

August 5, 2020

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 / INFRA TEL)

Sub: Outcome of 14th Annual General Meeting (AGM) of the Company

Dear Sir/Madam,

Further to our intimation dated August 4, 2020, please find attached the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as **Annexure-A**. All the resolutions as stated in the Notice of AGM dated June 3, 2020 have been approved with requisite majority.
2. Scrutinizer's Report dated August 4, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure-B**.
3. Mr. D S Rawat was re-appointed as Managing Director & CEO of the Company w.e.f. April 1, 2020 up till the date of AGM i.e. August 3, 2020. Details as required under Regulation 30 of the SEBI Listing Regulations read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015 as **Annexure-C**. Further, as intimated earlier vide our letter dated July 27, 2020, his resignation was effective from the close of business hours on August 3, 2020.
4. Mr. Rajinder Pal Singh has been re-appointed as an Independent Director of the Company for a further term of five years w.e.f. July 15, 2020. Details as required under Regulation 30 of the SEBI Listing Regulations 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 Sincerely,
For Bharti Infratel Limited



Samridhi Rodhe
Company Secretary



Encl: As above

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : 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 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs and SEBI Circular dated May 12,2020]

To,

The Chairman

BHARTI INFRATEL LIMITED

(CIN: L64201HR2006PLC073821)

901, Park Centra, Sector 30, NH-8,
Gurugram, Haryana- 122001

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, 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 e-voting at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs and SEBI Circular dated May 12,2020 (Circulars) on the resolutions mentioned in Notice dated June 03, 2020 for 14th AGM of the Company (Notice) held on Monday, August 03, 2020 at 03:30 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).



I submit my report as under:-

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolution stated in the Notice.
2. The remote e-voting period commenced on Thursday, July 30, 2020 at 09:00 A.M. and ended on Sunday, August 2, 2020 at 05:00 P.M. The Company had also provided e-voting facility to the Members who attended the AGM through VC/OAVM to enable them to cast their votes, if they had not cast their votes earlier through remote e-voting. Both the facilities were provided through the designated website of KFin Technologies Private Limited, Authorized Agency, i.e. via remote e-voting platform viz. <https://evoting.karvy.com> and e-voting platform at the AGM viz. <https://emeetings.kfintech.com>.
3. The Members of the Company as on the "cut off" date i.e. Monday, July 27, 2020 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in the Notice.
4. The total paid up Equity Share Capital of the Company as on Monday, July 27, 2020 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.
5. After completion of e-voting at the AGM, the votes cast by the members through e-voting at the AGM and through remote e-voting were unblocked in the presence of two witnesses, Mr. Gaurav Dwivedi and Mr. Rishab Kansal who were not in the employment of the Company. They have signed below in confirmation of the votes unblocked in their presence.



Gaurav Dwivedi

Rishab Kansal

6. The data of e- voting at AGM was diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e- voting at AGM.
7. The shareholders exercised their voting either by remote e-voting or e- voting at AGM. There was 12 shareholder who opted for both the facilities. Accordingly, the votes cast by them through remote e-voting has been considered as valid and votes cast by them through e-voting at the AGM has been considered as invalid. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
8. Total issued share capital of the Company includes 50 (fifty) shares which are lying in Bharti Infratel Limited – Unclaimed Suspense Account of which voting rights are frozen till the rightful owners claim these shares pursuant to Regulation 39 read with Schedule VI (E) (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 148, 409 (One Lakh Forty Eight Thousand Four Hundred Nine) 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.
9. The consolidated summary of results of e- voting at 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, 2020.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	2,19,878	1,76,21,70,121	1,76,23,89,999	100.00
Dissent	0	748	748	0.00
Total	2,19,878	1,76,21,70,869	1,76,23,90,747	100.00

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



Resolution No. 2- To confirm interim dividends.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	2,19,878	1,75,03,44,886	1,75,05,64,764	99.31
Dissent	0	1,22,41,021	1,22,41,021	0.69
Total	2,19,878	1,76,25,85,907	1,76,28,05,785	100.00

