



October 30, 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 / INFRATEL)

Sub: Notice of Postal Ballot/ E-voting

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of Postal Ballot/ E-voting ("Notice") being sent to the shareholders, seeking their approval by way of Ordinary Resolutions for the matters set out in the Notice dated October 22, 2020.

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 issued by Ministry of Corporate Affairs, this Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ Depository Participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. Friday, October 23, 2020 ("Cut-off date"). The communication of the assent or dissent of the shareholders would only take place through the e-voting system.

The shareholders whose e-mail addresses are not registered are requested to register their e-mail addresses and mobile numbers by following the procedure specified in the Notice.

The Company has engaged the services of KFin Technologies Private Limited ("KFin") to provide e-voting facility to its shareholders. The e-voting period shall commence on Saturday, October 31, 2020 at 9.00 a.m. (IST) and end on Sunday, November 29, 2020 at 5.00 p.m. (IST). The e-voting module shall be disabled by KFin thereafter. Voting rights of the shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

The Notice will also be available on the Company's website www.bharti-infratel.com



Kindly take the same on record.

Thanking you,

Yours faithfully,

For Bharti Infratel Limited


Samridhi Rodhe
Company Secretary



Encl: As above

Cc:

1. Central Depository Services (India) Ltd., Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai – 400013
2. National Securities Depository Ltd., Trade World, A-Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013
3. KFin Technologies Private Limited, Selenium Building, Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032



BHARTI INFRATEL LIMITED

CIN: L64201HR2006PLC073821

Regd. Office: 901, Park Centra, Sector 30, NH-8, Gurugram - 122001, Haryana

Tel.: +91 124 4132600 Fax: +91 124 4109580

Email id: compliance.officer@bharti-infratel.in Website: www.bharti-infratel.com

NOTICE OF POSTAL BALLOT / E-VOTING

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given in terms of the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and in accordance with the guidelines issued by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 ("MCA Circulars") that the resolutions appended below are proposed to be passed by the Shareholders of Bharti Infratel Limited ("the Company") through postal ballot by way of electronic voting only ("Postal Ballot/e-voting").

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the "**Notice**").

Special Business(es):

Item No. 1

Appointment of Mr. Bimal Dayal (DIN: 08927887) as Director liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), Mr. Bimal Dayal (DIN: 08927887) be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary and incidental to give effect to this resolution."

Item No. 2

Appointment of Mr. Bimal Dayal (DIN: 08927887) as Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V read with Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) or any other law for the time being in force, on the recommendation of HR, Nomination and Remuneration Committee, the appointment of Mr. Bimal Dayal (DIN: 08927887) as Managing Director, liable to retire by rotation, of the Company w.e.f. October 22, 2020 up till the effective date of Scheme of Amalgamation and Arrangement between Indus Towers Limited and the Company or March 20, 2021 (Long Stop Date under the aforesaid Scheme), whichever is earlier, without any remuneration be and is hereby approved.

Resolved further that Mr. Bimal Dayal will be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not be treated as his remuneration.

Resolved further that for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Shareholders of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 3

Approval of special bonus to Mr. Akhil Gupta – Chairman (DIN: 00028728)

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of

the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of HR, Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Shareholders of the Company be and is hereby accorded for payment of a special bonus of upto Rs. 21 Crore (Rupees Twenty One Crore Only) to Mr. Akhil Gupta- Chairman of the Company.

Resolved further that for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Shareholders of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

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

CIN: L64201HR2006PLC073821

Email id: compliance.officer@bharti-infratel.in

By order of the Board of Directors
For **Bharti Infratel Limited**

Place: New Delhi

Date: October 22, 2020

Samridhi Rodhe

Company Secretary

Membership No.: A25440

Address: Bharti Crescent,

1, Nelson Mandela Road, Vasant Kunj,

Phase-II, New Delhi-110070, India

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Act read with Rule 22 of the Rules setting out the material facts and the reasons for the proposed resolutions is annexed hereto and forms part of this Notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, October 23, 2020 ("Cut-off Date"). A person who is not a Shareholder as on the Cut-off Date should treat this Notice for information purpose only.
3. In accordance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Shareholders whose e-mail addresses are registered with KFin Technologies Private Limited, Company's Registrar and Transfer Agent ("KFin") or with the Depository Participants and whose names appear in the Register of Shareholders/Register of Beneficial Owners as on October 23, 2020.

The Notice shall also be uploaded on the website of the Company (www.bharti-infratel.com), on the website of KFin (<https://evoting.kfintech.com/>), on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.

All the Shareholders of the Company as on the Cut-off Date shall be entitled to vote in accordance with the process specified in Note No. 9. As per the MCA Circulars and in view of limited postal and courier services, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Shareholders for this Postal Ballot.

