity Shares in the Buy-back offer in the Ratio of Buy-back.

14. **BRIEF INFORMATION OF THE COMPANY**

I. **History of the Company**

Bharti Infratel Limited (Company) was incorporated on November 30, 2006 as a public limited company under the Companies Act, 1956. The registered office of the Company is currently located at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110070. The Company had earlier shifted its registered office from Qutab Ambience, H-5/12, Mehrauli Road, New Delhi – 110030 to Aravali Crescent (Now named as Bharti Crescent), 1, Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi – 110 070 on March 16, 2009. The Equity Shares of the Company got listed on the BSE and NSE on December 28, 2012.

II. **Overview of the Business**

Bharti Infratel Limited is a telecom tower infrastructure service provider that deploys, owns and manages telecom towers and communication structures, for various mobile operators. On a consolidated basis, the Company is one of the largest tower infrastructure providers in India, based on the number of towers that the Company owns and operates and the number of towers owned or operated by Indus Towers Limited - a Joint Venture between the Company, Vodafone India and Aditya Birla Telecom, represented by Company’s 42% equity interest in Indus.

The Company has a nationwide presence with operations in all 22 telecommunication circles in India, with the Company and Indus having operations in 4 overlapping circles.

III. **Growth of Business**

The Company is one of India’s largest integrated telecom tower infrastructure service providers and has over 38,458 standalone towers with 81,632 co-locations in 11 telecommunications circles while Indus operates 1,19,881 towers with 2,70,006 co-locations in 15 telecommunications circles as on March 31, 2016. The Company has an economic interest in equivalent of 88,808 towers and 1,95,035 co-locations in India as of March 31, 2016 on a consolidated basis.

Bulk of the incremental growth in co-locations during the year has happened on account of 3G data network rollouts. The reality of data growth is unfolding. Operators are experiencing a data boom. Results declared by leading operators indicate data growth of nearly 58% over last year. Non-voice revenue now forms 28% of operator revenues, as compared to 24% last year. The growth in data uptake and the need to monetize the investment at the earliest has already led to a step-up in the rollout of networks. Considering the proliferation of data services and expansion of 3G / 4G network, we expect that, there would be a surge in demand for In-building solutions (IBS) as well. Global data usage reports suggest that over 70% of data is generated indoors. Further, TRAI in its recommendations on Telecom Infrastructure Policy dated April 2011 promoted Indoor Building Solutions (IBS) sharing and provided for IP-1 and telecom service providers to be mandated to share IBS system.

All these developments open up a host of opportunities on IBS network installations and also, setting up of Wi-Fi hotspots. In addition, there exists the possibility of offering transmission backhaul through optical fibre connectivity at towers to address the emerging data network demands.
These opportunities are likely to scale up substantially with the unfolding of the Government’s Digital India and Smart Cities campaign. The Company has already undertaken a few trials of IBS installations on behalf of operators. Company believes that it is best positioned to build such vital infrastructure and offer the same to all customers on a sharing and non-discriminatory basis under the required licenses.

The Company continues to look for such growth opportunities and regularly evaluates opportunities available and which are in accordance with the Company philosophy and are value accretive. If any of the above opportunities materializes then some investment may be utilized for the same.

Nevertheless the business may also face risks which may adversely affect the business, financial conditions, or future prospects of the Company such as decrease in demand for tower infrastructure, factors affecting the wireless telecommunications industry, increase in competition in the tower industry, regulatory developments in relation to telecommunication infrastructure and policy and rise in global commodity and equipment prices as well as increase in labour cost. Shareholders are requested to consider the above risks while making decision for participation in the Buy-back Offer.

In view of the above, regarding the current business opportunities, challenges, dynamics and other situations, the shareholders are requested to refer to the publicly disclosed Quarterly Reports and latest Earnings Call Transcript for Quarter ended on March 31, 2016 available on the Company Website – http://www.bharti-infratel.com/cps-portal/web/results.html#1.

IV. Equity Share Capital History of the Company

History of the equity share capital of the Company since incorporation is as follows:

<table>
<thead>
<tr>
<th>Date of Allotment / subscription</th>
<th>No. of Equity Shares Allotted</th>
<th>Face Value (INR)</th>
<th>Consideration</th>
<th>Cumulative No. of Equity Shares</th>
<th>Cumulative paid-up Equity Capital (INR)</th>
</tr>
</thead>
<tbody>
<tr>
<td>November 30, 2006</td>
<td>50,000</td>
<td>10</td>
<td>Cash</td>
<td>50,000</td>
<td>5,00,000</td>
</tr>
<tr>
<td>March 31, 2008</td>
<td>3,825</td>
<td>10</td>
<td>Cash</td>
<td>53,825</td>
<td>5,38,250</td>
</tr>
<tr>
<td>April 02, 2008</td>
<td>225</td>
<td>10</td>
<td>Cash</td>
<td>54,050</td>
<td>5,40,500</td>
</tr>
<tr>
<td>August 21, 2008</td>
<td>54,04,45,950</td>
<td>10</td>
<td>N.A. (Bonus Issue)</td>
<td>54,05,00,000</td>
<td>5,40,50,00,000</td>
</tr>
<tr>
<td>October 28, 2009</td>
<td>11,82,270</td>
<td>10</td>
<td>Cash</td>
<td>54,16,82,270</td>
<td>5,41,68,22,700</td>
</tr>
<tr>
<td>March 26, 2010</td>
<td>3,91,20,640</td>
<td>10</td>
<td>Cash</td>
<td>58,08,02,910</td>
<td>5,80,80,29,100</td>
</tr>
<tr>
<td>August 23, 2012</td>
<td>1,16,16,05,820</td>
<td>10</td>
<td>N.A (Bonus Issue)</td>
<td>1,74,24,08,730</td>
<td>17,42,40,87,300</td>
</tr>
<tr>
<td>December 22, 2012</td>
<td>14,62,34,112</td>
<td>10</td>
<td>Cash</td>
<td>1,88,86,42,842</td>
<td>18,88,64,28,420</td>
</tr>
<tr>
<td>March 19, 2013</td>
<td>1,00,212</td>
<td>10</td>
<td>Cash</td>
<td>1,88,87,43,054</td>
<td>18,88,74,30,540</td>
</tr>
<tr>
<td>May 01, 2013</td>
<td>37,209</td>
<td>10</td>
<td>Cash</td>
<td>1,88,87,80,263</td>
<td>18,88,78,02,630</td>
</tr>
<tr>
<td>May 30, 2013</td>
<td>7,000</td>
<td>10</td>
<td>Cash</td>
<td>1,88,87,87,263</td>
<td>18,88,78,72,630</td>
</tr>
<tr>
<td>July 22, 2013</td>
<td>44,841</td>
<td>10</td>
<td>Cash</td>
<td>1,88,88,32,104</td>
<td>18,88,83,21,040</td>
</tr>
<tr>
<td>August 22, 2013</td>
<td>16,200</td>
<td>10</td>
<td>Cash</td>
<td>1,88,88,48,304</td>
<td>18,88,84,83,040</td>
</tr>
<tr>
<td>October 04, 2013</td>
<td>49,075</td>
<td>10</td>
<td>Cash</td>
<td>1,88,88,97,379</td>
<td>18,88,89,73,790</td>
</tr>
<tr>
<td>November 19, 2013</td>
<td>15,810</td>
<td>10</td>
<td>Cash</td>
<td>1,88,89,13,189</td>
<td>18,88,91,31,890</td>
</tr>
<tr>
<td>December 24, 2013</td>
<td>5,735</td>
<td>10</td>
<td>Cash</td>
<td>1,88,89,18,924</td>
<td>18,88,91,89,240</td>
</tr>
<tr>
<td>February 14, 2014</td>
<td>7,626</td>
<td>10</td>
<td>Cash</td>
<td>1,88,89,26,550</td>
<td>18,88,92,65,500</td>
</tr>
<tr>
<td>March 11, 2014</td>
<td>8,072</td>
<td>10</td>
<td>Cash</td>
<td>1,88,89,34,622</td>
<td>18,88,93,46,220</td>
</tr>
<tr>
<td>March 28, 2014</td>
<td>3,66,491</td>
<td>10</td>
<td>Cash</td>
<td>1,88,93,01,113</td>
<td>18,89,30,11,130</td>
</tr>
<tr>
<td>April 21, 2014</td>
<td>3,181</td>
<td>10</td>
<td>Cash</td>
<td>1,88,93,04,294</td>
<td>18,89,30,42,940</td>
</tr>
<tr>
<td>May 08, 2014</td>
<td>2,33,268</td>
<td>10</td>
<td>Cash</td>
<td>1,88,95,37,562</td>
<td>18,89,53,75,620</td>
</tr>
<tr>
<td>May 23, 2014</td>
<td>22,554</td>
<td>10</td>
<td>Cash</td>
<td>1,88,95,60,116</td>
<td>18,89,56,01,160</td>
</tr>
<tr>
<td>June 17, 2014</td>
<td>4,79,893</td>
<td>10</td>
<td>Cash</td>
<td>1,89,00,40,009</td>
<td>18,90,04,00,090</td>
</tr>
<tr>
<td>Date of Allotment / subscription</td>
<td>No. of Equity Shares Allotted</td>
<td>Face Value (INR)</td>
<td>Consideration</td>
<td>Cumulative No. of Equity Shares</td>
<td>Cumulative paid-up Equity Capital (INR)</td>
</tr>
<tr>
<td>----------------------------------</td>
<td>------------------------------</td>
<td>-----------------</td>
<td>---------------</td>
<td>-------------------------------</td>
<td>-------------------------------------</td>
</tr>
<tr>
<td>July 21, 2014</td>
<td>56,057′&lt;sup&gt;(24)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,00,96,066</td>
<td>18,90,09,60,660</td>
</tr>
<tr>
<td>August 11, 2014</td>
<td>92,921′&lt;sup&gt;(25)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,01,88,987</td>
<td>18,90,18,89,870</td>
</tr>
<tr>
<td>September 04, 2014</td>
<td>93,124′&lt;sup&gt;(26)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,02,82,111</td>
<td>18,90,28,21,110</td>
</tr>
<tr>
<td>October 13, 2014</td>
<td>1,57,485′&lt;sup&gt;(27)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,04,39,596</td>
<td>18,90,43,95,960</td>
</tr>
<tr>
<td>November 18, 2014</td>
<td>84,989′&lt;sup&gt;(28)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,05,24,585</td>
<td>18,90,52,45,850</td>
</tr>
<tr>
<td>December 16, 2014</td>
<td>28,420′&lt;sup&gt;(29)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,05,53,005</td>
<td>18,90,55,30,050</td>
</tr>
<tr>
<td>January 14, 2015</td>
<td>9,99,512′&lt;sup&gt;(30)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,15,52,517</td>
<td>18,91,55,25,170</td>
</tr>
<tr>
<td>February 11, 2015</td>
<td>12,380′&lt;sup&gt;(31)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,15,64,446</td>
<td>18,91,56,48,970</td>
</tr>
<tr>
<td>March 12, 2015</td>
<td>12,99,549′&lt;sup&gt;(32)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,37,69,293</td>
<td>18,93,76,92,930</td>
</tr>
<tr>
<td>March 23, 2015</td>
<td>9,04,847′&lt;sup&gt;(33)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,28,64,446</td>
<td>18,92,86,44,460</td>
</tr>
<tr>
<td>May 20, 2015</td>
<td>25,30,560′&lt;sup&gt;(34)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,62,99,853</td>
<td>18,96,29,98,530</td>
</tr>
<tr>
<td>June 11, 2015</td>
<td>7,283′&lt;sup&gt;(35)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,63,07,136</td>
<td>18,96,30,71,360</td>
</tr>
<tr>
<td>July 13, 2015</td>
<td>35,049′&lt;sup&gt;(36)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,63,42,185</td>
<td>18,96,34,21,850</td>
</tr>
<tr>
<td>August 07, 2015</td>
<td>36,148′&lt;sup&gt;(37)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,63,78,333</td>
<td>18,96,37,83,330</td>
</tr>
<tr>
<td>September 03, 2015</td>
<td>2,88,736′&lt;sup&gt;(38)&lt;/sup&gt;</td>
<td>10</td>
<td>Cash</td>
<td>1,89,66,67,069</td>
<td>18,96,66,70,690</td>
</tr>
</tbody>
</table>

