

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 13th 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 13th 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



Brief proceedings of 13th Annual General Meeting

The 13th Annual General Meeting (AGM) of the Members of Bharti Infratel Limited ('the Company') was held on Tuesday, July 23, 2019 at 12:30 P.M (IST) at The Auditorium, Apparel House (near the Zest), Sector 44, Gurugram – 122003, Haryana.

Directors Present:

- 1) Akhil Gupta, Chairman
- 2) Anita Kapur, Independent Director
- 3) Bharat Sumant Raut, Independent Director
(Chairman of Audit & Risk Management Committee)
- 4) D S Rawat, Managing Director & CEO
- 5) Leena Srivastava, Independent Director
(Member, HR, Nomination and Remuneration Committee representing N Kumar, Chairman of HR, Nomination and Remuneration Committee)
- 6) Rajan Bharti Mittal, Non-Executive Director
(Chairman of Stakeholders' Relationship Committee)
- 7) R P Singh, Independent Director

In Attendance:

S Balasubramanian, Chief Financial Officer

Samridhi Rodhe, Company Secretary

Vijay Agarwal, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors

Neeraj Arora and Sanjay Grover, M/s. Sanjay Grover & Associates, Scrutinizer

Dr. S Chandrasekaran, M/s. Chandrasekaran Associates, Company Secretaries, Secretarial Auditor

Members Present:

In Person (including representatives): 1859 holding 992,295,186 shares

In proxy: 1 (holding 26 folios) representing 32 shares

In terms of the provisions of Section 104 of the Companies Act, 2013 and Article 83 of the Articles of Association of the Company, Akhil Kumar Gupta, Chairman of the Board chaired the meeting. The requisite

quorum being present, the Chairman called the meeting to order. He advised Samridhi Rodhe, Company Secretary, to start the proceedings.

The Company Secretary informed that the Company had provided to the Members the facility to cast their vote electronically through remote e-voting, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes through remote e-voting were provided an opportunity to cast their votes at the AGM. There would be no voting by show of hands. It was further informed that the Company had also provided one-way live webcast of the proceedings of AGM that could be viewed live by the members by logging to Karvy's (Karvy Fintech Private Limited) website.

With the consent of the members, the Notice convening the AGM, the Directors' Report and the Financial Statements along with Auditors' Report for the financial year ended March 31, 2019 were taken as read. There was no qualification in the Auditors' Report.

The Chairman delivered his speech followed by presentation on financial and operational performance of the Company by D S Rawat, Managing Director & CEO. The presentation is enclosed and will also be made available on the website of the Company at www.bharti-infratel.com.

The following items of business, as per the Notice of AGM dated April 24, 2019, were put to vote through remote e-voting and insta-poll (voting at the AGM) and were approved by requisite majority:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019.
2. To confirm interim dividends.
3. Re-appointment of Devender Singh Rawat (DIN: 06798626) as a Director liable to retire by rotation.
4. Appointment of Prakul Kaushiva (DIN: 08285582) as a Director liable to retire by rotation.
5. Re-appointment of Bharat Sumant Raut (DIN: 00066080) as an Independent Director of the Company.
6. Re-appointment of Jitender Balakrishnan (DIN: 00028320) as an Independent Director of the Company.
7. Re-appointment of Leena Srivastava (DIN: 00005737) as an Independent Director of the Company.
8. Re-appointment of Narayanan Kumar (DIN: 00007848) as an Independent Director of the Company.

Clarifications were provided to the queries raised by the members.

Sanjay Grover of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi was appointed as the Scrutinizer to supervise the remote e-voting and insta-poll (voting at AGM) process.

This is for your information and record.

Thanking you,
Yours faithfully,

For Bharti Infratel Limited



**Samridhi Rodhe
Company Secretary**



Date: July 24, 2019



Annual General Meeting FY18-19

July 2019

Contents

- About us
- Telecom Industry Landscape
- Bharti Infratel – Performance
- Merger Update
- Way Forward

About Us

Bharti Infratel – Who We Are?



A Leading Tower Infrastructure Operator

Pan India Presence across all 22 Telecommunications Circles

Indus Towers – JV between Bharti Infratel, Vodafone Group and Vodafone Idea Limited

Relationships with all Operators and 2 leading operators as Anchor Customers

Marquee promoter and investors

‘To be the best and most innovative passive communications infrastructure provider globally’

Known for

- **Highest uptime**
- **Speed & Quality of deployment**
- **Cost & Energy efficiencies**
- **Environment friendliness**