The Company hereby requests all its Shareholders to register their e-mail IDs, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the Shareholders through e-mail.

4. Those Shareholders who have not yet registered their email addresses are requested to get their email addresses and mobile numbers registered with KFin, by following the guidelines mentioned below:

Guidelines to register email address:

- a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>.
- b) Select the company name i.e. Bharti Infratel Limited.

- c) Enter DPID-CLID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
- d) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- e) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- f) Enter the email address and Mobile No.
- g) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and send the OTPs at the registered Mobile No. as well as email address for validation.
- h) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- i) The Company through KFin will send the Notice and the e-voting instructions along with the User ID and Password to the email provided by you.
- j) Alternatively, Shareholders may send an e-mail request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form), to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
- k) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice and the e-voting instructions along with the User ID and Password. Such Shareholders will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- l) In case of queries, Shareholders are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 345 4001.

5. Dispatch of the Notice shall be deemed to be completed on Friday, October 30, 2020.

6. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules made thereunder, MCA Circulars and Regulation 44 of Listing Regulations, the Company has extended e-voting facility to its Shareholders to enable them to cast their votes electronically. The Company has engaged the services of KFin as the agency to provide e-voting facility.
7. The voting rights of the Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, October 23, 2020.
8. The e-voting shall commence on **Saturday, October 31, 2020 at 9.00 A.M. (IST) and end on Sunday, November 29, 2020 at 5.00 P.M. (IST)**. The e-voting module shall be disabled by KFin for voting thereafter. During this period, the Shareholders of the Company (including those Shareholders who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) holding shares in physical form or dematerialized form, as on the cut-off date i.e. October 23, 2020, may cast their vote by electronic means in the manner as set out here in Note No. 9. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
9. The instruction and other information relating to e-voting process shall be as under:
 - (i) Launch internet browser by typing the following URL: <https://evoting.kfintech.com>.
 - (ii) Enter the login credentials, as given in the email and click on Login.
 - (iii) Password change menu appears wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc..). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - (iv) Login again with the new credentials.
 - (v) On successful login, the system will prompt you to select the "EVENT" i.e. "**Bharti Infratel Limited**".
 - (vi) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under each of the heading of the resolution and cast your vote by choosing "FOR/AGAINST" option. Alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. If the Shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - (vii) Shareholders holding multiple folios/demat accounts may choose to vote differently for each folio/demat account.
 - (viii) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (ix) A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, Shareholders can login any number of times and vote till they have confirmed their voting on the resolution.
 - (x) Corporate/Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF Format) of the Certified True Copy of the Board Resolution / Authorization Letter/ Power of Attorney, together with attested specimen signature(s) for authorising the representatives to vote on their behalf, to the Scrutinizer through e-mail at contact@cssanjaygrover.in with a copy marked to inward.ris@kfintech.com. Alternatively, the aforesaid documents can directly be uploaded on the portal of KFin, while casting the vote.
10. Any person who is Shareholder of the Company as on the cut-off date i.e. Friday, October 23, 2020 may obtain the User ID and password in the manner as mentioned below:
 - a) If the mobile number of the Shareholder is registered against Folio No./ DPID Client ID, the Shareholder may send SMS: MYEPWD<space> E-Voting Event Number +Folio No. or DPID Client ID to +91-9212993399

Example for NSDL:
MYEPWD<SPACE>IN12345612345678

Example for CDSL:
MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>
XXXX1234567890

- b) If e-mail address or mobile number of the Shareholder is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the Shareholder may click "Forgot Password" to generate a password.
11. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Partner of M/s. Sanjay Grover & Associates, Company Secretaries, as '**Scrutinizer**' to scrutinize the Postal Ballot process in a fair and transparent manner.
 12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within Forty-Eight (48) Hours from the end of the e-voting to the Chairman or any other person authorised by him. The result of the Postal Ballot will be announced by the Chairman or the authorised person by Tuesday, December 1, 2020 on or before 5:00 p.m. at the Registered Office of the Company.

The result of the Postal Ballot along with Scrutinizer 's Report will also be displayed on the Company's website (www.bharti-infratel.com), on the website of KFin (<https://evoting.kfintech.com/public/Downloads.aspx>), and will also be displayed on the notice board at the registered office and the corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges where Company's shares are listed.
 13. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same have been

passed at a general meeting of the Shareholders convened in that behalf. The resolution(s), if approved by the requisite majority of Shareholders by means of e-voting, shall be deemed to have been passed on the last date specified by the Company for e-voting, **i.e. Sunday, November 29, 2020 at 5:00 P.M.**

14. All documents referred to in this Notice and Explanatory Statement are available for inspection by the Shareholders at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of Notice up to the last date of e-voting i.e. November 29, 2020 at 5:00 P.M.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Shareholders from the date of circulation of this Notice up till the closure of the voting period. Shareholders seeking to inspect such documents can send an email to compliance.officer@bharti-infratel.in.