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

Resolution No. 3- To re-appoint Mr. Rajan Bharti Mittal (DIN: 00028016) as a Director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	2,19,878	1,74,60,55,154	1,74,62,75,032	99.06
Dissent	0	1,65,83,525	1,65,83,525	0.94
Total	2,19,878	1,76,26,38,679	1,76,28,58,557	100.00

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



Resolution No. 4- To re-appoint Mr. D S Rawat (DIN: 06798626) as Managing Director & CEO of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	2,19,878	1,72,69,47,728	1,72,71,67,606	97.98
Dissent	0	3,55,72,611	3,55,72,611	2.02
Total	2,19,878	1,76,25,20,339	1,76,27,40,217	100.00

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

Resolution No. 5- To re-appoint Mr. Rajinder Pal Singh (DIN: 02943155) as an Independent Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	2,19,878	1,76,01,32,583	1,76,03,52,461	99.86
Dissent	0	25,06,099	25,06,099	0.14
Total	2,19,878	1,76,26,38,682	1,76,28,58,560	100.00

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



10. 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**

Countersigned by

Devesh Kumar Vasisht

(Devesh Kumar Vasisht)

Partner

CP No.:13700

UDIN: F008488B000550931

August 04, 2020

New Delhi



Annexure- A

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

A1. E- VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	65	62,11,57,094	6,21,15,70,940
b) Less: Invalid Votes [#]	12	62,09,37,216	6,20,93,72,160
c) Net Valid votes	53	2,19,878	21,98,780
d) Votes with Assent	53	2,19,878	21,98,780
e) Votes with Dissent	0	0	0

[#] There were 12 (Twelve) shareholders holding 62,09,37,216 (Sixty Two Crore Nine Lakh Thirty Seven Thousand Two Hundred Sixteen) equity shares who have inadvertently voted twice on the resolution. Their voting through remote e-voting has been considered as valid and their voting at the AGM has been considered as invalid.

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*	884	1,76,21,70,869	17,62,17,08,690
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	884	1,76,21,70,869	17,62,17,08,690
d) Votes with Assent**	674	1,76,21,70,121	17,62,17,01,210
e) Votes with Dissent**	212	748	7,480

* There were 28 (Twenty Eight) shareholders holding 11,07,008 (Eleven Lakh Seven Thousand Eight) equity shares who abstained from voting on the resolution.

** There were 2 (Two) shareholders holding 235 (Two Hundred Thirty Five) equity shares who have voted partially in favour of the resolution and partially against the resolution.



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

B1. E- VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	65	62,11,57,094	6,21,15,70,940
b) Less: Invalid Votes [#]	12	62,09,37,216	6,20,93,72,160
c) Net Valid Votes	53	2,19,878	21,98,780
d) Votes with Assent	53	2,19,878	21,98,780
e) Votes with Dissent	0	0	0

[#] There were 12 (Twelve) shareholders holding 62,09,37,216 (Sixty Two Crore Nine Lakh Thirty Seven Thousand Two Hundred Sixteen) equity shares who have inadvertently voted twice on the resolution. Their voting through remote e-voting has been considered as valid and their voting at the AGM has been considered as invalid.

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*	896	1,76,25,85,907	17,62,58,59,070
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	896	1,76,25,85,907	17,62,58,59,070
d) Votes with Assent**	679	1,75,03,44,886	17,50,34,48,860
e) Votes with Dissent**	219	1,22,41,021	12,24,10,210

* There were 16 (Sixteen) shareholders holding 6,91,985 (Six Lakh Ninety One Thousand Nine Hundred Eighty Five) equity shares who abstained from voting on the resolution.

** There were 2 (Two) shareholders holding 235 (Two Hundred Thirty Five) equity shares who have voted partially in favour of the resolution and partially against the resolution.