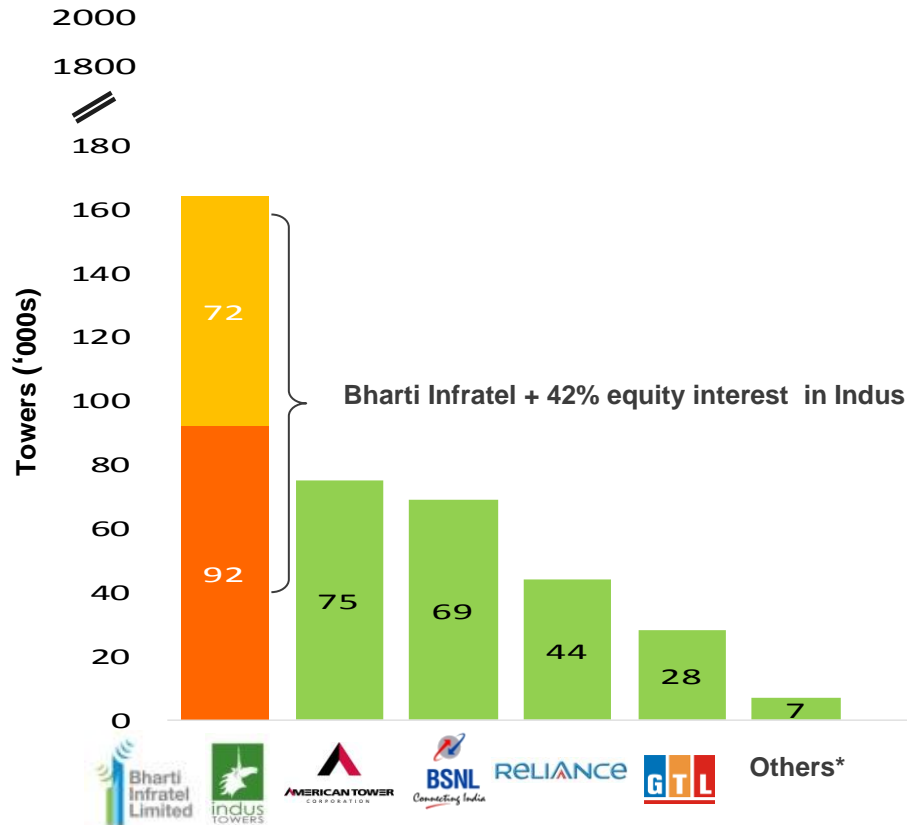


A Leading Global Tower Infrastructure Operator

Key Indian Tower Companies⁽¹⁾

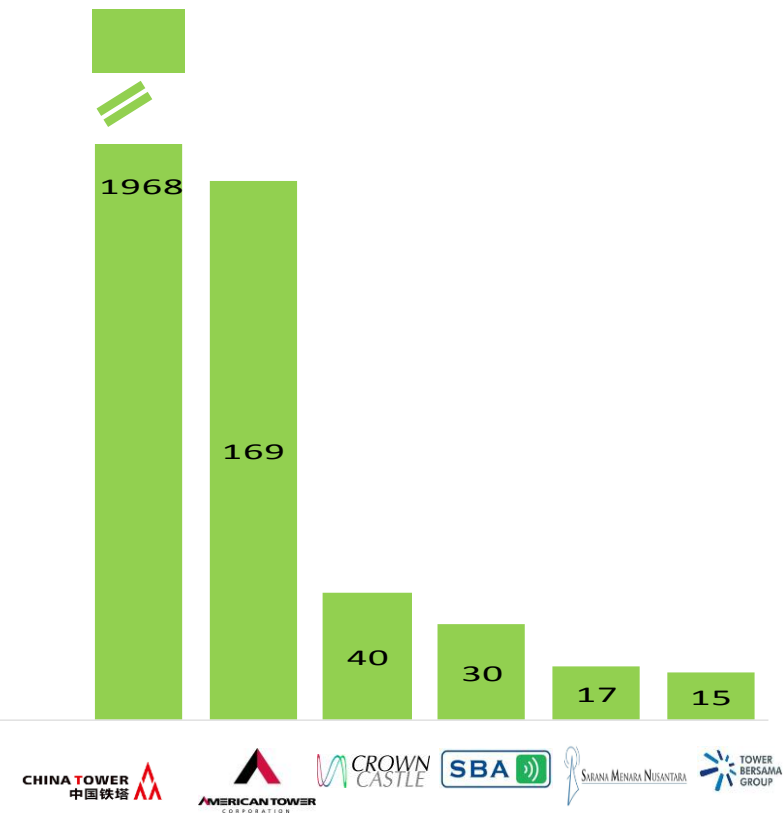
1.88 ⁽²⁾	NA	1.0	1.0	NA	NA
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Sharing Factor