15. In case of any query/concern/grievance, Shareholders may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or contact Mr. Raj Kumar Kale, Sr. Manager- KFin, Selenium Building, Tower- B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, at toll-free number 1800-3454-001, or at email: evoting@kfintech.com or einward.ris@kfintech.com; or may write to the Company Secretary at compliance.officer@bharti-infratel.in.

Explanatory Statement Pursuant to Section 102 of the Act

Item No. 1 & 2

The Company has received all regulatory approvals for the ongoing amalgamation between Indus Towers Limited and the Company. The amalgamation is in its final stage and the Scheme shall become effective from the date of filing of certified copy of the order of Hon'ble NCLT with the Registrar of Companies. In view of the above, to facilitate integration and to ensure continuity, the Board of Directors of the Company in its meeting held on October 22, 2020, based upon the recommendation of HR, Nomination and Remuneration Committee and subject to approval of shareholders, has appointed Mr. Bimal Dayal as an additional director and designated him as Managing Director of Bharti Infratel Limited w.e.f. October 22, 2020 up till the effective date of Scheme of Amalgamation and Arrangement between Indus Towers Limited and the Company or March 20, 2021 (Long Stop Date under the aforesaid Scheme), whichever is earlier, without any remuneration.

Mr. Bimal Dayal is currently the Managing Director & CEO of Indus Towers Limited and had been proposed to be the CEO of the merged entity by the shareholders' group of the merged entity (Bharti Airtel and Vodafone Plc.). Aforesaid appointment will enable smooth and seamless integration between the two companies.

Mr. Bimal Dayal has a vast and varied experience in the telecom industry. He has been with Indus Towers for more than 10 years in two different roles and has above three decades of overall leadership experience. Mr. Dayal has worked with prestigious organizations like:

- **Tata Telecom Ltd** which was when India opened towards foreign investments and got exposure of enterprise across the length and breadth of the country.
- **Ericsson India, Ericsson in Sweden** and as MD and Country head for Sri Lanka, through the global major Ericsson he gained cellular experience both in India and abroad. He was key interface during first Managed services deal in India.
- **Qualcomm India and South Asia** as Country Manager and VP – Business Development. In a short stint, he gained experience in cutting edge technologies and the fascinating world of handsets and devices.

He took over as CEO of Indus Towers in 2016 and since then has led the company towards being a Deming Prize winning company, ET best place to work in Telecom and Gallup Best place to work awardee for 7 consecutive years.

His educational qualifications include Engineering Degree in Electronics and Communication. Mr. Dayal holds an alumni status for Harvard Business School, where he pursued the Advance Management Program in 2014.

In light of the above facts, the approval of the Shareholders is sought through e-voting via postal ballot process for regularisation of Mr. Dayal as a Director and his appointment as Managing Director of the Company w.e.f. October 22, 2020 up till the effective date of Scheme of Amalgamation and Arrangement between Indus Towers Limited and the Company or March 20, 2021 (Long Stop Date under the aforesaid Scheme), whichever is earlier, without any remuneration.

Copy of the documents being referred in this resolution would be available for inspection by the Shareholders, free of cost, at the Registered Office of the Company during 11:00 A.M. (IST) and 1:00 P.M. (IST) on all working days (Monday to Friday), up to and including the last date of voting through e-voting.

Save and except Mr. Bimal Dayal and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 & 2.

The Company has received a notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Bimal Dayal as Director of the Company, liable to retire by rotation.

Mr. Dayal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to be appointed as a Director. Keeping in view his rich and varied experience, the Board recommends the resolutions under Item No. 1 & 2 for approval of the Shareholders as Ordinary Resolutions.

Relevant resolutions and other allied documents being referred in the resolutions are available for inspection at <https://evoting.kfintech.com>. Brief profile of Mr. Bimal Dayal as required under SS-2 and Regulation 36(3) of Listing Regulations is enclosed and is also available on the website of the Company at www.bharti-infratel.com.

Item No. 3

Mr. Akhil Gupta was initially appointed as the Managing Director and later elevated to the position of Executive Chairman pursuant to the approval of shareholders.

His contribution to the Company has been phenomenal. He was instrumental in conceptualizing the vision to establish one separate passive mobile infrastructure company to transform the telecom industry and has set a unique example of collaborating at the backend while competing at the front end by formation of Indus Towers.

He has played a pivotal role in Company's growth right since inception. He has established a culture of outstanding performance in the Company and has developed effective and transparent corporate governance practices. Company has grown manifold on the financial and operational front under his leadership and guidance.

