

December 1, 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: Outcome of the Postal Ballot/E-voting

Dear Sir/Madam,

In furtherance to our intimation dated October 30, 2020 w.r.t. postal ballot/ e-voting conducted by the Company, please find enclosed 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 Postal Ballot/ E-voting dated October 22, 2020 have been approved with requisite majority.
2. Scrutinizer's Report dated November 30, 2020, pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as Annexure-B.
3. Approval of shareholders has been received for appointment of Mr. Bimal Dayal as Managing Director, liable to retire by rotation, w.e.f. October 22, 2020 up till the effective date of Scheme of Amalgamation and Arrangement between Indus Towers Limited and the Company. Further, as intimated vide our letter dated November 19, 2020, consequent upon effectiveness of merger on November 19, 2020, his tenure was completed and he resigned as Managing Director and Director w.e.f. aforesaid date.
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.

We request you to take the above information on record.
Thanking you,

Yours faithfully,

For Bharti Infratel Limited



Samridhi Rodhe
Company Secretary
Encl: As above



Bharti Infratel Limited

Voting Results of Postal Ballot/E-Voting	
Details of Postal Ballot/E-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of declaration of results	01.12.2020
Total number of shareholders on record date i.e. October 23, 2020	103,966
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group Public	N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group Public	N.A



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

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
NO	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	989,780,979	989,780,979	100.0000	989,780,979	0	100.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,389,320	773,118,863	91.9953	767,380,496	5,738,367	99.2578	0.7422
	Total		773,118,863	91.9953	767,380,496	5,738,367	99.2578	0.7422
Public-Non Institutions	E-voting	19,437,947	64,637	0.3325	62,162	2,475	96.1709	3.8291
	Total		64,637	0.3325	62,162	2,475	96.1709	3.8291
Total		1,849,608,246	1,762,964,479	95.3156	1,757,223,637	5,740,842	99.6744	0.3256



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

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
NO	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	989,780,979	989,780,979	100.0000	989,780,979	0	100.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,389,320	773,118,863	91.9953	773,118,863	0	100.0000	0.0000
	Total		773118863	91.9953	773,118,863	0	100.0000	0.0000
Public-Non Institutions	E-voting	19,437,947	64,657	0.3202	62,244	2,413	96.2680	3.7320
	Total		64,657	0.3326	62,244	2,413	96.2680	3.7320
Total		1,849,608,246	1,762,964,499	95.3156	1,762,962,086	2,413	99.9999	0.0001



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

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
NO	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	989,780,979	989,780,979	100.0000	989,780,979	0	100.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,389,320	718,273,190	85.4691	669,968,311	48,304,879	93.2749	6.7251
	Total		718,273,190	85.4691	669,968,311	48,304,879	93.2749	6.7251
Public-Non Institutions	E-voting	19,437,947	64,328	0.3309	57,251	7,077	88.9986	11.0014
	Total		64,328	0.3309	57,251	7,077	88.9986	11.0014
Total		1,849,608,246	1,708,118,497	92.3503	1,659,806,541	48,311,956	97.1716	2.8284

Total issued share capital of the Company includes 50 (fifty) shares which are lying in the Bharti Infratel Limited - Unclaimed Suspense Account of which voting rights are frozen till the right owners claim these shares pursuant to Regulation 39 read with Schedule VI(E)(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 65,302 (Sixty Five Thousand Three Hundred Two) shares held by Bharti Infratel Employees' Welfare Trust (ESOP Trust) included in Public-Non Institutions 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. Please note that the voting was done through e-voting only.



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 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020, 22/2020 & 33/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020 and September 28, 2020 respectively]

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 by the Board of Directors of **Bharti Infratel Limited** ('the Company') in their meeting held on **October 22, 2020**, for the purpose of scrutinizing **the voting process, i.e. remote e-voting for postal ballot** in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and read with General Circular Nos. 14/2020, 17/2020, 22/2020 & 33/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020 and September 28, 2020 respectively and SEBI Circular dated May 12, 2020 ('Circulars') the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard- 2 on "General Meetings" issued by The Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot/ E-voting ("Notice") dated October 22, 2020.