Key Global Listed Tower Companies⁽¹⁾

1.6	NA	2.1	1.8	1.6	1.7
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CCI: Crown Castle International, SBA: SBA Communications, ATC: American Tower, TBIG: Tower Bersama; SMN: Sarana Merana Nusantara, Reliance: Reliance Infratel
 Source: Deloitte, SEC filings, Annual and quarterly reports, company websites; **For GTL tower data is as of Jun 30, 2019**; for China Tower, ATC, CCI, SBA, SMN, TBIG tower data is as of March 31, 2019; All other data corresponds to March 31, 2015 as per Deloitte Report. *Others may not include any proprietary towers of operators; ~10k Vodafone owned towers, ~9k Idea owned towers have been adjusted from Others following completion of sale to ATC in 4Q18 and 1Q19 respectively

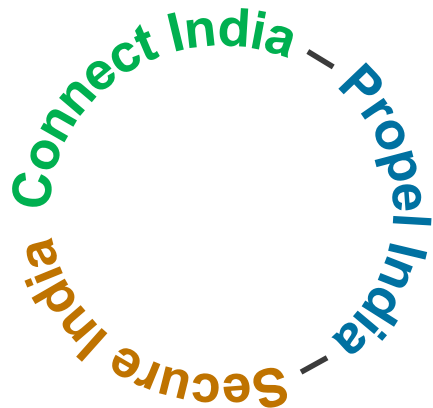
1. Bharti Infratel and Indus tower and co-locations as at **March 31, 2019**; Sharing factor for Bharti Infratel standalone and Indus combined
2. Combined quarterly average sharing factor for Bharti Infratel including 42% stake in Indus. Unconsolidated sharing factors for Bharti Infratel is 1.91 and for Indus is 1.86, data as of **March 31, 2019**

Telecom Industry Landscape

Release of National Digital Communications Policy 2018

- **Envisioned** to transition India to a digitally empowered economy and society
- Establishment of a ubiquitous, resilient and affordable Digital Communications Infrastructure and Services.