(1) Initial allotment of 49,994 Equity Shares to the Promoter, along with one Equity Share to each of its nominees namely Akhil Kumar Gupta, Manoj Kohli, Rajan Bharti Mittal, Rakesh Bharti Mittal, Sunil Bharti Mittal and Viresh Dayal, pursuant to subscription to the Memorandum of Association. The subscription money for the entire 50,000 Equity Shares was paid by the Promoter to the Company.


(3) Allotment of an aggregate of 225 Equity Shares to AXA Towers India and GS Investment Partners (Mauritius) I Limited.

(4) Bonus issue of an aggregate of 54,04,25,950 Equity Shares in the ratio of 9,999 Equity Shares for every one Equity Share held by the then existing shareholders of the Company undertaken through the capitalisation of Rs. 5,40,44,950 from the securities premium account.

(5) Allotment of an aggregate of 11,82,270 Equity Shares pursuant to conversion of 1,18,650 compulsorily convertible debentures of face value of Rs. 10,000 each by Compassvale, KKR Towers Company Mauritius Limited, AIF Capital Telecom Infrastructure Limited, Anadale, GS Strategic, Millennium Mauritius 1 Limited, Nomura, AXA Towers India, GS Investment Partners (Mauritius) I Limited and Park Equity Holdings Limited.

(6) Allotment of an aggregate of 3,91,20,640 Equity Shares pursuant to conversion of 30,84,900 compulsorily convertible debentures of face value of Rs. 10,000 each by Compassvale, KKR Towers Company Mauritius Limited, AIF Capital Telecom Infrastructure Limited, Anadale, GS Strategic, Millennium Mauritius 1 Limited, Nomura, AXA Towers India, GS Investment Partners (Mauritius) I Limited and Park Equity Holdings Limited.

(7) Bonus issue of an aggregate of 1,16,16,05,820 Equity Shares in the ratio of two Equity Shares for every one Equity Share held by the then existing shareholders of the Company undertaken through the capitalisation of Rs. 11,61,60,58,200 from the securities premium account.

(8) 14,62,34,112 Equity Shares were allotted under Initial Public Offering.

(9) 1,00,212 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(10) 37,209 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(11) 7,000 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(12) 44,841 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(13) 16,200 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(14) 49,075 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(15) 15,810 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(16) 5,735 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(17) 7,626 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(18) 3,66,491 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(19) 15,810 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.

(20) 15,810 equity shares allotted to employees of the Company pursuant to stock option plans of the Company.
V. Board of Directors of the Company

The details of the Board of Directors of the Company as on the date of Public Announcement i.e. June 13, 2016 are as follows:

