CERTIFIED TRUE COPY OF THE MINUTES OF ANNOUNCEMENT OF RESULTS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT/ E-VOTING BY BHARTI INFRATEL LIMITED ON THURSDAY, JANUARY 29, 2015 AT BHARTI CRESCENT, 1, NELSON MANDELA ROAD, VASANT KUNJ, PHASE II, NEW DELHI-110070

Background

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and the Listing Agreement the Company had issued a postal ballot notice dated December 17, 2014, to obtain approval from the shareholders through postal ballot/ e-voting on the following special resolutions:

1. Implementation of ESOP Scheme 2008 through ESOP Trust
2. Approval of Employee Stock Option Scheme 2014 (ESOP Scheme 2014)
3. Grant of stock options to the employees of holding and/ or subsidiary companies under ESOP Scheme 2014
4. Authorization to ESOP Trust for Secondary Acquisition
5. Increase in aggregate investment limit of Foreign Institutional Investors (FIIs)

The Board of Directors had made the following appointments:

- Mr. Sanjay Grover of M/s Sanjay Grover & Associates, Company Secretaries, New Delhi, as Scrutinizer (“The Scrutinizer”) for conducting the postal ballot/ e-voting process in a fair and transparent manner.

- Mr. D S Rawat– Managing Director & CEO, Mr. Pankaj Miglani– CFO, Mr. Mukesh Bhavnani– Authorized Representative and Mr. Anupam Garg– Company Secretary as the persons responsible for the entire postal ballot/ e-voting process.

- Mr. D S Rawat– Managing Director & CEO and in his absence Mr. Anupam Garg, Company Secretary to announce the results of the postal ballot.

The Company had appointed Karvy Computershare Private Limited (Karvy) to conduct voting through electronic mode.

The notice of postal ballot/ e-voting containing special resolutions, explanatory statement, postal ballot forms, e-voting user IDs and passwords and a self-addressed pre-paid business reply envelope (as applicable) were sent to the members and others concerned including statutory auditors, Directors, stock exchanges etc. through registered post/ email. The notice of postal ballot/ e-voting was also placed on the website of the Company.
The intimation about completion of dispatch of the postal ballot form/ e-voting and the last date for receipt of reply from shareholders was also intimated to the shareholders by way of publication of advertisement in ‘Mint’ (English) all editions and ‘Hindustan’ (Hindi) Delhi editions on December 25, 2014.

Members were advised to carefully read the instructions before casting their votes and were also advised to complete the e-voting process/ return the duly completed forms in the attached self-addressed envelope, so as to reach The Scrutinizer on or before the close of business hours on Saturday, 24 January, 2015.

As intimated to the members through the postal ballot notice:

i. The postal ballot forms/ e-voting received after the close of business hours on Saturday, 24 January, 2015 have been treated as ‘responses not received from the share holders’.

ii. Voting rights have been reckoned on the paid up value of the shares registered in the name of the shareholders as on Friday, December 12, 2014.

iii. Incomplete, unsigned or incorrectly filled or bearing more than one [X] postal ballot forms have been rejected by the Scrutinizer.

iv. Any extraneous papers found in the postal ballot forms have been destroyed by the Scrutinizer.

After due scrutiny of all the postal ballot forms/ e-voting received up to the close of the working hours on Saturday, 24 January, 2015 (being the last date fixed for receipt of duly filled postal ballot forms) the Scrutinizer submitted his final report on Thursday, January 29, 2015.

On the basis of the report of The Scrutinizer, Mr. Anupam Garg, in the absence of Mr. D S Rawat–Managing Director & CEO, declared the results of the Postal Ballot/ e-voting today i.e. January 29, 2015.

The date of declaration of the results of postal ballot / e-voting has been taken as the date of passing of the Resolutions.

The result of postal ballot / e-voting shall be published in ‘Mint’ (English) all editions and ‘Hindustan’ (Hindi) Delhi edition on January 30, 2015 (i.e. within 48 hours of the declaration of the results) and along with the scrutinizer’s report, shall also be placed at the website of the Company at www.bharti-infratel.com, and on https://evoting.karvy.com

On the basis of report of e-voting and poll results submitted by the Scrutinizer, all the resolution(s) as mentioned in the Postal Ballot Notice dated December 17, 2014 have been passed as special resolutions as per following details:
1. Special Resolution: Implementation of ESOP Scheme 2008 through ESOP Trust

"RESOLVED THAT pursuant to Applicable Laws, approval of the members of the Company be and is hereby accorded to the Board to implement the ESOP Scheme 2008 through the ESOP Trust.

RESOLVED FURTHER THAT the following Clause 1A be inserted in the ESOP Scheme 2008 after the existing Clause 1:

Clause 1A: Implementation of ESOP Scheme 2008 through ESOP Trust

The Company may implement the ESOP Scheme 2008 through trust as may be setup or designated for this purpose ("ESOP Trust").