Mission

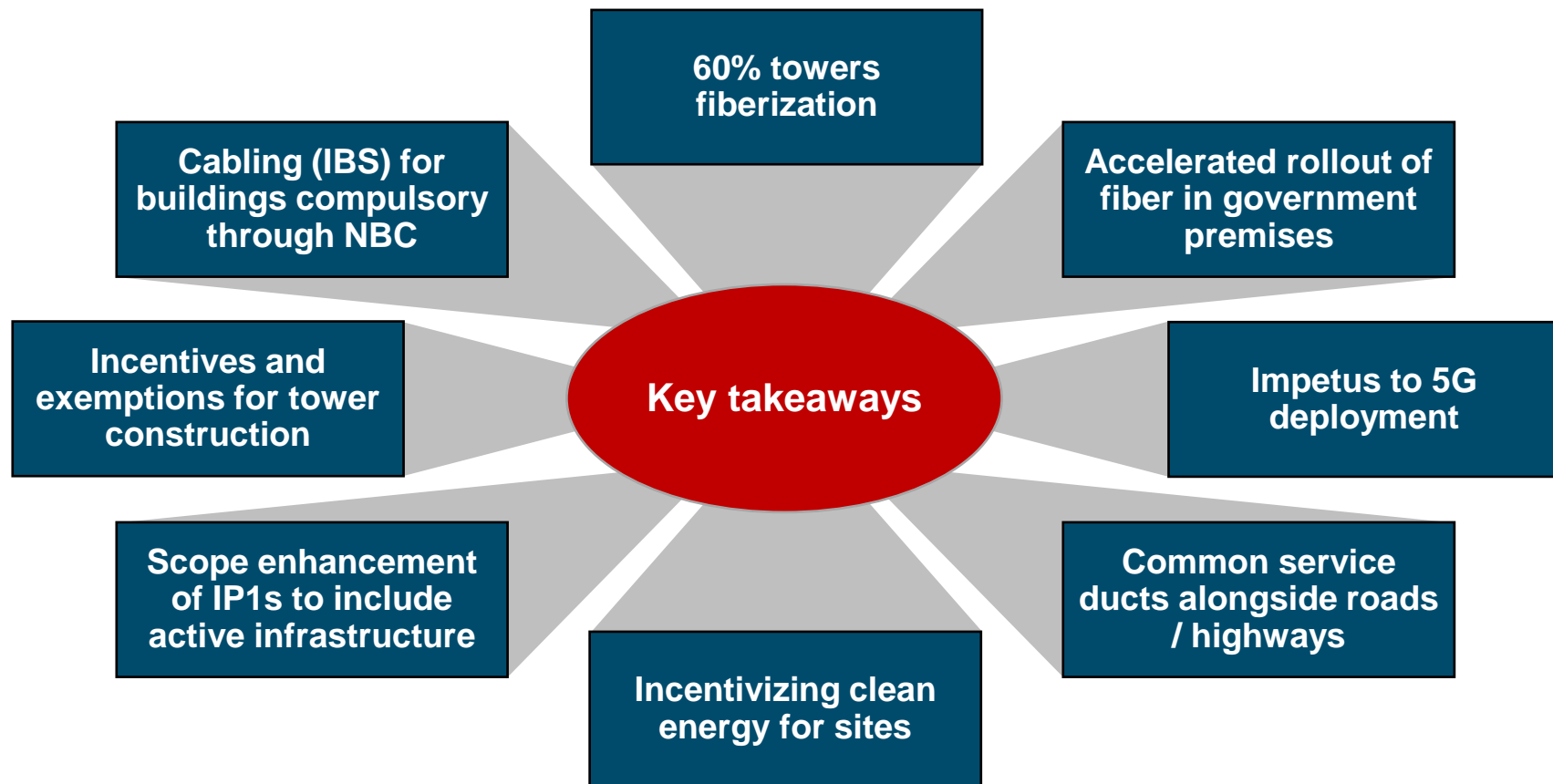


Strategic Objective

1. Provisioning of Broadband for All
2. Creating 4 Million additional jobs in the Digital Communications sector
3. Enhancing the contribution of the Digital Communications sector to 8% of India's GDP from ~ 6% in 2017
4. Propelling India to the Top 50 Nations in the ICT Development Index of ITU from 134 in 2017
5. Enhancing India's contribution to Global Value Chains
6. Ensuring Digital Sovereignty

Progressive, forward looking policy with Infrastructure focus

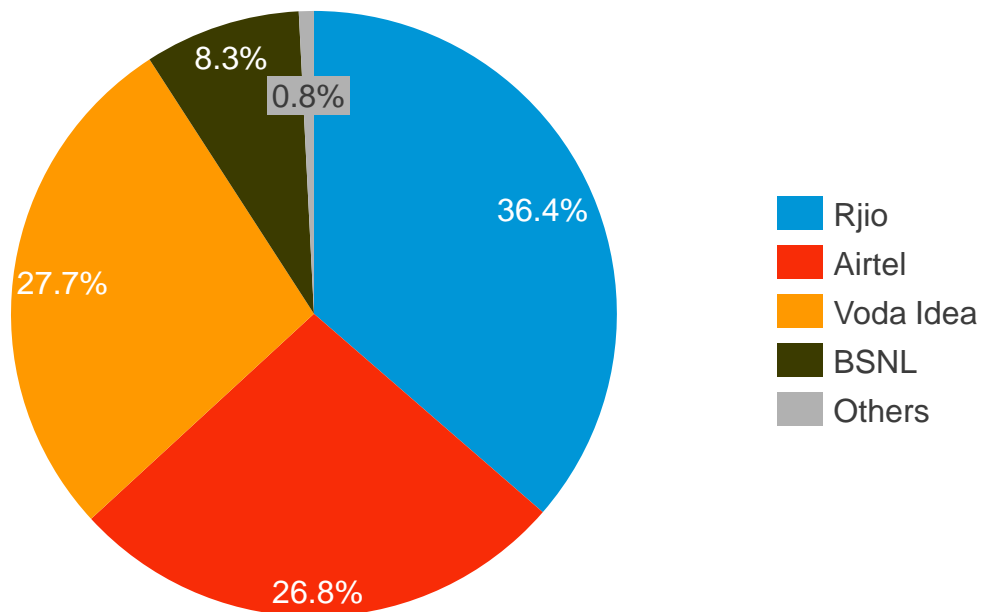
Impact of NDCP on Tower Companies



Government realizing the importance of Neutral Hosts; paving way for NetCo

Top 3 operators dominate the Telecom space

- Telecom industry consolidated into a three private player market – Bharti Airtel, Voda-Idea and Reliance Jio
- One nation wide Government operator in the form of BSNL and MTNL
- Stronger operators with ability and capacity of higher roll-outs



Top 3 operators (post consolidation) have 91% Revenue Market Share (RMS)