<table>
<thead>
<tr>
<th>Name, Age, Date of Appointment, Qualification and Occupation of Director</th>
<th>Designation</th>
<th>Directorships in Other Companies and Bodies Corporate</th>
</tr>
</thead>
</table>
| **Akhil Kumar Gupta**  
DIN: 00028728  
Age: 60 years  
*Date of Appointment:* March 31, 2008  
*Qualification:* Member of the Institute of Chartered Accounts of India  
*Occupation:* Service | Chairman | • Avanti Investfin Private Limited  
• Bharti AXA Life Insurance Company Limited  
• Indus Towers Limited  
• Gemini Estates Private Limited  
• Bharti AXA General Insurance Company Limited  
• First American Securities Private Limited  
• Bharti Overseas Private Limited  
• Bharti Enterprises Limited  
• GIBA Holdings Private Limited  
• Bharti Infratel Services Limited*  
• Jasper Infotech Private Limited  
• Harvard Business School club of India  
• Smartx Services Limited  
• Inversion Management Services Private Limited |
| **D S Rawat**  
DIN: 06798626  
Age: 47 years  
*Date of Appointment:* April 1, 2014  
*Qualification:* Engineering Graduate in Electronics and Communications  
*Occupation:* Service | Managing Director and CEO | • Bharti Infratel Services Limited*  
• Smartx Services Limited |
| **Bharat Sumant Raut**  
DIN: 00066080  
Age: 66 years  
*Date of Appointment:* September 03, 2012  
*Qualification:* Bachelor’s degree in Law and Commerce from the University of Bombay and a Chartered Accountant  
*Occupation:* Professional | Non-Executive Independent Director | • Bharti AXA General Insurance Company Limited  
• Bharti AXA Life Insurance Company Limited  
• Bombay Gymkhana Limited  
• Geltec Private Limited  
• IDFC AMC Trustee Company Limited  
• i-flex Solutions Trustee Company Limited  
• Tuscan Ventures Private Limited  
• Universal Medicare Private Limited |
| **Jitender Balakrishnan**  
DIN: 00028320  
Age: 67 years  
*Date of Appointment:* September 03, 2012  
*Qualification:* Bachelor’s degree in Mechanical Engineering from the University of Madras and a Post-Graduate Diploma in Industrial Management from the University of Bombay.  
*Occupation:* Professional | Non-Executive Independent Director | • Bharti AXA General Insurance Company Limited  
• Bharti AXA Life Insurance Company Limited  
• Usha Martin Limited  
• Bhoruka Power Corporation Limited  
• Aditya Birla Finance Limited  
• Polypex Corporation Limited  
• Sarda Energy and Minerals Limited  
• India Glycols Limited  
• Provenance Land Private Ltd. |
<table>
<thead>
<tr>
<th>Name, Age, Date of Appointment, Qualification and Occupation of Director</th>
<th>Designation</th>
<th>Directorships in Other Companies and Bodies Corporate</th>
</tr>
</thead>
</table>
| Leena Srivastava  
DIN: 00005737  
Age: 55 years  
Date of Appointment: November 05, 2012  
Qualification: Degree of Doctor of Philosophy from the Indian Institute of Science  
Occupation: Professional | Non-Executive Independent Director | • TERI Technologies Limited  
• Shree Cement Limited  
• Strategic Media works Private Limited  
• Meridian Institute, USA (Non-Profit Organization)#  
• World Environment Center, USA (Non-Profit Organization)# |
| Mark Chong Chin Kok  
DIN: 06638569  
Age: 52 years  
Date of Appointment: July 29, 2013  
Qualification: Bachelor of Electronics Engineering and Master in Research in Electronic Systems from ENSERG, Grenoble, France. Master of Business Administration from the National University of Singapore.  
Occupation: Professional | Non-Executive Non-Independent Director | • Bharti Telecom Limited  
• InfoCom Holdings Company Pte Ltd#  
• Bridge Mobile Pte Ltd#  
• SingTel ADSB (Netherlands) B.V#  
• Singapore Telecom ADSB (Netherlands Antilles) N.V. #  
• Singtel Asian Investments Pte Ltd#  
• Singtel Strategic Investments Pte Ltd#  
• SingaSat Pte. Ltd#  
• Singapore Telecom International Pte Ltd#  
• Singtel International Investments Private Limited#  
• Globe Telecom, Inc#  
• Asiacom Philippines, Inc#  
• Singtel Pakistan Investments Ltd#  
• Singtel Ventures (Singapore) Pte Ltd#  
• Singtel Alpha Investments Pte. Ltd. #  
• Singtel Consultancy Pte. Ltd. #  
• Singtel Myanmar Pte. Ltd. #  
• Pastel Limited (and branch in SIn) #  
• Singtel Global Investment Pte. Ltd. #  
• Singtel Ventures (Cayman) Pte Ltd# |
| Narayanan Kumar  
DIN: 00007848  
Age: 66 years  
Date of Appointment: April 29, 2008  
Qualification: Electrical Engineer and a fellow member of the Indian National Academy of Engineering  
Occupation: Professional | Non-Executive Independent Director | • Entertainment Network (India) Limited  
• Times Innovative Media Limited  
• Madhuram Narayanan Centre For Exceptional Children**  
• MRF Limited  
• Take Solutions Limited  
• Mphasis Limited  
• Eg Innovations Private Limited  
• NK Trading and Consultancy Private Limited  
• Nani Palkhivala Arbitration Centre**  
• Singapore-India Partnership Foundation (India)**  
• Aegon Life Insurance Company Limited  
• EG Innovations Pte. Limited#  
• Larsen & Toubro Limited |
| Rajan Bharti Mittal  
DIN: 00028016  
Age: 56 years  
Date of Appointment: January 27, 2016  
Qualification: Graduated from Punjab University and an Alumnus of Harvard Business School  
Occupation: Professional | Non-Executive Non-Independent Director | • 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  
• Bharti (RBM) Trustees Private Limited  
• Bharti (Satya) Trustees Private Limited  
• Cedar Support Services Limited  
• Bharti Realty Holding Limited  
• Bharti Telecom Limited  
• Indus Towers Limited  
• Future Retail Limited |
Name, Age, Date of Appointment, Qualification and Occupation of Director

<table>
<thead>
<tr>
<th>Name, Age, Date of Appointment, Qualification and Occupation of Director</th>
<th>Designation</th>
<th>Directorships in Other Companies and Bodies Corporate</th>
</tr>
</thead>
</table>
| Rajinder Pal Singh | Non-Executive Independent Director | • Maruti Suzuki India Limited  
• Lodha Developers Private Limited |

DIN: 02943155
Age: 64 years
Date of Appointment: July 15, 2015
Qualification: Post graduate in Mathematics from Advanced Centre for Pure Mathematics, Punjab University, Chandigarh and I.A.S
Occupation: Professional

The details of changes in the Board of Directors during the last three years are as under:

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Appointment / Resignation</th>
<th>Effective Date</th>
<th>Reasons</th>
</tr>
</thead>
<tbody>
<tr>
<td>Murray Philip King</td>
<td>Resignation</td>
<td>July 29, 2013</td>
<td>Pre-occupation and other commitments</td>
</tr>
<tr>
<td>Mark Chin Kok Chong</td>
<td>Appointment</td>
<td>July 29, 2013</td>
<td>Pre-occupation and other commitments</td>
</tr>
<tr>
<td>Sarvjit Singh Dhillon</td>
<td>Resignation</td>
<td>March 31, 2014</td>
<td>Pre-occupation and other commitments</td>
</tr>
<tr>
<td>D S Rawat</td>
<td>Appointment</td>
<td>April 1, 2014</td>
<td></td>
</tr>
<tr>
<td>Tan Yong Choo</td>
<td>Appointment and Resignation</td>
<td>February 03, 2015</td>
<td>Alternate to Mark Chin Kok Chong</td>
</tr>
<tr>
<td>Sanjay Nayar</td>
<td>Resignation</td>
<td>March 13, 2015</td>
<td>Pre-occupation and other commitments</td>
</tr>
<tr>
<td>Rajinder Pal Singh</td>
<td>Appointment</td>
<td>July 15, 2015</td>
<td></td>
</tr>
<tr>
<td>Vinod Dhall</td>
<td>Retirement</td>
<td>September 02, 2015</td>
<td>In accordance with terms of Policy on Independent Directors</td>
</tr>
<tr>
<td>Rakesh Bharti Mittal</td>
<td>Resignation</td>
<td>January 27, 2016</td>
<td>Other Commitments</td>
</tr>
<tr>
<td>Rajan Bharti Mittal</td>
<td>Appointment</td>
<td>January 27, 2016</td>
<td></td>
</tr>
</tbody>
</table>

The Buy-back will not result in any benefit to any Director of the Company / Promoter of the Company / group company / person in control except to the extent of their intention to participate in the Buy-back and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share capital post Buy-back.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

The salient financial information of the Company as extracted from the standalone audited financial statements for the last three years being March 31, 2016 (subject to the approval of Shareholders in the upcoming Annual General Meeting), March 31, 2015 and March 31, 2014 are as given below:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Year ended (Audited)</th>
<th>March 31, 2016</th>
<th>March 31, 2015</th>
<th>March 31, 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Income</td>
<td>62,345</td>
<td>73,843</td>
<td>55,295</td>
<td></td>
</tr>
<tr>
<td>Total Expenses</td>
<td>30,793</td>
<td>29,949</td>
<td>29,224</td>
<td></td>
</tr>
<tr>
<td>Interest</td>
<td>5</td>
<td>(65)</td>
<td>91</td>
<td></td>
</tr>
<tr>
<td>Depreciation</td>
<td>11,704</td>
<td>11,222</td>
<td>11,014</td>
<td></td>
</tr>
<tr>
<td>Profit before Tax</td>
<td>19,843</td>
<td>32,737</td>
<td>14,966</td>
<td></td>
</tr>
</tbody>
</table>
Particulars | Year ended (Audited) | March 31, 2016 | March 31, 2015 | March 31, 2014
--- | --- | --- | --- | ---
Provision for tax (including deferred tax) | | 6,609 | 5,485 | 4,067
Profit / (Loss) after tax | | 13,234 | 27,252 | 10,899
Equity Share capital | | 18,967 | 18,938 | 18,893
Reserves and surplus a | | 90,210 | 83,564 | 80,799
Networth a | | 109,177 | 102,502 | 99,692
Total debt (excluding working capital loans) | | Nil | Nil | Nil

a. Excluding revaluation reserves and miscellaneous expenditure to the extent not written off

Key Financial Ratios:

| Particulars | Year ended (Audited) | March 31, 2016 | March 31, 2015 | March 31, 2014
--- | --- | --- | --- | ---
Earnings per Share – Basic (in Rs.) | | 6.979 | 14.415 | 5.770
Earnings per Share – Diluted (in Rs.) | | 6.979 | 14.401 | 5.757
Book value per Equity Share (in Rs.) | | 57.56 | 54.13 | 52.77
Return on Networth (in %) a | | 12.5% | 27.0% | 11.0%
Debt Equity ratio | | - | - | -
Total Debt/ Networth b | | - | - | -

Note: Below are the formulae used for computation of the above ratios:
a. Return on Networth is computed as Profit after Tax for the period divided by average Networth for the period (computed as average of opening and closing Networth)
b. Excluding revaluation reserves and miscellaneous expenditure to the extent not written-off.

