

July 24, 2019

The BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

The National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,  
Bandra (E), Mumbai-400051

**Ref: Bharti Infratel Limited (534816 / INFRATEL)**

**Sub: Outcome of 13<sup>th</sup> Annual General Meeting (AGM) of the Company**

Dear Sir/Madam,

With reference to above captioned subject, please find attached the following:

1. Brief Proceedings of 13<sup>th</sup> AGM of the Company as **Annexure-A**.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-B**. All the resolutions as stated in the Notice of AGM dated April 24, 2019 have been approved with requisite majority.
3. Scrutinizer's Report dated July 24, 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure-C**.
4. Prakul Kaushiva has been appointed as Director liable to retire by rotation. Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 7 of Annexure I of SEBI Circular dated September 9, 2015 as **Annexure-D**.
5. Bharat Sumant Raut, Jitender Balakrishnan, Leena Srivastava and Narayanan Kumar have been re-appointed as Independent Directors of the Company for a further term of five years w.e.f. April 1, 2019. Details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015 as **Annexure-D**.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Bharti Infratel Limited**



**Samridhi Rodhe  
Company Secretary**

Encl: As above



**SANJAY GROVER & ASSOCIATES**  
**COMPANY SECRETARIES**

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
Website: [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman

**BHARTI INFRATEL LIMITED**

(CIN: L64201HR2006PLC073821)

901, Park Centra, Sector 30, NH-8,

Gurugram, Haryana - 122001

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting at Annual General Meeting (AGM) through electronic voting system (Insta-poll) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated April 24, 2019 for 13<sup>th</sup> AGM of the Company held on Tuesday, July 23, 2019 at 12:30 P.M. at The Auditorium, Apparel House (near the Zest), Sector 44, Gurugram-122003, Haryana.

I submit my report as under:-



1. The remote e-voting period commenced on Saturday, July 20, 2019 at 09:00 A.M. and ended on Monday, July 22, 2019 at 05:00 P.M. via remote e-voting platform on the designated website of Karvy Fintech Private Limited (formerly known as Karvy Computer share private limited), Authorized Agency to provide remote e-voting facility viz.: <http://evoting.karvy.com>.
2. The Members of the Company as on the "cut off" date i.e. Tuesday, July 16, 2019 were entitled to avail the facility of remote e-voting as well as insta- poll at the 13<sup>th</sup> Annual General Meeting on the proposed resolution(s) as set out in the Notice of AGM dated April 24, 2019.
3. The total paid up Equity Share Capital of the Company as on Tuesday, July 16, 2019 was Rs.18,49,60,82,460/- (Rupees One Thousand Eight Hundred Forty Nine Crores Sixty Lakh Eighty Two Thousand Four Hundred Sixty Only) divided into 1,84,96,08,246 (One Hundred Eighty Four Crores Ninety Six Lakh Eight Thousand Two Hundred Forty Six Only) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. The Chairman ordered for Insta-poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. Voting by Insta-Poll by using electronic voting system facility was made available through Karvy at the AGM venue.
6. After completion of Insta-poll at the AGM, the votes cast through Insta-Poll were unblocked first and thereafter, the votes cast through remote e-voting were unblocked in the presence of two witnesses, Ms. Shubhi Khetan and Ms. Daljeet Kaur who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Shubhi Khetan



Daljeet Kaur



7. Total Issued Share Capital of the Company includes 50 (Fifty) shares which are lying in the Bharti Infratel Limited - unclaimed suspense a/c of which voting rights are frozen till the rightful owners claim these shares pursuant to Regulation 34 Schedule V (F) (e) of Listing Regulations, 2015 and 6,29,351 (Six Lakh Twenty Nine Thousand Three Hundred Fifty One) shares held by Bharti Infratel Employees' Welfare Trust ("ESOP Trust") to be treated as "Non Promoter Non-Public holding" as per Regulation 9, Chapter II of SEBI (Share Based Employee Benefits) Regulations, 2014 of which voting rights are not exercised.
8. The consolidated summary of results of Insta-poll at the AGM and remote e-voting are as under:

**Resolution No. 1-** To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	9,532	1,74,25,27,543	1,74,25,37,075	100.0000
Dissent	0	5	5	0.0000
Total	9,532	1,74,25,27,548	1,74,25,37,080	100.0000

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure- A**.