Consolidation behind us

....Leading to consolidation in tower market

Key Players



OpCo owned towers / Captive Towers



Other players



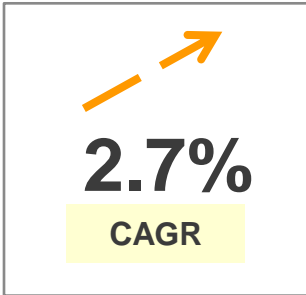
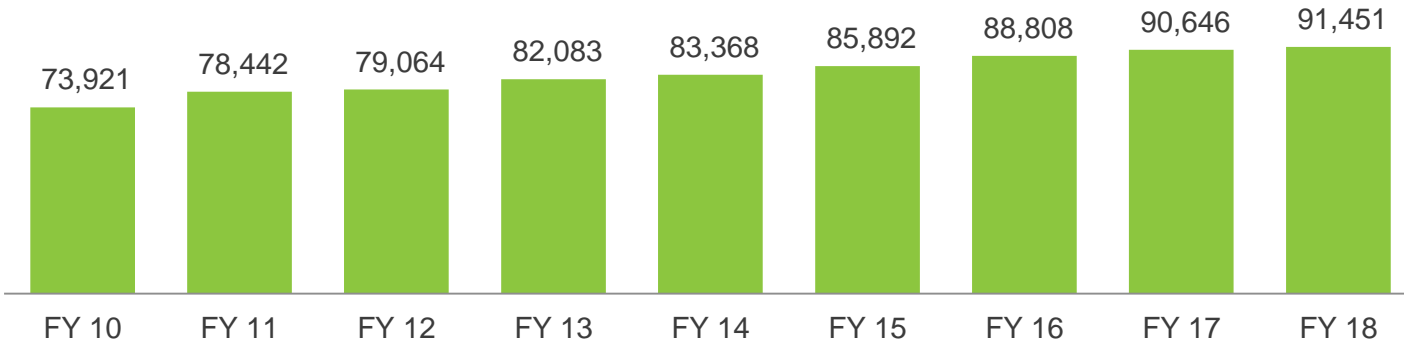
Accelerated consolidation in tower market as well

Bharti Infratel : Performance

Our Journey : FY10 – FY18

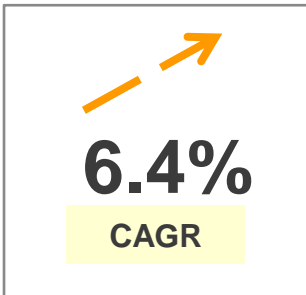
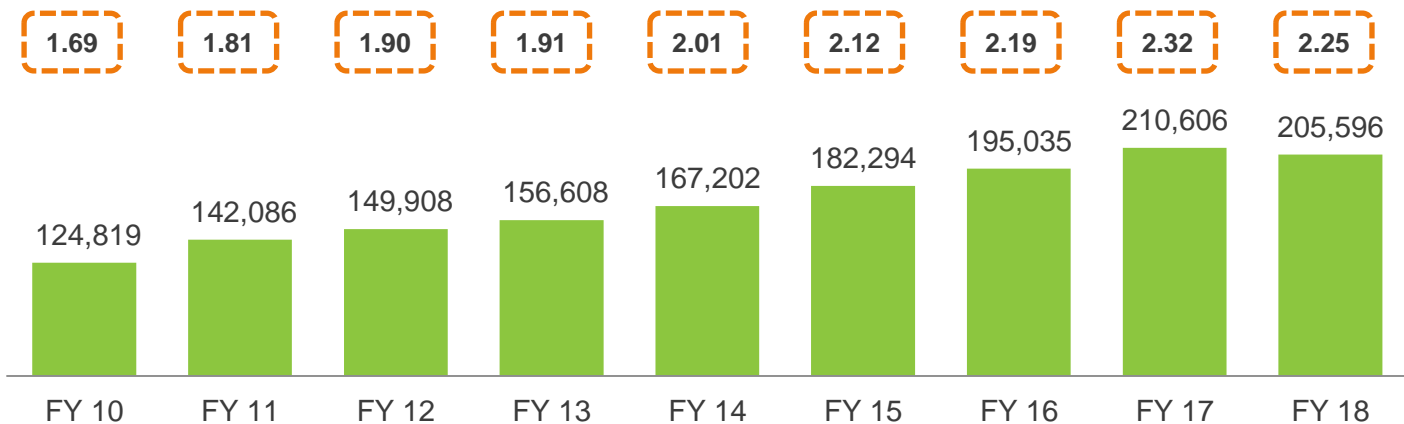
Stable tower growth...