The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with sections 68, 69 and 70 of the Companies Act and the Rules thereunder.

16. STOCK MARKET DATA

1. The Equity Shares are listed and traded on BSE and NSE.

2. The high, low, average market price and total volume of Equity Shares traded in the last three years (April to March periods) and the monthly high, low, average market price and total volume of Equity Shares traded for the six months preceding the Public Announcement on NSE is set out below:

<table>
<thead>
<tr>
<th>Period</th>
<th>High Price (INR / share)</th>
<th>Date of High Price &amp; Number of shares traded on that date</th>
<th>Low Price (INR / share)</th>
<th>Date of Low Price &amp; Number of shares traded on that date</th>
<th>Average Price (INR / share)*</th>
<th>Total Volume traded in the period (No. of shares)</th>
</tr>
</thead>
<tbody>
<tr>
<td>FY 2015-16</td>
<td>499.65</td>
<td>05-Aug-2015 (13,84,919)</td>
<td>341.35</td>
<td>29-Sep-2015 (59,33,628)</td>
<td>403.85</td>
<td>55,57,21,705</td>
</tr>
<tr>
<td>FY 2013-14</td>
<td>215.00</td>
<td>07-Mar-2014 (3,90,017)</td>
<td>126.30</td>
<td>16-Jul-2013 (54,348)</td>
<td>165.85</td>
<td>12,58,72,807</td>
</tr>
</tbody>
</table>

Source: http://www.nseindia.com/
*Arithmetic average of closing prices
<table>
<thead>
<tr>
<th>Period</th>
<th>High (INR / share)</th>
<th>Date of High Price &amp; Number of shares traded on that date</th>
<th>Low (INR / share)</th>
<th>Date of Low Price &amp; Number of shares traded on that date</th>
<th>Average Price (INR / share)*</th>
<th>Total Volume traded in the period (No. of shares)</th>
</tr>
</thead>
<tbody>
<tr>
<td>June 2016</td>
<td>386.65</td>
<td>02-June-2016 (8,88,020)</td>
<td>371.20</td>
<td>10-Jun-2016 (20,62,903)</td>
<td>378.25</td>
<td>1,67,53,034</td>
</tr>
<tr>
<td>May 2016</td>
<td>397.00</td>
<td>25-May-2016 (22,33,412)</td>
<td>364.65</td>
<td>13-May-2016 (15,07,078)</td>
<td>380.14</td>
<td>3,45,31,847</td>
</tr>
<tr>
<td>April 2016</td>
<td>410.00</td>
<td>18-Apr-2016 (30,98,537)</td>
<td>361.50</td>
<td>26-Apr-2016 (41,80,713)</td>
<td>376.99</td>
<td>3,80,51,467</td>
</tr>
<tr>
<td>March 2016</td>
<td>394.00</td>
<td>22-Mar-2016 (11,76,522)</td>
<td>352.20</td>
<td>01-Mar-2016 (19,28,945)</td>
<td>377.17</td>
<td>3,86,26,730</td>
</tr>
<tr>
<td>February 2016</td>
<td>393.90</td>
<td>16-Feb-2016 (22,79,719)</td>
<td>345.20</td>
<td>01-Feb-2016 (19,62,826)</td>
<td>364.99</td>
<td>4,27,79,465</td>
</tr>
<tr>
<td>January 2016</td>
<td>434.00</td>
<td>05-Jan-2016 (14,39,356)</td>
<td>349.75</td>
<td>20-Jan-2016 (19,08,783)</td>
<td>388.66</td>
<td>3,86,81,112</td>
</tr>
<tr>
<td>December 2015</td>
<td>436.50</td>
<td>30-Dec-2015 (14,15,398)</td>
<td>385.05</td>
<td>01-Dec-2015 (2,58,2132)</td>
<td>402.56</td>
<td>3,52,84,128</td>
</tr>
</tbody>
</table>

*A arithmetic average of closing prices

3. The high, low, average market price and total volume of Equity Shares traded in the last three years (April to March periods) and the monthly high, low, average market price and total volume of Equity Shares traded for the six months preceding the Public Announcement on BSE is as below:

<table>
<thead>
<tr>
<th>Period</th>
<th>High (INR / share)</th>
<th>Date of High Price &amp; Number of shares traded on that date</th>
<th>Low (INR / share)</th>
<th>Date of Low Price &amp; Number of shares traded on that date</th>
<th>Average Price (INR / share)*</th>
<th>Total Volume Traded in the period (No. of shares)</th>
</tr>
</thead>
<tbody>
<tr>
<td>FY 2015-16</td>
<td>505.00</td>
<td>29-May-15 (6,16,157)</td>
<td>341.60</td>
<td>29-Sep-15 (4,75,928)</td>
<td>403.76</td>
<td>5,30,45,035</td>
</tr>
<tr>
<td>FY 2014 -15</td>
<td>399.00</td>
<td>25-Mar-15 (36,535)</td>
<td>192.00</td>
<td>17-Apr-14 (3,105)</td>
<td>292.89</td>
<td>6,76,87,495</td>
</tr>
<tr>
<td>FY 2013-14</td>
<td>214.70</td>
<td>7-Mar-14 (74,637)</td>
<td>126.05</td>
<td>28-Aug-13 (8,156)</td>
<td>165.47</td>
<td>1,98,35,432</td>
</tr>
</tbody>
</table>

*A arithmetic average of closing prices

<table>
<thead>
<tr>
<th>Period</th>
<th>High (INR / share)</th>
<th>Date of High Price &amp; Number of shares traded on that date</th>
<th>Low (INR / share)</th>
<th>Date of Low Price &amp; Number of shares traded on that date</th>
<th>Average Price (INR / share)*</th>
<th>Total Volume Traded in the period (No. of shares)</th>
</tr>
</thead>
<tbody>
<tr>
<td>June 2016</td>
<td>387.85</td>
<td>2-Jun-16 (69,495)</td>
<td>371.80</td>
<td>10-Jun-16 (1,52,532)</td>
<td>378.73</td>
<td>7,98,952</td>
</tr>
<tr>
<td>May 2016</td>
<td>398.00</td>
<td>26-May-16 (120,205)</td>
<td>365.00</td>
<td>13-May-16 (37,358)</td>
<td>380.32</td>
<td>12,26,850</td>
</tr>
<tr>
<td>April 2016</td>
<td>409.90</td>
<td>18-Apr-16 (82,853)</td>
<td>361.50</td>
<td>26-Apr-16 (1,09,896)</td>
<td>376.88</td>
<td>12,26,211</td>
</tr>
<tr>
<td>March 2016</td>
<td>395.10</td>
<td>30-Mar-16 (123,185)</td>
<td>358.40</td>
<td>1-Mar-16 (41,784)</td>
<td>377.21</td>
<td>16,06,733</td>
</tr>
<tr>
<td>February 2016</td>
<td>393.65</td>
<td>16-Feb-16 (65,303)</td>
<td>345.00</td>
<td>10-Feb-16 (14,668)</td>
<td>365.02</td>
<td>10,01,199</td>
</tr>
<tr>
<td>January 2016</td>
<td>433.60</td>
<td>5-Jan-16 (27,186)</td>
<td>349.50</td>
<td>20-Jan-16 (32,907)</td>
<td>388.33</td>
<td>8,55,034</td>
</tr>
<tr>
<td>December 2015</td>
<td>436.40</td>
<td>30-Dec-15 (62,595)</td>
<td>364.00</td>
<td>22-Dec-15 (39,955)</td>
<td>402.42</td>
<td>22,23,973</td>
</tr>
</tbody>
</table>

Source: [http://www.bseindia.com/](http://www.bseindia.com/)
*A arithmetic average of closing prices
4. The closing market price of the Equity Shares as on April 25, 2016 being the working day preceding the date of Board Meeting approving the Buy-back was Rs. 366.65 on BSE and Rs. 366.80 on NSE.

17. DETAILS OF THE STATUTORY APPROVALS

1. The Buy-back Offer is subject to approval, if any required, under the provisions of the Companies Act, the Buy-back Regulations, SEBI and / or such other applicable rules and regulations in force.

2. Buy-back from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Indians (“NRI”) and erstwhile Overseas Corporate Bodies (“OCB”) must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including without limitation the approval from the RBI). It is the obligation of such non-resident shareholders, NRI, OCB shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buy-back and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholder in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholder in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted. The Company will make due compliances of applicable rules and regulations under FEMA Regulations.

3. As on date, there are no other statutory or regulatory approvals required to implement the Buy-back, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buy-back will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buy-back, if any, shall be intimated to the Stock Exchanges.

4. The Buy-back has been approved by the Board of Directors in their meeting held on April 26, 2016 and by the Shareholders through postal ballot, the results of which were declared on June 11, 2016.