**Resolution No. 2-** To confirm interim dividends

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>Insta-poll</b>	<b>e-Votes</b>	<b>Total</b>	
Assent	9,532	1,74,38,38,198	1,74,38,47,730	100.0000
Dissent	0	5	5	0.0000
Total	9,532	1,74,38,38,203	1,74,38,47,735	100.0000

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure- B.**

**Resolution No. 3-** To re-appoint Mr. Devender Singh Rawat (DIN: 06798626), as a Director liable to retire by rotation.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>Insta-poll</b>	<b>e-Votes</b>	<b>Total</b>	
Assent	9,532	1,73,69,01,787	1,73,69,11,319	99.6082
Dissent	0	68,32,049	68,32,049	0.3918
Total	9,532	1,74,37,33,836	1,74,37,43,368	100.0000

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure- C.**



**Resolution No. 4-** To appoint of Mr. Prakul Kaushiva (DIN: 08285582) as a Director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	9,532	1,72,43,20,110	1,72,43,29,642	98.8807
Dissent	0	1,95,18,073	1,95,18,073	1.1193
Total	9,532	1,74,38,38,183	1,74,38,47,715	100.0000

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure-D.**

**Resolution No.5-** To re-appoint Mr. Bharat Sumant Raut (DIN: 00066080) as an Independent Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	9,532	1,73,82,62,086	1,73,82,71,618	99.6802
Dissent	0	55,76,087	55,76,087	0.3198
Total	9,532	1,74,38,38,173	1,74,38,47,705	100.0000

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure-E.**



**Resolution No. 6-** To re-appoint Mr. Jitender Balakrishnan (DIN: 00028320) as an Independent Director of the Company.

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>Insta-poll</b>	<b>e-Votes</b>	<b>Total</b>	
Assent	9,532	1,69,70,41,172	1,69,70,50,704	97.3165
Dissent	0	4,67,97,031	4,67,97,031	2.6835
Total	9,532	1,74,38,38,203	1,74,38,47,735	100.0000

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure-F**.

**Resolution No. 7-** To re-appoint Ms. Leena Srivastava (DIN: 00005737) as an Independent Director of the Company.

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>Insta-poll</b>	<b>e-Votes</b>	<b>Total</b>	
Assent	9,532	1,73,67,55,743	1,73,67,65,275	99.5939
Dissent	0	70,82,430	70,82,430	0.4061
Total	9,532	1,74,38,38,173	1,74,38,47,705	100.0000

Therefore, the Resolution No. 7 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure-G**.



**Resolution No. 8-** To re-appoint Mr. Narayanan Kumar (DIN: 00007848) as an Independent Director of the Company.

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>Insta-poll</b>	<b>e-Votes</b>	<b>Total</b>	
Assent	9,532	1,51,64,77,688	1,51,64,87,220	86.9629
Dissent	0	22,73,44,737	22,73,44,737	13.0371
Total	9,532	1,74,38,22,425	1,74,38,31,957	100.0000

Therefore, the Resolution No. 8 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure-H.**

9. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,

**For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**



Managing Partner  
Scrutinizer  
CP No.: 4223  
July 24, 2019  
New Delhi



**Annexure - A**

Details of Insta-poll at AGM & remote e-voting for Resolution No.-1 are as under:

**A1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	249	9,532	95,320
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	249	9,532	95,320
d) Votes with Assent	249	9,532	95,320
e) Votes with Dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	593	1,74,25,27,548	17,42,52,75,480
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	593	1,74,25,27,548	17,42,52,75,480
d) Votes with Assent	592	1,74,25,27,543	17,42,52,75,430
e) Votes with Dissent	1	5	50

There were 10 (Ten) shareholders holding 13,72,133 (Thirteen Lakh Seventy Two Thousand One Hundred Thirty Three) equity shares who abstained from voting on the resolution.