Towers



...coupled with an increase in co-locations

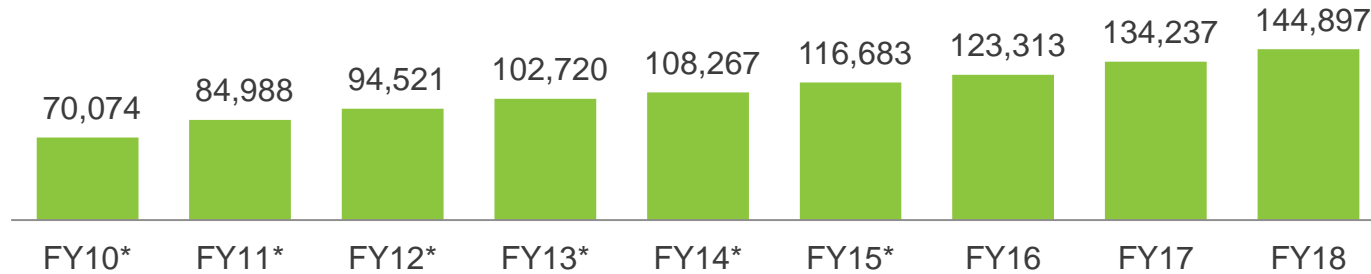
Co-locations



 Closing Sharing Factor

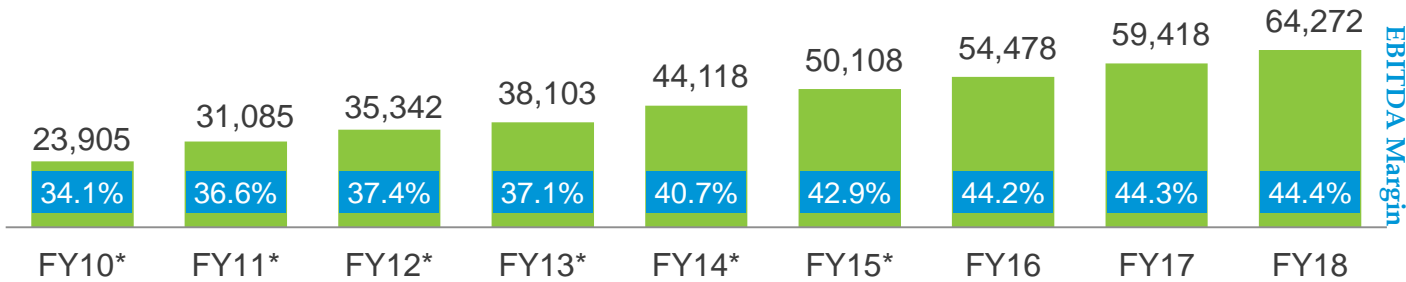
Strong financial performance

Revenue
(INR Mn)



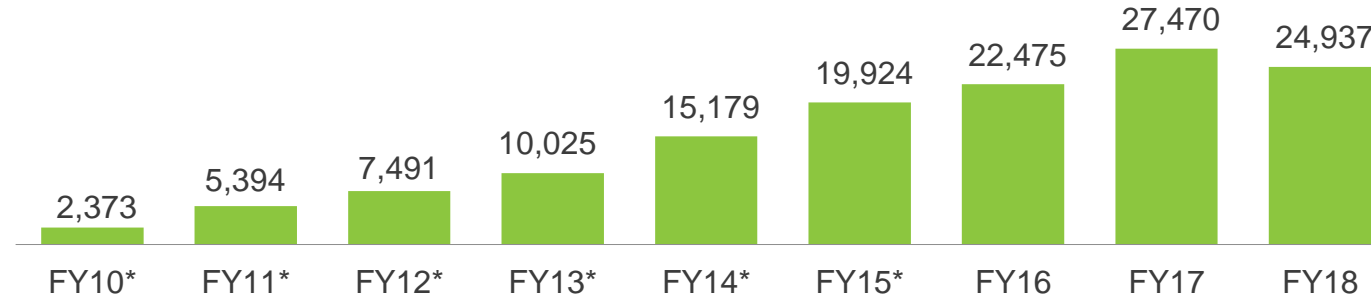
9.5%
CAGR

EBITDA
(INR Mn)