18. THE DETAILS OF THE REGISTRAR AND SHARE TRANSFER AGENT

Eligible Persons who wish to tender their Equity Shares in the Buy-back Offer can either send it by registered post / courier or hand deliver the Tender Form and TRS generated by the Exchange Bidding System along with all the relevant documents to the Registrar to the Buy-back, superscribing the envelope as “Bharti Infratel Limited- Buy-back Offer 2016”.

In case of query, the Shareholders may contact the Registrar during working hours i.e. between 10 am to 5 pm on all working days except Saturday, Sunday and public holidays.

The details of Registrar to the Buy-back are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Karvy Computershare Private Limited</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address</td>
<td>Karvy Selenium Tower B, Plot Number 31- 32 Gachibowli Financial District, Nanakramguda, Hyderabad 500 032, India</td>
</tr>
<tr>
<td>Telephone</td>
<td>+91 40 6716 2222</td>
</tr>
<tr>
<td>Fax</td>
<td>+91 40 2343 1551</td>
</tr>
<tr>
<td>Contact Person</td>
<td>Mr. M Murali Krishna</td>
</tr>
<tr>
<td>E-mail</td>
<td><a href="mailto:infratelbuybackoffer@karvy.com">infratelbuybackoffer@karvy.com</a></td>
</tr>
<tr>
<td>Website</td>
<td>https:\karisma.karvy.com</td>
</tr>
<tr>
<td>SEBI Registration Number</td>
<td>INR000000221</td>
</tr>
<tr>
<td>Validity Period</td>
<td>Permanent</td>
</tr>
<tr>
<td>CIN</td>
<td>U72400TG2003PTC041636</td>
</tr>
</tbody>
</table>

THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUY-BACK OFFER.

19. PROCESS AND METHODOLOGY FOR THE BUY-BACK

1. The Company proposes to Buy-back upto 4,70,58,823 (Four Crore Seventy Lakhs Fifty Eight Thousand Eight Hundred And Twenty Three) Equity Shares, representing 2.48% of the total issued and paid-up equity capital of the Company, at a price of Rs. 425/- (Rupees Four Hundred and Twenty Five Only) per Equity Share payable in cash for an amount
aggregating up to Rs. 19,99,99,99,775/- (Rupees One Thousand Nine Hundred Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Seventy Five Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., being up to 19.3% of the fully paid-up equity capital and free reserves of the Company for the financial year ended March 31, 2016, from the Eligible Shareholders on a proportionate basis through a Tender Offer in accordance with the provisions of the Act, the Rules thereunder and the Buy-back Regulations. The Shareholders approved the Buy-back, by way of a special resolution, through postal ballot, the results of which were announced on June 11, 2016. The Buy-back is subject to receipt of any approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI and the Stock Exchanges.

2. The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buy-back and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buy-back.

3. The aggregate shareholding of the Promoter as on the Record Date is 1,36,00,00,000 Equity Shares which represents 71.70% of the existing equity share capital of the Company. In terms of the Buy-back Regulations, under the Tender Offer, the promoters of the Company have the option to participate in the Buy-back. Bharti Airtel Limited being Promoter of the Company, vide its letter dated May 6, 2016 has expressed its intention to tender its Equity Shares in the Buy-back. Bharti Airtel Limited hereby intends to offer at least such number of shares which is equal to its pro rata entitlement under the Buy-back. In addition, Bharti Airtel Limited may offer additional shares in the Buy-back as it may determine subsequently (up to the maximum extent available for tendering by Bharti Airtel Limited, in accordance with the Buy-back Regulations). Accordingly, Bharti Airtel Limited intends to tender its pro rata entitlement out of 4,70,58,823 (Four Crore Seventy Lakhs Fifty Eight Thousand Eight Hundred And Twenty Three) Equity Shares as on the Record Date and may also tender such additional number of shares (as it may decide subsequently depending upon publicly available information at the time of such decision making). However, Bharti Airtel Limited shall not tender more than 4,70,58,823 (Four Crore Seventy Lakhs Fifty Eight Thousand Eight Hundred And Twenty Three) Equity Shares, being the total number of Equity Shares to be bought back in the Buy-back.

4. Assuming response to Buy-back is to the extent of 100% (full Acceptance) from all Shareholders upto their Buy-back Entitlement, the aggregate Shareholding of the promoters, post Buy-back may increase to 71.97% from 71.70%. Also if none of the public shareholders participate and only the Promoters participate to the extent of their Buy-back Entitlement, their shareholding will reduce to 71.27%.

5. Record Date and Ratio of Buy-back as per the Buy-back Entitlement in each Category:

The Committee had fixed June 16, 2016 as the Record Date for the purpose of determining the Buy-back Entitlement and the names of the Shareholders, who are eligible to participate in the Buy-back Offer.

The Equity Shares proposed to be bought back by the Company shall be divided in two categories:

(i) Reserved category for Small Shareholders ("Reserved Category"); and
(ii) General Category for other Eligible Shareholders ("General Category").

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

As on the Record Date, the closing price on NSE, having the highest trading volume was Rs. 348.20/- per Equity Share, accordingly all Shareholders holding not more than 574 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buy-back Offer.

Based on the above definition, there are 41,160 Small Shareholders with aggregate shareholding of 83,35,968 Shares, as on the Record Date, which constitutes 0.44% of the outstanding paid up equity share capital of the Company and 17.71% of the number of Equity Shares which are proposed to be bought back as part of this Buy-back.

In compliance with Regulation 6 of the Buy-back Regulations, the reservation for the Small Shareholders, will be 70,58,824 Equity Shares ("Reserved Portion") which is higher of:
(i) Fifteen percent of the number of Equity Shares which the Company proposes to Buy-back, being 70,58,824 Equity Shares; or

(ii) The number of Equity Shares entitled as per their shareholding as on Record Date, [i.e. (83,35,968 / 1,89,66,67,069 x 4,70,58,823] which works out to be 2,06,826 Equity Shares.

All the outstanding Equity Shares have been used for computing the Entitlement of Small Shareholders since the Promoter also intends to offer Equity Shares held by them in the Buy-back.

Accordingly, General Category for all other Eligible Shareholders shall consist of 3,99,99,999 Equity Shares (the “General Portion”).

Based on the above, the Buy-back Entitlement ratio for both categories is decided as below:

<table>
<thead>
<tr>
<th>Category of Shareholders</th>
<th>Indicative Buyback Ratio*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reserved category for Small Shareholders</td>
<td>1 Equity Shares for every 1.18 Equity Shares held on the Record Date</td>
</tr>
<tr>
<td>General category for all other Eligible Shareholders</td>
<td>1 Equity Share for every 48 Equity Shares held on the Record Date</td>
</tr>
</tbody>
</table>

*The above Ratio of Buy-back is approximate and providing indicative Buy-back Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buy-back may provide a slightly different number due to rounding-off. The actual Buy-back Entitlement for Reserved category for Small Shareholders is 84.679% and General category for all other Eligible Shareholders is 2.118%.

6. Fractional Entitlements

If the Buy-back Entitlement under the Buy-back, after applying the above mentioned ratios / percentage to the Equity Shares held on the Record Date, is not a round number (i.e. not in the multiple of one Equity Share), then the fractional Entitlement shall be ignored for computation of Buy-back Entitlement to tender Equity Shares in the Buy-back for both categories of Eligible Shareholders.

On account of ignoring the fractional Entitlement, those Small Shareholders who hold one (1) or less Equity Shares as on Record Date will be dispatched a Tender Form with zero Entitlement. Such Small Shareholders are entitled to tender one Equity Shares as part of the Buy-back and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares. The Company shall make best efforts subject to Buy-back Regulations in accepting Equity Shares tendered by such Shareholders to the extent possible and permissible.

7. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by the Small Shareholders in the Reserved Category in the following order of priority:

a) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buy-back Entitlement or the number of Equity Shares tendered by them, whichever is less.

b) Post the Acceptance as described above, Small Shareholders who are entitled to tender zero Equity Shares (who hold up to 1 Equity Share as on Record Date) shall be given first preference in Acceptance post accepting the entitled Equity Shares from the Small Shareholders with Entitlements and who have tendered their shares in the Buy-back. The Company shall make best efforts subject to Buy-back Regulations in accepting Shares tendered by such Shareholders to the extent possible and permissible.

c) Post the Acceptance as described above, in case, there are Equity Shares left to be bought back in the Reserved category and there are any validly tendered unaccepted Equity Shares in the Reserved Category (“Reserved Category Additional Shares”), the Reserved Category Additional Shares shall be accepted in a proportionate manner and the Acceptance shall be made in accordance with the Buy-back Regulations, i.e. valid Acceptance per Shareholder shall be equal to the Reserved Category Additional Shares by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with the clause above, shall be reduced by one.
Adjustment for fractional results in case of proportionate Acceptance, as described above:

(i) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

(ii) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

8. Basis of Acceptance of Equity Shares validly tendered in the General Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by all other Eligible Shareholders in the General Category in the following order of priority:

(a) Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buy-back Entitlement, or the number of Equity Shares tendered by them, whichever is less.