## **Annexure - B**

Details of Insta-poll at AGM & remote e-voting for Resolution No.-2 are as under:

### **B1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	249	9,532	95,320
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	249	9,532	95,320
d) Votes with Assent	249	9,532	95,320
e) Votes with Dissent	0	0	0

### **B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	601	1,74,38,38,203	17,43,83,82,030
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	601	1,74,38,38,203	17,43,83,82,030
d) Votes with Assent	600	1,74,38,38,198	17,43,83,81,980
e) Votes with Dissent	1	5	50

*There were 02 (Two) shareholders holding 61,478 (Sixty One Thousand Four Hundred Seventy Eight) equity shares who abstained from voting on the resolution.*



## Annexure - C

Details of Insta-poll at AGM & remote e-voting for Resolution No.-3 are as under:

### **C1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	249	9,532	95,320
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	249	9,532	95,320
d) Votes with Assent	249	9,532	95,320
e) Votes with Dissent	0	0	0

### **C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	600	1,74,37,33,836	17,43,73,38,360
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	600	1,74,37,33,836	17,43,73,38,360
d) Votes with Assent	587*	1,73,69,01,787	17,36,90,17,870
e) Votes with Dissent	15*	68,32,049	6,83,20,490

There were 03 (Three) shareholders holding 1,65,845 (One Lakh Sixty Five Thousand Eight Hundred Forty Five) equity shares who abstained from voting on the resolution.

\* There were 02 (Two) shareholders holding 22,18,191 (Twenty Two Lakh Eighteen thousand One Hundred Ninety One) equity shares who have voted for 18,54,577 (Eighteen Lakh Fifty Four Thousand Five Hundred Seventy Seven) shares in favour of the resolution and for 3,63,614 (Three Lakh Sixty Three Thousand Six Hundred Fourteen) shares against the resolution.



## Annexure -D

Details of Insta-poll at AGM & remote e-voting for Resolution No.-4 are as under:

### **D1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	249	9,532	95,320
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	249	9,532	95,320
d) Votes with Assent	249	9,532	95,320
e) Votes with Dissent	0	0	0

### **D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	601	1,74,38,38,183	17,43,83,81,830
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	601	1,74,38,38,183	17,43,83,81,830
d) Votes with Assent	560*	1,72,43,20,110	17,24,32,01,100
e) Votes with Dissent	43*	1,95,18,073	19,51,80,730

*There were 02 (Two) shareholders holding 61,478 (Sixty One Thousand Four Hundred Seventy Eight) equity shares who abstained from voting on the resolution.*

*\* There were 02 (Two) shareholders holding 22,18,191 (Twenty Two Lakh Eighteen Thousand One Hundred Ninety One) equity shares who have voted for 18,54,577 (Eighteen Lakh Fifty Four Thousand Five Hundred Seventy Seven) shares in favour of the resolution and for 3,63,614 (Three Lakh Sixty Three Thousand Six Hundred Fourteen) shares against the resolution.*



## Annexure -E

Details of Insta-poll at AGM & remote e-voting for Resolution No.-5 are as under:

### **E1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	249	9,532	95,320
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	249	9,532	95,320
d) Votes with Assent	249	9,532	95,320
e) Votes with Dissent	0	0	0

### **E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	600	1,74,38,38,173	17,43,83,81,730
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	600	1,74,38,38,173	17,43,83,81,730
d) Votes with Assent	579*	1,73,82,62,086	17,38,26,20,860
e) Votes with Dissent	24*	55,76,087	5,57,60,870