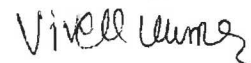
S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Appointment of Mr. Bimal Dayal (DIN: 08927887) as Director liable to retire by rotation
2.	Ordinary Resolution	Appointment of Mr Bimal Dayal (DIN: 08927887) as Managing Director of the Company
3.	Ordinary Resolution	Approval of special bonus to Mr. Akhil Gupta- Chairman (DIN-00028728)

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I submit my report as under:

1. The Company had sent the Notice by e-mail to all the Members on October 30, 2020, whose names were appearing on the Register of Members/List of Beneficial Owners as received through KFin Technologies Private Limited, Company's Registrar and Transfer Agent ("KFin") from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited (CDSL) ("Depositories") and who have registered their email addresses with KFin and/or with the Depositories as on October 23, 2020 ("cut- off date").
2. The Company had published an advertisement on October 31, 2020, regarding service of Notice to eligible members in Mint in English- all editions (English Newspaper) and in Hindustan in Hindi- all editions (Hindi Newspaper).
3. The Members of the Company holding shares as on cut- off date were entitled to vote on the resolutions as contained in the Notice and could vote through e-voting facility only as per the circulars. Members could cast their votes on the designated platform viz., <https://evoting.kfintech.com/>.
4. The e- voting process was monitored through the scrutinizer's secured link provided by KFin on its designated website i.e. <https://evoting.kfintech.com>.
5. The remote e-voting has been unblocked on November 29, 2020 after 05:00 P.M. in the presence of two witnesses Ms. Anjali Yadav and Mr. Vivek Kumar who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.





6. The particulars of remote e-voting report generated from electronic registry of KFin have been entered in a separate Register maintained for this purpose.
7. 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. 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.
8. E-votes cast upto the close of working hours i.e. 05:00 P.M. on November 29, 2020 i.e. the last date and time fixed by the Company for postal ballot process has been considered for the purpose of this report.
9. The remote e-voting was reconciled with the Register of members of the Company as on cut- off date as provided by KFin. 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.
10. As on cut- off date, the fully paid-up share capital of the Company 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) equity shares of Rs. 10/- (Rupees Ten Only) each.

11. 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 65,302 (Sixty Five Thousand Three Hundred Two) 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.
12. The result of the remote e-voting in respect of the resolutions contained in the Notice is as under:

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

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal ballot	Total	
Assent	1,75,72,23,637	N. A.	1,75,72,23,637	99.6744
Dissent	57,40,842		57,40,842	0.3256
Total	1,76,29,64,479		1,76,29,64,479	100.00

The detailed break up of voting through Remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'

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

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal ballot	Total	
Assent	176,29,62,086	N. A.	176,29,62,086	99.9999
Dissent	2,413		2,413	0.00001
Total	1,76,29,64,499		1,76,29,64,499	100.00

The detailed break up of voting through Remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'

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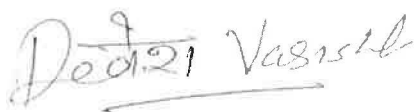
C. Approval of special bonus to Mr. Akhil Gupta- Chairman (DIN-00028728)

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal ballot	Total	
Assent	1,65,98,06,541	N. A.	1,65,98,06,541	97.1716
Dissent	4,83,11,956		4,83,11,956	2.8284
Total	1,70,81,18,497		1,70,81,18,497	100.00

The detailed break up of voting through Remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure C'

13. Based on the aforesaid results, the resolutions as mentioned above shall be deemed to have been passed on November 29, 2020, being the last date of remote e-voting for the members of the Company.
14. The register and all other relevant records relating to postal ballot process shall remain in our safe custody until the Chairman considers, approves, and signs the minutes and thereafter, I shall hand over the register and all other related records to the Company Secretary.
15. You may accordingly declare the result of Postal Ballot process.