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the ESOP Trust be and is hereby authorised to acquire the shares of the Company from the secondary market and to hold, transfer and deal in the equity shares of the Company and to do all such acts, deeds and things as may be incidental or ancillary in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

Results

<table>
<thead>
<tr>
<th>Resolution</th>
<th>No. of valid Votes</th>
<th>Votes cast in favour of the resolution (percentage)</th>
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<th>Result</th>
</tr>
</thead>
<tbody>
<tr>
<td>Implementation of ESOP Scheme 2008 through ESOP Trust.</td>
<td>1,641,231,286</td>
<td>1,499,181,053 (91.3449%)</td>
<td>142,050,233 (8.6551%)</td>
<td>Special Resolution passed with requisite majority</td>
</tr>
</tbody>
</table>

2. Special Resolution Approval of Employee Stock Option Scheme 2014 (ESOP Scheme 2014)

"RESOLVED THAT pursuant to Applicable Laws, Employee Stock Option Scheme 2014 (ESOP Scheme 2014), for the benefit of present and future permanent employees of the Company and its director(s), whether whole time director or not but excluding independent directors, be and is hereby approved as per the salient features mentioned in the explanatory statement annexed herewith and same be implemented through ESOP Trust, provided that the total number of options that can be granted under ESOP Scheme 2014 shall not exceed 7,250,000 (Seven Million
Two Hundred Fifty Thousand) options, convertible into equivalent number of equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number of above mentioned options shall be appropriately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the ESOP Trust is hereby authorised to acquire the shares of the Company from the secondary market and to hold, transfer and deal in the equity shares of the Company and to do all such acts, deeds and things as may be incidental or ancillary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to:-

(i) administer, implement and superintend the ESOP Scheme 2014;

(ii) determine the terms and conditions of grant, issue, re-issue, cancel and withdrawal of stock options from time to time;

(iii) formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of stock options to the employees and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time;

(iv) to do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution to any committee of directors, director, officer or authorised representative of the Company; and

(v) settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

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<td>Approval of Employee Stock Option Scheme 2014 (ESOP Scheme 2014)</td>
<td>1,639,509,891</td>
<td>1,471,894,630 (89.7765%)</td>
<td>167,615,261 (10.2235%)</td>
<td>Special Resolution passed with requisite majority</td>
</tr>
</tbody>
</table>
3. Special Resolution: Grant of stock options to the employees of holding and/or subsidiary companies under ESOP Scheme 2014

“RESOLVED THAT pursuant to Applicable Laws, approval of the members of the Company be and is hereby accorded to grant the stock options under ESOP Scheme 2014 to the present and future, permanent employees of the holding and subsidiary company (ies) and their director(s) whether whole time director or not but excluding independent directors, if any, from time to time, on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

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<td>Grant of stock options to the employees of holding and/or subsidiary companies under ESOP Scheme 2014</td>
<td>1,639,509,891</td>
<td>1,476,888,164 (90.0811%)</td>
<td>162,621,727 (9.9189%)</td>
<td>Special Resolution passed with requisite majority</td>
</tr>
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4. Special Resolution: Authorization to ESOP Trust for Secondary Acquisition

“RESOLVED THAT pursuant to Applicable Laws, approval of the members of the Company be and is hereby accorded for acquisition of upto 14,411,289 (Fourteen Million Four Hundred Eleven Thousand and Two Hundred Eighty Nine) equity shares of the Company representing 0.76% of the paid up share capital, in one or more tranches, from the secondary market, by ESOP Trust for the purpose of implementation of ESOP Scheme 2008 and ESOP Scheme 2014 from time to time.

RESOLVED FURTHER THAT pursuant to Applicable Laws, approval of the members of the Company be and is hereby accorded to the Board to make loan and/or provision of money to the ESOP Trust for acquisition of upto 14,411,289 (Fourteen Million Four Hundred Eleven Thousand and Two Hundred Eighty Nine) equity shares of the Company from the secondary market for the purpose of implementation of ESOP Scheme 2008 and ESOP Scheme 2014, subject to the overall limits specified under the Applicable Laws, if any.
RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number of shares of the Company to be acquired from the secondary market by the ESOP Trust shall be appropriately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

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<td>Authorization to ESOP Trust for Secondary Acquisition</td>
<td>1,639,167,810</td>
<td>1,476,546,860 (90.0791%)</td>
<td>162,620,950 (9.9209%)</td>
<td>Special Resolution passed with requisite majority</td>
</tr>
</tbody>
</table>

5. Special Resolution: Increase in aggregate investment limit of Foreign Institutional Investors (FIIs)

“RESOLVED THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors (FIIs) registered with the SEBI to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors by whatever name called, to make investment in any manner in the equity shares of the Company up to an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FI in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”
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<td>Increase in aggregate investment limit of Foreign Institutional Investors (FIIs)</td>
<td>1,642,778,706</td>
<td>1,642,777,830 (99.9999%)</td>
<td>876 (0.0001%)</td>
<td>Special Resolution passed with requisite majority</td>
</tr>
</tbody>
</table>

Certified to be true
For Bharti Infratel Limited

Anupam Garg
Company Secretary