(b) Post the Acceptance as described above, in case there are any Equity Shares left to be bought back in the General Category, and there are validly tendered Additional Shares in the General Category (“the General Category Additional Shares”), the General Category Additional Shares shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per shareholder shall be made in accordance with the Buy-back Regulations, i.e. valid Acceptance per shareholder shall be equal to the General Category Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total General Category Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares remaining to be accepted in General Category.

Adjustment for fractional results in case of proportionate Acceptance as described above:

(i) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

(ii) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

9. Basis of Acceptance of Equity Shares between Categories

a) In the event the Equity Shares tendered by the Small Shareholders in accordance with the process set out under the section entitled “Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders” is less than the Reserved Portion, Additional Equity Shares tendered by the Eligible Shareholders in the General Category over and above their Buy-back Entitlement shall, in accordance with the Regulations, be accepted in proportion of the Additional Equity Shares tendered by them i.e. valid Acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by a Small Shareholder in the General Category divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the Reserved Portion.

b) In the event the Equity Shares tendered by the Eligible Shareholders in the General Category in accordance with the process set out under the section entitled “Basis of Acceptance of Equity Shares validly tendered in the General Category” is less than the General Portion, Additional Equity Shares tendered by the Eligible Shareholders in the Reserved Category over and above their Buy-back Entitlement shall, in accordance with the Regulations, be accepted in proportion of the Additional Equity Shares tendered by them i.e. valid Acceptance per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the Reserved Category divided by the total Additional Equity Shares validly tendered in the Reserved Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the General Portion.

c) In case there is any Small Shareholder who has received a Tender Form with zero Buy-back Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance as mentioned above in this paragraph, out of the Shares left to be bought back in the General Category, provided no Acceptance could take place from such Shareholder in accordance with the section entitled “Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders”.

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Adjustment for fractional results in case of proportionate Acceptance as described above:

(i) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

(ii) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in section 19.

10. Miscellaneous

For avoidance of doubt, it is clarified that, in accordance with the clauses above:

(a) Equity Shares accepted under the Buy-back from each Eligible Shareholder, shall be lower of the following:
   • the number of Equity Shares tendered by the respective Shareholder or
   • the number of Equity Shares held by the respective Shareholder, as on the Record Date

(b) Equity Shares tendered by any Shareholder over and above the number of Equity Shares held by such Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

1. The Buy-back is open to all Shareholders / beneficial owners of the Company holding Equity Shares either in physical and / or dematerialized form on the Record Date.

2. The Company proposes to effect the Buy-back through Tender Offer, on a proportionate basis. This Letter of Offer, outlining the terms of the Buy-back Offer as well as the detailed disclosures as specified in the Buy-back Regulations, will be mailed to Shareholders of the Company whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.

3. The Company will not accept any Equity Shares offered for Buy-back where there exists any restraint order of a Court / any other competent authority for transfer / disposal / sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

4. The Company shall comply with Regulation 19(5) of the Buy-back Regulations which states that the Company shall not Buy-back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.

5. Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar, and the such tendered shares may be accepted subject to appropriate verification and validation by the Registrar.

6. The Company shall accept all the Equity Shares validly tendered for the Buy-back by Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date.

7. As disclosed in the section entitled “Process and Methodology of Buy-back” on page 24, the Equity Shares proposed to be bought as a part of the Buy-back is divided into two categories; (a) Reserved Category for Small Shareholders; and (b) the General Category for other Eligible Shareholder, and the Buy-back Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.
After accepting the Equity Shares tendered on the basis of Buy-back Entitlement, Equity Shares left to be bought as a part of the Buy-back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-back Entitlement, in any other category.

8. Shareholders’ participation in Buy-back will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buy-back, without additional investment. Shareholders may also tender a part of their Buy-back Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buy-back Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buy-back Entitlement by the Shareholder, shall be in terms of procedure outlined in this Letter of Offer.

9. The maximum tender under the Buy-back by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.

10. The Buy-back shall be implemented by the Company using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI circular and following the procedure prescribed in the Companies Act, the Buy-back Regulations and as may be determined by the Board on such terms and conditions as may be permitted by law from time to time.

In case of non-receipt of this Letter of Offer:

a. In case the Equity Shares are in dematerialised form: An Eligible Shareholder may participate in the Buy-back Offer by downloading the Tender Form from the website of the Company i.e. www.bharti-infratel.com or by providing their application in writing on plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buy-back.

b. In case the Equity Shares are in physical form: An Eligible Shareholder may participate in the Buy-back Offer by downloading the Tender Form from the website of the Company i.e. www.bharti-infratel.com or by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buy-back Offer and the distinctive numbers thereof, enclosing the original share certificate(s), copy of Shareholders’ PAN card(s) and executed share transfer form in favour of the Company. The transfer form SH-4 can be downloaded from the Company’s website www.bharti-infratel.com. Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the RTA not later than 2 (two) days from the Buy-back Closing Date i.e. by July 27, 2016 (Wednesday) (by 5 PM). If the signature(s) of the Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Buy-back Offer.

The non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the same to participate in the Buy-back, shall not invalidate the offer to any person who is eligible to receive this offer under the Buy-back.

11. Please note that Eligible Shareholder(s) who intend to participate in the Buy-back will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by BSE before the Closing Date.

12. The Company shall accept Equity Shares validly tendered by the Shareholder(s) in the Buy-back on the basis of their shareholding as on the Record Date and the Buy-back Entitlement. Eligible Shareholder(s) who intend to participate in the Buy-back using the “plain paper” option as mentioned above are advised to confirm their Buy-back Entitlement from the Registrar to the Buy-back Offer, before participating in the Buy-back.
13. The Acceptance of the Buy-back Offer made by the Company is entirely at the discretion of the Shareholders of the Company. The Company does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Buy-back Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard.

14. For implementation of the Buy-back, the Company has appointed Kotak Securities Limited as (the Company's Broker) through whom the purchases and settlements in respect of the Buy-back would be made by the Company. The details of the Company's Broker are as follows:

Kotak Securities Limited
27 BKC, C-27, G Block,
Bandra Kurla Complex, Bandra (East) Mumbai 400 051
Contact Person: Mr. Karl Sahukar, Tel: +91-22-4336-0827,
Email: karl.sahukar@kotak.com, Website: www.kotaksecurities.com
SEBI Registration No. NSE Capital Market: INB230808130; BSE Equity: INB010808153
CIN: U99999MH1994PLC134051

15. BSE has been appointed as the Designated Stock Exchange to provide a separate Acquisition Window to facilitate placing of sell orders by Shareholders who wish to tender their Equity Shares in the Buy-back. The details of the platform will be as specified by the BSE from time to time.

16. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the tendering period, the order for selling the Equity shares will be placed by the shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. In the tendering process, the Company's Broker may also process the orders received form the Shareholders.

17. Modification / cancellation of orders and multiple bids from a single Shareholder will be allowed during the tendering period of the Buy-back. Multiple bids made by single Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

18. The cumulative quantity tendered shall be made available on BSE website - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.

19. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

20. Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form:

- Shareholders who desire to tender their Equity Shares in the electronic form under the Buy-back would have to do so through their respective Shareholder Broker by indicating to their broker the details of Equity Shares they intend to tender under the Buy-back.

- The Shareholder Broker would be required to transfer the number of Equity Shares by using the settlement number and the procedure prescribed by the Clearing Corporation of India Ltd. ("Clearing Corporation") for the transfer of the Equity Shares to the special account of the Clearing Corporation before placing the bids / orders and the same shall be validated at the time of order entry.

- The details of the special account of Clearing Corporation shall be informed in the issue opening circular that will be issued by BSE / Clearing Corporation.
• For Custodian Participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of closing of the Buy-back Offer. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

• Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ('TRS') generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc.

• Eligible Shareholder who have tendered their Equity Shares in the Buy-back can hand deliver Tender Form duly signed (by all Shareholders in case shares are in joint names) in same order in which they hold the Equity Shares, along with the TRS generated by the exchange bidding system at the Office of Registrar to the Buy-back Offer. TRS will be generated by the respective Shareholder Broker. Shareholders who cannot hand deliver the Tender Form and other documents at the Office of Registrar to the Buy-back Offer, may send the same by registered post / speed post / courier, at their own risk, superscribing the envelope as “Bharti Infratel Limited-Buy-back Offer 2016”, to the Registrar to the Buy-back Offer, so that the same are received not later than 2 (two) days from the Closing Date i.e. by July 27, 2016 (by 5 PM).

• Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
  i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
  ii. Duly attested death certificate and succession certificate / legal heirship certificate, in case any Eligible Shareholder has expired; and
  iii. In case of companies, the necessary certified corporate authorizations (including board and / or general meeting resolutions).

