Notice of Postal Ballot / E-voting

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and the Companies (Management and Administration Rules, 2014 and other applicable provisions, if any, made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) for seeking consent of the members of the Company by way of Special Resolution through Postal Ballot (including voting by electronic means) for approval for the Buy-back of the equity shares of the Company as stated in the Notice of Postal Ballot / E-voting "Notice" dated May 06, 2016. The Notice is available on the website of the Company at www.bharti-infratel.com, Karvy Computershare Private Limited at https://e-voting.karvy.com, National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com.

1. The Company has completed the physical dispatch/electronic transmission of the Notice containing draft Special Resolution along with explanatory statement, Postal Ballot Form ("Form"), e-voting User ID and password and a self-addressed postage pre-paid envelope, as applicable, to the members through post/email on May 11, 2016.

2. The Company is pleased to provide electronic voting facility to its members through Karvy for voting on the business as specified in the Notice. For detailed instructions on electronic voting, members are requested to refer Instruction/Notes for e-voting printed overleaf the Form before exercising the vote. The Notice is being sent to all the members, whose names appear in the Register of Members/beneficiary position maintained by the depositories as on Friday, May 06, 2016 ("record date"). A person who is not a member as on the record date should treat the Notice for information purpose only.

3. Voting by postal ballot and e-voting period commences on Thursday, May 12, 2016 (9.00 am) and ends on Friday, June 10, 2016 (5.00 pm).

4. Any postal ballot received from members beyond Friday, June 10, 2016 will be treated invalid and voting whether by postal ballot or electronic means shall not be allowed beyond the aforesaid date and time.

5. Members, who have not received the Form and are desirous of seeking duplicate Form may download the same from the link (https://e-voting.karvy.com) or from the Company's website at www.bharti-infratel.com or obtain a duplicate Form along with other documents from Karvy, Company's RTO.

6. For any queries/grievances pertaining to voting including electronic voting, members may visit Help & FAQ's section available at Karvy's website download section on https://e-voting.karvy.com or contact Mr. Ravi Shukla, the official of Karvy at Tel No. 1800 345 4001 (toll free).

7. The result of the postal ballot would be announced on Saturday, June 11, 2016 at or before 05:00 PM at the Registered Office of the Company. The said results along with the Scrutiny report would be displayed at the Registered Office of the Company, hosted at website of the company i.e. www.bharti-infratel.com and on website of Karvy i.e. https://e-voting.karvy.com and the results will also be intimated to the Stock Exchanges where the Company's shares are listed.

For Bharti Infratel Limited
Sd/-
Shweta Giridhar
Company Secretary