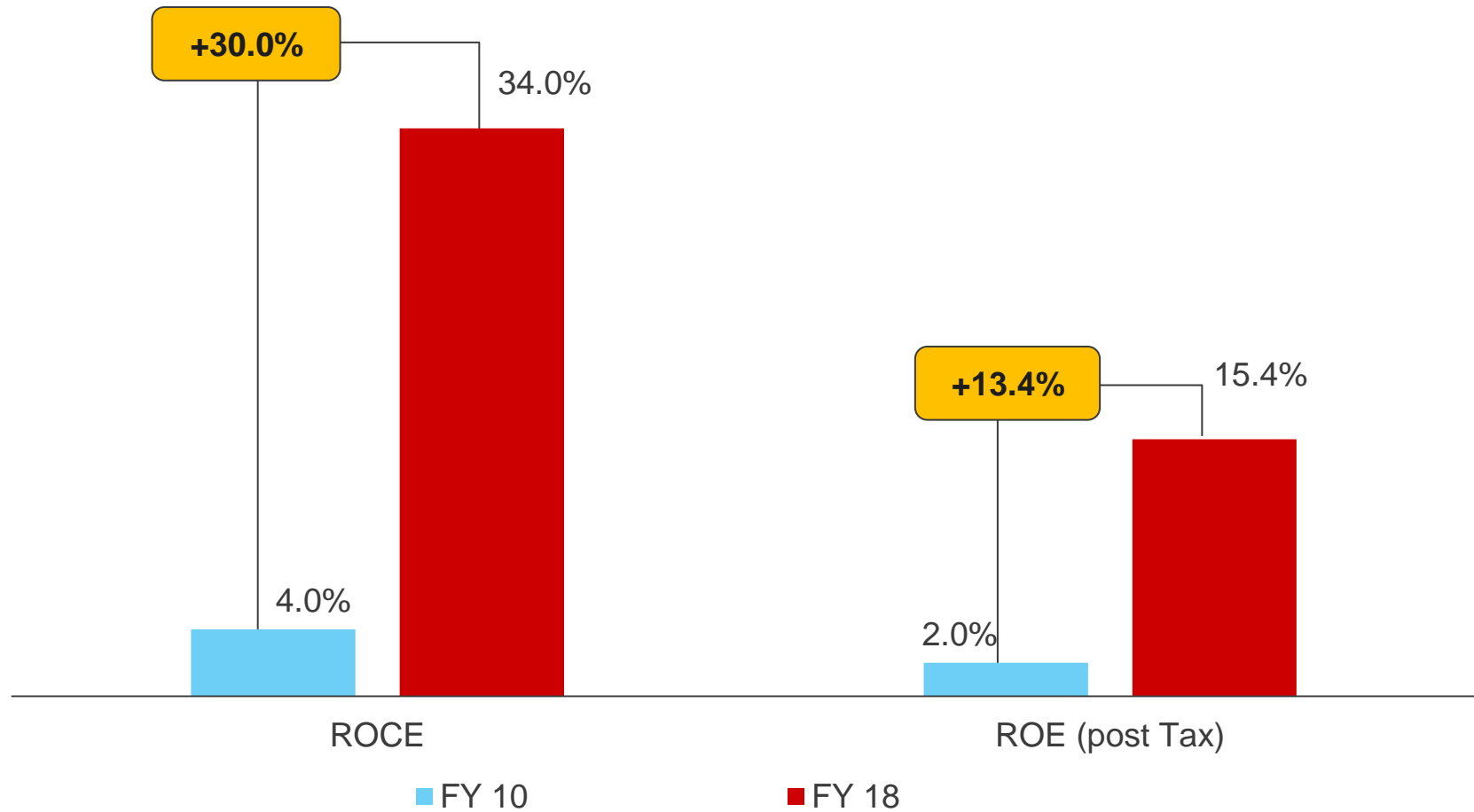
13.2%
CAGR

PAT
(INR Mn)



34.2%
CAGR

Return ratios



Driving capital efficiency and maximizing return to shareholders

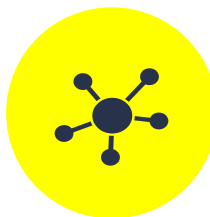
Performance at a Glance: FY 19 (Proportionate Consolidation)

Operating Indicators : 31 March 2019



92,277

Total Towers up 1%Y-o-Y



172,724

Total Co-locations down 16% Y-o-Y



1.87

Closing sharing factor

Financial Indicators	UoM	FY 18	FY 19	Change Y-o-Y
Revenue	Rs. Mn	144,897	145,823	1%
EBITDA	Rs. Mn	64,272	60,733	-6%
EBITDA Margin	%	44.4%	41.6%	-2.8%
Net Profit After Tax	Rs. Mn	24,937	24,938	-

Dividend of INR 15/Share paid for FY19 , translating to 134% of Net Profit after Tax

Core fundamentals intact : Healthy revenue and profitability despite loss of tenancies

Focus on Delivering Shareholder Value

	UoM	FY 13	FY 14	FY 15	FY 16	FY 17	FY 18	FY 19
EPS (Diluted)	Rs./ Share	5.6	8.0	10.5	12.6	14.7	13.5	13.5
Profit Distribution	Rs.Mn	10,022	9,726	24,770	26,679	35,618	31,217	33,448
- Dividend	Rs./ Share	5.5	4.4	11.0	3.0	16.0	14.0	15.0
Consolidated Profit	Rs.Mn	10,025	13,332	22,027	22,474	27,470	24,937	24,938
Payout	%	100%	73%	112%	119%	130%	125%	134%
Closing Shares	Nos. Mn	1,888.7	1,896.7	1,896.7	1,896.7	1,849.6	1,849.6	1,849.6

INR 171 Bn of profit distributed during the period FY13-19

Dividend payout has exceeded 100% of PAT consistently

Note:

FY refers to fiscal year ending March 31

Profit figures for FY'13 is as per IGAAP and from FY14 onwards are as per IND AS

*Profit distribution for 2016 includes buyback of Rs.20,000mn

(1) Amounts in Rs mn Include Dividend Distribution Tax where applicable

Leading the way in Smart City projects

Development of Smart Cities key for 'Digital India' Program

- Government has announced the creation of 100 Smart Cities

Communication backbone is key to a Smart City

- Entails setting up of telecom infrastructure which will include towers, micro sites and fiberized backhaul
- Also includes wide availability of Wi-Fi, fiber optic connectivity to home, etc.
- **Smart City usual business activity for Infratel, however counterparty and business model may vary from project to project**