• In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for demat Shareholders.

• The Eligible Shareholder will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buy-back decided by the Company.

21. Procedure to be followed by Shareholders holding Equity Shares in the Physical form:

• Shareholders who are holding physical Equity Shares and intend to participate in the Buy-back will be required to approach the Shareholder Broker along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the shareholder’s PAN Card (iv) The Tender Form (duly signed by all Equity Shareholders in case Equity Shares are in joint names in the same order in which they hold shares) (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

• Based on these documents, the concerned Shareholder Broker shall place the bid on behalf of Shareholders holding Equity Shares in physical form using the Acquisition Window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
• The Shareholder Broker / Shareholder has to deliver the original share certificate(s) & documents (as mentioned above) along with TRS either by hand delivery or through registered post / speed post / courier to RTA within 2 (two) days of bidding by Shareholder Broker. The envelope should be super scribed as “Bharti Infratel Limited-Buy-back Offer 2016”.

• One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to the Shareholder Broker / Shareholder.

• Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. RTA will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as ‘unconfirmed physical bids’. Once, RTA confirms the bids it will be treated as ‘Confirmed Bids’.

• In case any person has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back Offer before Closing Date.

• Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

• In Case the Equity Shares are held on repatriation basis, the Non-Resident Eligible Shareholder shall obtain and enclose a letter from its authorized dealer / bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the non-resident Eligible Shareholder from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Non-Resident Eligible Shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back.

• If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back Offer are liable to be rejected.

22. Acceptance of orders

The Registrar shall provide details of order Acceptance to Clearing Corporation of India Limited (the “Clearing Corporation”) within specified timelines.

23. Method of Settlement

Upon finalization of the basis of Acceptance as per Buy-back Regulations:

a. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

b. The Company will pay the consideration to the Company’s Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buy-back, the Shareholder Broker / Custodian Participant will receive funds payout in their settlement bank account. The Shareholder Broker / Custodian Participants would pay the consideration to their respective clients. The payment of consideration to all Shareholders validly participating in the Buy-back will be made in Indian National Rupees.

c. The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company (the “Demat Escrow Account”) provided it is indicated by the Company’s Broker or it will be transferred by the Company’s Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.
d. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to the respective Shareholder Broker by Clearing Corporation as part of the exchange payout process, not later than August 02, 2016. In case of Custodian Participant orders, excess demat Equity Shares or unaccepted demat Equity Shares, if any, will be returned to the respective Custodian Participant. The Shareholder Broker / Custodian Participants would return these unaccepted Equity Shares to their respective clients on whose behalf the bids have been placed.

e. Equity Shares in physical form, to the extent tendered but not accepted, will be returned back to the Shareholders directly by RTA. The Company will issue a new single share certificate for all the unaccepted physical Equity Shares and return the same to the sole / first Shareholder (in case of joint Shareholders). Share certificates in respect of unaccepted / rejected Equity Shares and other documents, if any, will be sent by Registered Post / Speed Post at the Equity Shareholders’ sole risk to the sole / first Shareholder (in case of joint Equity Shareholders), at the address recorded with the Company, not later than August 02, 2016.

f. Every Shareholder Broker, who puts in a valid bid on behalf of an Eligible Shareholder, would issue a contract note and pay the consideration for the Equity Shares accepted under the Buy-back and return the balance unaccepted demat Equity Shares to their respective clients. Company’s Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.

Equity Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholder for tendering Equity Shares in the Buy-back (secondary market transaction). The Buy-back consideration received by the selling Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager and Company accepts no responsibility to bear or pay such additional cost, applicable taxes, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

24. Settlement of Funds / Payment Consideration

The settlements of fund obligation for dematerialised and physical Equity Shares shall be effected through existing settlement accounts of trading members. Funds shall be made to the settlement account of the trading members who have entered the sell order for Eligible Shareholders.

25. Special account opened with the Clearing Corporation

The details of transfer of the dematerialised Equity Shares to the special account by trading member or custodians shall be informed in the issue opening circular that will be issued by the Stock Exchange or Clearing Corporation.

26. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

For Eligible Shareholders holding shares in the dematerialized form if:
 a. the Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or
 b. if there is a name mismatch in the dematerialised account of the Shareholder.

For Eligible Shareholders holding Equity Shares in the physical form if:
 a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of July 27, 2016 (Wednesday) by 5:00 p.m.;
b. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;

c. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;

d. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or

e. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

27. Non-resident shareholders

All non-resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buy-back. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

21. NOTE ON TAXATION

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE.

Given below is a broad summarization of the applicable sections of the Income-tax Act, 1961 ("IT Act") relating to treatment of income-tax in case of Buy-back of listed equity shares on the stock exchange, which is provided only as a guidance.

1. CLASSIFICATION OF SHARES AND SHAREHOLDERS

1.1 Based on the provisions of the IT Act, shares can be classified under the following two categories:

- Shares held as investment (Income from transfer taxable under the head “Capital Gains”)
- Shares held as stock-in-trade (Income from transfer taxable under the head “Profits and Gains from Business or Profession”) (reference Circular No 6/2016 dated February 29, 2016)

1.2 Based on the provisions of the IT Act, Shareholders can be classified under the following categories:

1.2.1 Resident Shareholders being:

- Individuals, HUF, AOP and BOI
- Others

1.2.2 Non Resident Shareholders being:

- NRIs
- FIIs
- Others:
  - Company
  - Other than Company
2. SHARES HELD AS INVESTMENT

2.1 For non-residents, taxability of capital gains would be subject to beneficial provisions of the applicable Double Taxation Avoidance Agreement ('DTAA').

2.2 The taxability as per the provisions of the IT Act is discussed below.

2.2.1 Nature of capital gains as per the provisions of the IT Act

As per the provisions of the IT Act, for the purpose of determining as to whether the capital gains are short-term or long-term in nature:

- Where a capital asset, being listed equity shares of the Company being bought back, is held for a period of less than or equal to 12 months prior to the date of transfer, the same shall be treated as a short-term capital asset, and the gains arising therefrom shall be taxable as short-term capital gains (STCG).
- Similarly, where listed equity shares are held for a period of more than 12 months prior to the date of transfer, the same shall be treated as a long-term capital asset, and the gains arising therefrom shall be taxable as long-term capital gains (LTCG).

2.2.2 Capital gains on Buy-back of shares are governed by the provisions of section 46A of the IT Act. As per the provisions of section 46A, Buy-back of shares held as investment, would attract capital gains in the hands of shareholders as per provisions of section 48 of the IT Act, the difference between the cost of acquisition and the value of consideration received by the shareholders shall be deemed to be the capital gains in the year in which such shares were purchased (Buy-back) by the company.

Buy-back of shares through a recognized stock exchange

2.3 Where transaction for transfer of such equity shares (i.e. Buy-back) is entered into through a recognized stock exchange and such transaction is chargeable to Securities Transaction Tax (STT), the taxability is as under (for all categories of shareholders):

- LTCG arising from such transaction would be exempt under section 10(38) of the IT Act; and
- STCG arising from such transaction would be subject to tax @15% under section 111A of the IT Act.

Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG.

In addition to the above STCG tax, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable as under:

- In case of foreign companies and FIIs: Surcharge @ 5% is leviable where the total income exceeds INR 10 crores and @ 2% where the total income exceeds INR 1 crore. Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases.
- In case of other non-resident assessees (i.e. other than foreign companies): Surcharge @ 12% is leviable where the total income exceeds INR 1 crore. Further, Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases.
- In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds INR 10 crores and @ 7% where the total income exceeds INR 1 crore is leviable in all cases. Further Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases.
- In case of resident assessees (i.e. other than domestic companies): Surcharge @ 12% is leviable where the total income exceeds INR 1 crore. Also, Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable.
- All the above rates (especially for non-residents) are to be read subject to the provisions of Section 206AA of the IT Act.
3. SHARES HELD AS STOCK-IN-TRADE

3.1 If the shares are held as stock-in-trade by any of the Shareholders of the Company, then the gains would be characterized as business income. In such a case, the provisions of section 46A of the IT Act would not apply.

3.2 Resident Shareholders
   3.2.1 For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
   3.2.2 For a domestic company, gain arising from transfer of shares held as stock in trade will be chargeable under the head “Profit and gains of business or profession” as per the provision of IT Act. Surcharge, Education and Secondary Higher Education cess will be applicable as specified above in para 2.3.
   3.2.3 Non Resident Shareholders
       3.2.3.1 For Non Residents, taxability of profits as business income would be subject to beneficial provisions of applicable DTAA.
       3.2.3.2 Where DTAA provisions are not applicable:
         • For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates
         • For foreign companies, profits would be taxed in India @ 40%
         • For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%
         • There is a separate chapter dealing with the taxability of FIIs

In addition to the above, in the case of foreign companies and FIIs, Surcharge @ 5% is leviable where the total income exceeds Rs. 10 crores and @ 2% where the total income exceeds Rs. 1 crore. In all other cases, Surcharge @ 12% is leviable where the total income exceeds Rs. 1 crore. Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases.