He has spearheaded the successful public listing of the Company (Bharti Infratel in 2012) and has led several other large corporate transactions. He has been instrumental in introducing global benchmarks like full Quarterly audits and transparent Quarterly reports to provide all relevant information to investors and stakeholders. Consequently, the Company has been recognized for highest standards of corporate governance and ethics.

He is currently the Chairman of TAIPA (Tower and Infrastructure Providers Association) and President of TSSC (Telecom Sector Skill Council). He represents the Indian Telecom Industry at various forums and important seminars.

Considering his stellar contribution - in setting up the Company, in providing thought leadership and strategic guidance, and in the ongoing amalgamation between Indus Tower Limited and the Company, the Board of Directors of the Company in its

meeting held on October 22, 2020, has granted its approval for payment of one-time Special bonus amounting to Rs. 21 Crore (Rupees Twenty One Crore Only) to Mr. Akhil Gupta, subject to shareholders' approval. The Board believes that the payment of one-time Special bonus to Mr. Gupta is commensurate with his key role and exemplary contribution to the Company. The said payment will be subject to applicable taxes.

Pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, payment of any amount in excess of the remuneration previously approved by the shareholders, will require approval of shareholders. Accordingly, approval of the shareholders is being sought on the above matter.

Save and except Mr. Akhil Gupta and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolution under Item No. 3 for the approval of shareholders as an Ordinary Resolution.

Relevant resolutions and other allied documents being referred in the resolution are available for inspection at <https://evoting.kfintech.com>. Brief profile of Mr. Akhil Gupta as required under SS-2 and Regulation 36(3) of Listing Regulations is enclosed and detailed profile is available on www.bharti-infratel.com.

Registered Office:

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

CIN: L64201HR2006PLC073821

Email id: compliance.officer@bharti-infratel.in

By order of the Board of Directors
For **Bharti Infratel Limited**

Place: New Delhi

Date: October 22, 2020

Samridhi Rodhe

Company Secretary
Membership No.: A25440
Address: Bharti Crescent,
1, Nelson Mandela Road, Vasant Kunj,
Phase-II, New Delhi-110070, India

BRIEF RESUME OF DIRECTORS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD -2 IS AS UNDER.

Name of the Director	Mr. Bimal Dayal	Mr. Akhil Gupta
Directors Identification Number (DIN)	08927887	00028728
Date of Birth (Age in years)	24/04/1966; 54 Yrs.	22/12/1955; 64 Yrs.
Original date of appointment	October 22, 2020 (subject to shareholders' approval)	March 31, 2008
Qualifications	Engineering Degree in Electronics and Communication and "Advanced Management Program" at Harvard Business School in 2014.	Chartered Accountant and "Advanced Management Program" at the Harvard Business School in the year 2002
Experience and expertise in specific functional area	General Management	Finance Management
Remuneration Last Drawn	Not Applicable	Rs. 88,874,784 (comprises Salary, Taxable Allowances & Perquisites and Company's contribution to Provident Fund) for FY 2019-20*
Number of Meetings of Board attended during the year**	1	6
Shareholding in Bharti Infratel Limited	Nil	712,217 shares
Relationship with other Directors / KMPs	Nil	Nil
Terms and conditions of appointment and remuneration	Appointed as Managing Director of the Company w.e.f. October 22, 2020 up till the effective date of Scheme of Amalgamation and Arrangement between Indus Towers Limited and the Company or March 20, 2021 (Long Stop Date under the aforesaid Scheme), whichever is earlier, without any remuneration	Not Applicable
Directorships held in other companies in India	<ul style="list-style-type: none"> Indus Towers Limited 	<ul style="list-style-type: none"> Avanti Investfin Private Limited Bharti AXA Life Insurance Company Limited Bharti AXA General Insurance Company Limited Gemini Estates Private Limited Inversion Management Services Private Limited Bharti Overseas Private Limited Bharti Enterprises Limited Snapdeal Private Limited Smartx Services Limited Indus Towers Limited
Membership / Chairmanship of committees in public limited companies in India	<ul style="list-style-type: none"> Nil 	<ul style="list-style-type: none"> Bharti Infratel Limited- Stakeholders' Relationship Committee (Member) Indus Towers Limited- Audit Committee (Member)

*For details, please refer the Integrated Report & Annual Accounts 2019-20 of the Company.

** Board meetings held during their tenure in FY 2020-21 up till the date of this Notice.

Registered Office:

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

Gurugram- 122001, Haryana

CIN: L64201HR2006PLC073821

Email id: compliance.officer@bharti-infratel.in

Place: New Delhi

Date: October 22, 2020

By order of the Board of Directors

For **Bharti Infratel Limited**

Samridhi Rodhe

Company Secretary

Membership No.: A25440

Address: Bharti Crescent,

1, Nelson Mandela Road, Vasant Kunj,

Phase-II, New Delhi-110070, India