Thanking You,
FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES



Devesh Kumar Vasisht
C.P. No.:13700
UDIN: F008488B001357572
Date: November 30, 2020
Place: New Delhi

COUNTERSIGNED BY

**Kumar
Narayanan**

Digitally signed by
Kumar Narayanan
Date: 2020.12.01
12:07:05 +05'30'

Annexure-A

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received*	1030	1,76,29,64,479	17,62,96,44,790
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	1030	1,76,29,64,479	17,62,96,44,790
d) Votes with assent for the resolution**	783	1,75,72,23,637	17,57,22,36,370
e) Votes with dissent for the resolution**	251	57,40,842	5,74,08,420

**There were 20 (Twenty) shareholders holding 14,41,776 (Fourteen Lakh Forty One Thousand Seven Hundred Seventy Six) equity shares who abstained from voting on the resolution.*

***There were 4 (Four) shareholders holding 60 (Sixty) equity shares who have voted partially in favour of the resolution and partially against the resolution.*

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Annexure-B

A detailed summary of the voting through e-voting is given herein below:

B. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received*	1,029	1,76,29,64,499	17,62,96,44,990
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	1,029	1,76,29,64,499	17,62,96,44,990
d) Votes with assent for the resolution**	791	176,29,62,086	17,62,96,20,860
e) Votes with dissent for the resolution**	242	2,413	24,130

**There were 21 (Twenty One) shareholders holding 14,41,753 (Fourteen Lakh Forty One Thousand Seven Hundred Fifty Three) equity shares who abstained from voting on the resolution.*

***There were 4 (Four) shareholders holding 38 (Thirty Eight) equity shares who have voted partially in favour of the resolution and partially against the resolution.*

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Annexure-C

A detailed summary of the voting through e-voting is given herein below:

C. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received*	1,024	1,70,81,18,497	17,08,11,84,970
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	1,024	1,70,81,18,497	17,08,11,84,970
d) Votes with assent for the resolution**	684	1,65,98,06,541	16,59,80,65,410
e) Votes with dissent for the resolution**	351	4,83,11,956	48,31,19,560

*There were 26 (Twenty Six) shareholders holding 5,62,87,762 (Five Crores Sixty Two Lakh Eighty Seven Thousand Seven Hundred Sixty Two) equity shares who abstained from voting on the resolution.

**There were 11 (Eleven) shareholders holding 14,97,459 (Fourteen Lakh Ninety Seven Thousand Four Hundred Fifty Nine) equity shares who have voted partially in favour of the resolution and partially against the resolution.

Note: Mr. Akhil Gupta and his relatives being interested didn't vote on this resolution.

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[Details under Regulation 30 of Listing Regulations read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015]

Particulars	Details
Reason for change	The Board in its meeting held on October 22, 2020, subject to the approval of shareholders, had appointed Mr. Bimal Dayal as Managing Director w.e.f. October 22, 2020 up till the effective date of Scheme of Amalgamation and Arrangement between Indus Towers Limited and the Company. Accordingly, the shareholders through postal ballot/e-voting on November 29, 2020 approved his appointment w.e.f. October 22, 2020 up till the effective date of Scheme i.e. November 19, 2020.
Date of appointment and term of appointment	<u>Date of appointment:</u> The shareholders through postal ballot/e-voting on November 29, 2020 have approved the appointment of Mr. Bimal Dayal as Managing Director w.e.f. October 22, 2020. <u>Term of appointment:</u> From October 22, 2020 to November 19, 2020. Consequent upon effectiveness of merger on November 19, 2020, his tenure was completed and he resigned as Managing Director and Director w.e.f. aforesaid date.
Brief profile	Mr. Bimal Dayal is currently the Chief Executive Officer of Bharti Infratel Limited. He has been with Indus 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: <ul style="list-style-type: none"> - 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. Short stint but gained experience in cutting edge technologies and the fascinating world of handsets and devices. <p>Bimal took over as CEO of Indus Towers in 2016 and since then has led the company towards being a Deming Prize winning company, ET</p>

	<p>best place to work in Telecom and Gallup Best place to work awardee for 7 consecutive years.</p> <p>His educational qualifications include Engineering Degree in Electronics and Communication. Bimal holds the alumni status for Harvard Business School, where he pursued the Advance Management Program in 2014.</p>
Disclosure of relationship between Directors	Mr. Bimal Dayal is not related to any other director of the Company.
Affirmation that Director is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mr. Bimal Dayal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