*There were 03 (Three) shareholders holding 61,508 (Sixty One Thousand Five Hundred Eight) equity shares who abstained from voting on the resolution.*

*\*There were 03 (Three) shareholders holding 36,42,063 (Thirty Six Lakh Forty Two Thousand Sixty Three) equity shares who have voted for 32,12,333 (Thirty Two Lakh Twelve Thousand Three Hundred Thirty Three) shares in favour of the resolution and for 4,26,918 (Four Lakh Twenty Six Thousand Nine Hundred Eighteen) shares against the resolution.*



## Annexure -F

Details of Insta-poll at AGM & remote e-voting for Resolution No.-6 are as under:

### **F1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	249	9,532	95,320
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	249	9,532	95,320
d) Votes with Assent	249	9,532	95,320
e) Votes with Dissent	0	0	0

### **F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	601	1,74,38,38,203	17,43,83,82,030
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	601	1,74,38,38,203	17,43,83,82,030
d) Votes with Assent	497*	1,69,70,41,172	16,97,04,11,720
e) Votes with Dissent	109*	4,67,97,031	46,79,70,310

*There were 02 (Two) shareholders holding 61,478 (Sixty One Thousand Four Hundred Seventy Eight) equity shares who abstained from voting on the resolution.*

*\* There were 05 (Five) shareholders holding 70,76,708 (Sixty Lakh Seventy Six Thousand Seven Hundred Eight ) equity shares who have voted for 41,65,364 (Forty One Lakh Sixty Five Thousand Three Hundred Sixty Four) shares in favour of the resolution and for 1204207 shares against the resolution.*



## Annexure -G

Details of Insta-poll at AGM & remote e-voting for Resolution No.-7 are as under:

### **G1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	249	9,532	95,320
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	249	9,532	95,320
d) Votes with Assent	249	9,532	95,320
e) Votes with Dissent	0	0	0

### **G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	600	1,74,38,38,173	17,43,83,81,730
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	600	1,74,38,38,173	17,43,83,81,730
d) Votes with Assent	576*	1,73,67,55,743	17,36,75,57,430
e) Votes with Dissent	27*	70,82,430	7,08,24,300

*There were 03 (Three) shareholders holding 61,508 (Sixty One Thousand Five Hundred Eight) equity shares who abstained from voting on the resolution.*

*\* There were 03 (Three) shareholders holding 36,42,063 (Thirty Six Lakh Forty Two Thousand Sixty Three) equity shares who have voted for 32,12,333 (Thirty Two Lakh Twelve Thousand Three Hundred Thirty Three) shares in favour of the resolution and for 4,26,918 (Four Lakh Twenty Six Thousand Nine Hundred Eighteen) shares against the resolution.*



## Annexure -H

Details of Insta-poll at AGM & remote e-voting for Resolution No.-8 are as under:

### H1. VOTING THROUGH INSTA-POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	249	9,532	95,320
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	249	9,532	95,320
d) Votes with Assent	249	9,532	95,320
e) Votes with Dissent	0	0	0

### H2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	599	1,74,38,22,425	17,43,82,24,250
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	599	1,74,38,22,425	17,43,82,24,250
d) Votes with Assent*	288*	1,51,64,77,688	15,16,47,76,880
e) Votes with Dissent*	317*	22,73,44,737	2,27,34,47,370

There were 04 (Four) shareholders holding 77,256 (Seventy Seven Thousand Two Hundred Fifty Six) equity shares who abstained from voting on the resolution.

\* There were 6(Six) shareholders holding 60,30,496 (Sixty Lakh Thirty Thousand Four Hundred Ninety Six) equity shares who have voted for 31,06,343 (Thirty One Lakh Six Thousand Three Hundred Forty Three) shares in favour of the resolution and for 12,19,828 (Twelve Lakh Nineteen Thousand Eight Hundred Twenty Eight) shares against the resolution.