Annexure- C

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

C1. E- VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	65	62,11,57,094	6,21,15,70,940
b) Less: Invalid Votes [#]	12	62,09,37,216	6,20,93,72,160
c) Net Valid votes	53	2,19,878	21,98,780
d) Votes with Assent	53	2,19,878	21,98,780
e) Votes with Dissent	0	0	0

[#] There were 12 (Twelve) shareholders holding 62,09,37,216 (Sixty Two Crore Nine Lakh Thirty Seven Thousand Two Hundred Sixteen) equity shares who have inadvertently voted twice on the resolution. Their voting through remote e-voting has been considered as valid and their voting at the AGM has been considered as invalid.

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*	891	1,76,26,38,679	17,62,63,86,790
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	891	1,76,26,38,679	17,62,63,86,790
d) Votes with Assent**	654	1,74,60,55,154	17,46,05,51,540
e) Votes with Dissent**	240	1,65,83,525	16,58,35,250

* There were 21 (Twenty One) shareholders holding 6,39,188 (Six Lakh Thirty Nine Thousand One Hundred Eighty Eight) equity shares who abstained from voting on the resolution.

** There were 3 (Three) shareholders holding 276 (Two Hundred Seventy six) equity shares who have voted partially in favour of the resolution and partially against the resolution.



Annexure- D

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

D1. E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	65	62,11,57,094	6,21,15,70,940
b) Less: Invalid Votes [#]	12	62,09,37,216	6,20,93,72,160
c) Net Valid votes	53	2,19,878	21,98,780
d) Votes with Assent	53	2,19,878	21,98,780
e) Votes with Dissent	0	0	0

[#] There were 12 (Twelve) shareholders holding 62,09,37,216 (Sixty Two Crore Nine Lakh Thirty Seven Thousand Two Hundred Sixteen) equity shares who have inadvertently voted twice on the resolution. Their voting through remote e-voting has been considered as valid and their voting at the AGM has been considered as invalid.

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*	889	1,76,25,20,339	17,62,52,03,390
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	889	1,76,25,20,339	17,62,52,03,390
d) Votes with Assent**	622	1,72,69,47,728	17,26,94,77,280
e) Votes with Dissent**	272	3,55,72,611	35,57,26,110

* There were 23 (Twenty Three) shareholders holding 7,57,547 (Seven Lakh Fifty Seven Thousand Five Hundred Forty Seven) equity shares who abstained from voting on the resolution.

** There were 5 (Five) shareholders holding 34,34,529 (Thirty Four Lakh Thirty Four Thousand Five Hundred Twenty Nine) equity shares who have voted partially in favour of the resolution and partially against the resolution.



Annexure-E

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

E1. E- VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	65	62,11,57,094	6,21,15,70,940
b) Less: Invalid Votes [#]	12	62,09,37,216	6,20,93,72,160
c) Net Valid Votes	53	2,19,878	21,98,780
d) Votes with Assent	53	2,19,878	21,98,780
e) Votes with Dissent	0	0	0

[#] There were 12 (Twelve) shareholders holding 62,09,37,216 (Sixty Two Crore Nine Lakh Thirty Seven Thousand Two Hundred Sixteen) equity shares who have inadvertently voted twice on the resolution. Their voting through remote e-voting has been considered as valid and their voting at the AGM has been considered as invalid.

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*	892	1,76,26,38,682	17,62,63,86,820
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	892	1,76,26,38,682	17,62,63,86,820
d) Votes with Assent**	673	1,76,01,32,583	17,60,13,25,830
e) Votes with Dissent**	223	25,06,099	2,50,60,990

* There were 20 (Twenty) shareholders holding 6,39,183 (Six Lakh Thirty Nine Thousand One Hundred Eighty Three) equity shares who abstained from voting on the resolution.

** There were 4 (Four) shareholders holding 98,871 (Ninety Eight Thousand Eight Hundred Seventy One) equity shares who have voted partially in favour of the resolution and partially against the resolution.