4. TAX DEDUCTION AT SOURCE

4.1 In case of Resident Shareholders
   4.1.1 In absence of any specific provision under the Income Tax Act, the Company shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Buy-back.

4.2 In case of Non-resident Shareholders
   4.2.1 Since the buy-back is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident shareholder. It is therefore recommended the non-resident shareholder may consult their custodians / authorized dealers / tax advisors appropriately.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE.

5. THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clauses (ix) and clause (x) of Part A of Schedule II to the Buy-Back Regulations:

The Board of Directors made the below mentioned declaration as on the date of passing the board resolution approving the Buy-back i.e. April 26, 2016. Subsequently, pursuant to the authority granted to the Committee of Directors by the Board of Directors of the Company, in terms of resolutions dated April 26, 2016, the Committee of Directors has confirmed on behalf of Board of Directors that:
i. there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks;

ii. immediately following the date of Board Meeting held on April 26, 2016 and the date of Letter of Offer, there will be no grounds on which the Company could be found unable to pay its debts;

iii. as regards the Company’s prospects for the year immediately following the date of the Board Meeting and the date of this Letter of Offer, having regard to their intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will, in the view of the Board, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buy-back and within a period of one year from the date of Letter of Offer, as the case may be;

iv. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act.

This declaration is made and issued by the Committee under the authority of the Board of Directors in terms of the resolution passed at the meeting held on April 26, 2016.

For and on behalf of the Board of Directors of Company

Sd/-
Akhil Gupta
Chairman
DIN: 00028728

Sd/-
D S Rawat
Managing Director & CEO
DIN: 06798626

23. AUDITORS CERTIFICATE

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

Quote: Auditor’s Report

April 26, 2016

To,
The Board of Directors
Bharti Infratel Limited
1, Nelson Mandela Marg
Vasant Kunj, Phase II,
New Delhi – 110070

Dear Sirs,

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

In connection with the proposal of Bharti Infratel Limited (the ‘Company’), and as approved by its Board of Directors at its meeting held on April 26, 2016, to buy back its shares and in pursuance to the provisions of Section 68, Section 69 and Section 70 of the Companies Act, 2013 (the ‘Act’) and The Companies (Share Capital and Debentures) Rules, 2014 and subsequent amendments thereof, and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the ‘Regulations’) based on the information and explanations given to us which to the best of our knowledge and belief were necessary for this purpose, we report as follows:
i) We have inquired into the Company’s State of Affairs in relation to its audited financial statements as at March 31, 2016.

ii) The Board of Directors has proposed to buy-back the Company’s equity shares up to an amount not exceeding Rs 2,000 Crore (Rupees Two Thousand Crore Only) at a price not exceeding Rs. 450/- (Rupees Four Hundred and Fifty Only) per equity share. The amount of permissible capital payments towards buy-back of equity shares has been properly determined in accordance with Section 68(2)(c) of the Act, as given below:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Amount (Rs. in crore)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Paid-up capital as at March 31, 2016*</td>
<td>1,897</td>
</tr>
<tr>
<td>1,89,66,67,069 equity shares of Rs. 10 each fully paid-up</td>
<td></td>
</tr>
<tr>
<td>Free Reserves as on March 31, 2016*</td>
<td></td>
</tr>
<tr>
<td>Securities Premium Account**</td>
<td>6,284</td>
</tr>
<tr>
<td>General Reserve</td>
<td>243</td>
</tr>
<tr>
<td>Surplus in the Statement of Profit and Loss</td>
<td>1,924</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>10,348</strong></td>
</tr>
<tr>
<td>Maximum amount permissible under the Act / Buyback Regulations with Shareholders approval :- 25% of total paid-up equity capital and free reserves, if the buyback is carried through tender offer route (in accordance with Chapter III of the Buyback Regulations and section 68(2)(c) of the Act)</td>
<td>2,587</td>
</tr>
<tr>
<td>Maximum amount permitted by Board Resolution dated April 26, 2016 approving Buyback, subject to shareholder approval, based on the audited accounts for the year ended March 31, 2016.</td>
<td>2,000</td>
</tr>
</tbody>
</table>

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

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

iii) The Board of Directors in their meeting held on April 26, 2016, have formed the opinion as specified in Clause (x) of Schedule II to the Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the said date.

iv) We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

v) Compliance with the provisions of the Act and the Regulations is the responsibility of the Company’s management. Our responsibility is to verify the factual accuracy based on our review procedures.

vi) We performed our procedures, in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (“ICAI”). These procedures include examining evidence supporting the particulars above on a test basis.

vii) This report has been prepared for and only for the Company and is in reference to proposed buy-back of Equity Shares in pursuance of the provisions of Section 68, Section 69 and Section 70 of the Act, the Companies (Share Capital and Debentures) Rules, 2014 and the Regulations and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W
per Vineet Kedia
Partner
Membership No.: 212230
Place: Gurgaon
Date: April 26, 2016

Unquote
24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Manager to the Buy-back at 27 BKC, 1st Floor Plot no. C-27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:00 am to 5:00 pm up to the date of closure of the Buy-back.

2. Certified copies of the updated Memorandum and Articles of Association of the Company.
3. Annual reports of the Company for the last three financial years.
4. Resolution of the Board of Directors dated April 26, 2016, approving Buy-back of Equity Shares of the Company.
5. Certified true copy of the resolution of the Shareholders passed by way of postal ballot dated June 10, 2016 along with Scrutinizer’s Report.
11. Copy of the certificate from V D & Co., dated May 04, 2016 certifying that the Company has adequate funds for the purposes of Buy-back.

25. DETAILS OF COMPLIANCE OFFICER

Name : Ms. Shweta Girotra (Company Secretary)
CS Membership No. F7313
Address : Bharti Infratel Limited
Bharti Crescent, 1,
Nelson Mandela Road, Vasant Kunj,
Phase II, New Delhi – 110 070
Tel : +91 11 46666100
Fax : +91 11 41666137
Email id : compliance.officer@bharti-infratel.in

Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS / BENEFICIAL OWNERS

In case of any grievance relating to the Buy-back (e.g. non-receipt of the Buy-back consideration, share certificate, demat credit etc.) the investor can approach the Compliance Officer or Manager to the Buy-back and / or Registrar to the Buy-back.

If the Company makes any default in complying with the provisions of Section 68 of the Act or Rules thereunder, or Buy-back Regulations, the Company or any officer of the Company who is in default shall be punishable in accordance with the provisions of the Act and Regulations.

27. DETAILS OF THE INVESTOR SERVICE CENTER AND REGISTRAR

In case of any query, the Eligible Shareholders may also contact the Registrar & Share Transfer Agent of the Company during working hours i.e. 10:00 a.m. to 5:00 p.m. on all working days at the following address except Saturday, Sunday and public holidays.

Name : Karvy Computershare Private Limited
Address : Karvy Seleniumum, Tower B, Plot Number 31- 32
Gachibowli Financial District,
Nanakramguda, Hyderabad 500 032, India
28. DETAILS OF THE REGISTRAR OF COMPANIES

Registrar of Companies, Delhi, situated at 4th Floor, IFCI Tower, 61 Nehru Place, New Delhi – 110019.
Phone: 011-26235707, 26235708, 26235709
Fax: 011-26235702, Delhi.

29. DETAILS OF THE MANAGER TO THE BUY-BACK

Kotak Mahindra Capital Company Limited
27 BKC, 1st Floor Plot no. C-27,
G Block, Bandra Kurla Complex
Bandra (East) Mumbai 400 051
Tel: +91 22 4336 0128
Fax: +91 22 6713 2445
Contact Person: Mr. Ganesh Rane
Email:project.infratelbuyback@kotak.com
SEBI Registration Number: INM000008704
CIN: U67120MH1995PLC134050

30. DIRECTORS’ RESPONSIBILITY STATEMENT

In terms of Regulation 19(1)(a) of the Buy-back Regulations, the Directors of the Company accepts full responsibility for the information contained in this Letter of Offer. This Letter of Offer is issued under the authority of the Board in terms of the resolution passed by the Board on April 26, 2016 / and by the Committee of Directors on June 29, 2016.

For and on behalf of the Board of Directors of Company

Sd/-                     Sd/-                    Sd/-                    Sd/-
Akhil Kumar Gupta       D S Rawat              Pankaj Miglani          Shweta Girotra
Chairman (DIN : 00028728) Managing Director & CEO (DIN : 06798626) Chief Financial Officer
Company Secretary (Membership No : F7313)

Date: June 29, 2016
Place: New Delhi