

February 04, 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: i) Combined Voting Results of the Business transacted at the National Company Law Tribunal convened meeting of Equity Shareholders of Bharti Infratel Limited ("the Company") held on Saturday, February 02, 2019; and

ii) Combined Voting Result, pursuant to Securities Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (SEBI Circular)

Dear Sir/Madam,

Further to our intimation dated February 2, 2019, we hereby submit the Voting Results of the meeting of Equity Shareholders of Bharti Infratel Limited convened and held on Saturday, February 02, 2019 from 02.30 P.M. to 3:30 P.M. as per the directions of the Hon'ble Tribunal for approving with or without modification(s), the proposed scheme of amalgamation and arrangement between Indus Towers Limited ("Transferor Company") and Bharti Infratel Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 of the Companies Act, 2013.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following disclosures:

- a. **In terms of Companies Act, 2013 and NCLT Order** – Voting results of equity shareholders of the business transacted through (i) postal ballot; (ii) e-voting; (iii) physical voting at the venue of the meeting – Annexure A.
- b. **In terms of the SEBI Circular** – Voting results of the public shareholders through (i) postal ballot; (ii) e-voting; (iii) physical voting at the venue of the meeting – Annexure B.
- c. Votes cast by Unrelated Parties of the Transferee Company to comply with requirements under Regulation 23 of the SEBI Listing Regulations dealing with approval of related party transactions – Annexure C.

The proposed resolution approving the Scheme was passed by the requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by the NCLT Order and SEBI Circular.

The Scrutinizer will submit the 'Scrutinizer's Report' to the Chairperson of the meetings (of Equity Shareholders and Unsecured Creditors) appointed by the Hon'ble Tribunal and the same will be filed with the Stock Exchanges subsequently on receipt.



Kindly take the same on record.

Thanking you,
Yours faithfully,

For Bharti Infratel Limited



**Samridhi Rodhe
Company Secretary**



Encl: As above



| Bharti Infratel Limited | |
|---|-------------------|
| Details of poll at Tribunal convened meeting of equity shareholders, e-voting and Postal Ballot as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | |
| Date of the Tribunal convened meeting | February 02, 2019 |
| Total number of shareholders on record date | 39,985 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 2 |
| Public: | 373 |
| No. of shareholders attended the meeting through Video Conferencing: | |
| Promoters and Promoter Group: | Not applicable |
| Public: | Not applicable |

| Resolution No. | 1 | | | | | | | |
|--|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | SPECIAL - To approve the scheme of amalgamation and arrangement between Indus Towers Limited and Bharti Infratel Limited and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and other matters incidental thereto. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | Yes | | | | | | | |
| Category | Mode of voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes – in favour (4) | No. of votes – against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 989,780,979 | 100.0000 | 989,780,979 | 0 | 100.0000 | 0.0000 |
| | Poll | 989,780,979 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 989,780,979 | 989,780,979 | 100.0000 | 989,780,979 | 0 | 100.0000 | 0.0000 |
| Public - Institutions | E-Voting | | 688,018,706 | 82.0938 | 665,615,685 | 22,403,021 | 96.7438 | 3.2562 |
| | Poll | 838,088,112 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 838,088,112 | 688,018,706 | 82.0938 | 665,615,685 | 22,403,021 | 96.7438 | 3.2562 |
| Public - Non Institutions | E-Voting | | 5,075,593 | 23.3477 | 5,075,472 | 121 | 99.9976 | 0.0024 |
| | Poll | 21,739,155 | 1,401 | 0.0064 | 1,396 | 5 | 99.6431 | 0.3569 |
| | Postal Ballot | | 6,934 | 0.0319 | 6,934 | 0 | 100.0000 | 0.0000 |
| | Total | 21,739,155 | 5,083,928 | 23.3860 | 5,083,802 | 126 | 99.9975 | 0.0025 |
| Total | | 1,849,608,246 | 1,682,883,613 | 90.9859 | 1,660,480,466 | 22,403,147 | 98.6688 | 1.3312 |

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 7,14,240 (Seven Lakhs Fourteen Thousand Two Hundred and Forty) 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.

Bharti Infratel Limited
 CIN L64201HR2006PLC073821
 Bharti Crescent,
 1, Nelson Mandela Road, Vasant Kunj,
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 Phone: +91 11 46665100 Fax: +91 11 41666137
 Email: compliance.officer@bharti-infratel.in
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Registered Office:
 901, Park Centra, Sector 30, NH-8, Gurugram, Haryana - 122001
 Phone: +91 124 4132600
 Fax: +91 124 4109580



| Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | |
|--|---|
| [Pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 (SEBI Circular)] | |
| Bharti Infratel Limited | |
| Details of poll at Tribunal convened meeting of equity shareholders, e-voting and Postal Ballot as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | |
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| Resolution required: (Ordinary/ Special) | SPECIAL - To approve the scheme of amalgamation and arrangement between Indus Towers Limited and Bharti Infratel Limited and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and other matters incidental thereto. |
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|-----------------------------|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Promoter and Promoter Group | E-Voting | 989,780,979 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public - Institutions | E-Voting | 838,088,112 | 688,018,706 | 82.0938 | 665,615,685 | 22,403,021 | 96.7438 | 3.2562 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 838,088,112 | 688,018,706 | 82.0938 | 665,615,685 | 22,403,021 | 96.7438 |
| Public - Non Institutions | E-Voting | 21,739,155 | 5,075,593 | 23.3477 | 5,075,472 | 121 | 99.9976 | 0.0024 |
| | Poll | | 1,401 | 0.0064 | 1,396 | 5 | 99.6431 | 0.3569 |
| | Postal Ballot | | 6,934 | 0.0319 | 6,934 | 0 | 100.0000 | 0.0000 |
| | Total | | 21,739,155 | 5,083,928 | 23.3860 | 5,083,802 | 126 | 99.9975 |
| Total | | 1,849,608,246 | 693,102,634 | 37.4729 | 670,699,487 | 22,403,147 | 96.7677 | 3.2323 |

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 7,14,240 (Seven Lakhs Fourteen Thousand Two Hundred and Forty) 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.

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CIN L64201HR2006PLC073821

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| Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | |
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| Votes cast by Unrelated Parties of the Transferee Company to comply with requirements under Regulation 23 of the SEBI Listing Regulations dealing with approval of related party transactions | |
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| Resolution No. | 1 |
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|-----------------------------|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 989,780,979 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Institutions | E-Voting | 838,088,112 | 688,018,706 | 82.0938 | 665,615,685 | 22,403,021 | 96.7438 | 3.2562 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 838,088,112 | 688,018,706 | 82.0938 | 665,615,685 | 22,403,021 | 96.7438 |
| Public - Non Institutions | E-Voting | 21,739,155 | 3,051,114 | 14.0351 | 3,050,993 | 121 | 99.9960 | 0.0040 |
| | Poll | | 1,401 | 0.0064 | 1,396 | 5 | 99.6431 | 0.3569 |
| | Postal Ballot | | 5,934 | 0.0319 | 5,934 | 0 | 100.0000 | 0.0000 |
| | Total | | 21,739,155 | 3,059,449 | 14.0734 | 3,059,323 | 126 | 99.9959 |
| Total | | 1,849,608,246 | 691,078,155 | 37.3635 | 668,675,006 | 22,403,147 | 96.7582 | 3.2418 |

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 7,14,240 (Seven Lakhs Fourteen Thousand Two Hundred and Forty) 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.

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