Projects already won



Indus Towers



Indus Towers

Best positioned given strong balance sheet, relationship with leading operators and proven skills to manage distributed operations

Our Green Initiatives - P7 Energy Program

Institutionalized 'Green Towers P7' program, aimed at minimizing dependency on diesel consumption and thereby, reducing the carbon footprint

- Program initiated originally with seven innovative ideas deploying cleaner energy technologies; and kept growing
- Three pillars of our Green Initiatives

1 Use of Renewables - Solar and Diesel Free Towers

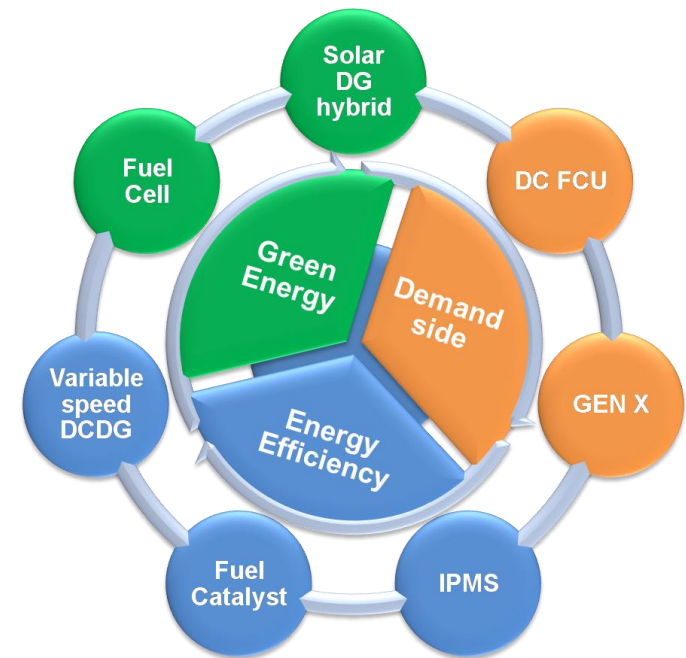
- 3,100+ solar powered towers, Installed capacity of over 11 MW
- 45,000+ (49% of the Portfolio) towers across the network are Green towers

2 Improving Energy Efficiency of Tower Infrastructure Equipment

- Implemented hybrid battery bank solutions
- Installed variable speed diesel generator sets

3 Reduction of Power Consumption via Free Cooling Units (FCU)

- FCUs utilize the outside ambient air for cooling the shelter



All Numbers as on 31st March 2019

~80% reduction of diesel consumption per kW since 2010

CSR at Infratel

Our CSR Vision:

“To build an empowered society through education, community development and environment sustainability”

Our CSR Policy focuses on promoting:

1 Education / Skill / Rural Development

- **Satya Bharti School Program** for free & quality education for 46,100+ marginalized children
- **Bharti Infratel Scholarship Program** for ~200 underprivileged students with disabilities (43% beneficiaries are girl students)
- **Telecom Gurukul** – Residential telecom trades skill training of 150 underprivileged youth

2 Sanitation / Rural Development

- **Satya Bharti Abhiyan** for constructing of over 23k household toilets
- **Project FLOW** for providing safe water infrastructure & awareness, reaching out to 37k students, 3k Teachers & 10k+ community members

3 Environmental Sustainability

- **45,000+ ‘Green’ towers** across our network



~Rs. 414 Mn spent on CSR in FY18-19

Site and network restoration during extreme weather condition

Home > Nation

This year's snowfall in November to break 34-year-old record in Jammu and Kashmir



Srinagar-Jammu highway closed for 3rd day

Air traffic resumes after 2 days; Train services remain suspended



Picture showing site restoration activity in JK

Home > Buzz > Indus Towers Restores 2,500 Telecom Towers in Kerala

Buzz | Headlines | Important Sectors | Telecom

Indus Towers Restores 2,500 Telecom Towers in Kerala



Picture showing aftermath of Kerala flood disaster

Rescue and rehabilitation enabled by robust planning and preparedness

*Indus Towers is a JV between Bharti Infratel, Vodafone Group and Vodafone Idea Limited

Key Recognitions



Mr. Akhil Gupta, Executive Chairman, Bharti Infratel and Vice Chairman of Bharti Group has been bestowed with the **Lifetime Contribution Award** at the **Voice & Data Awards (2018)**.



Bharti Infratel has been awarded for the category **Innovation in Telecom Infrastructure** at the **9th edition of Aegis Graham Bell Awards** hosted by the Government of Goa



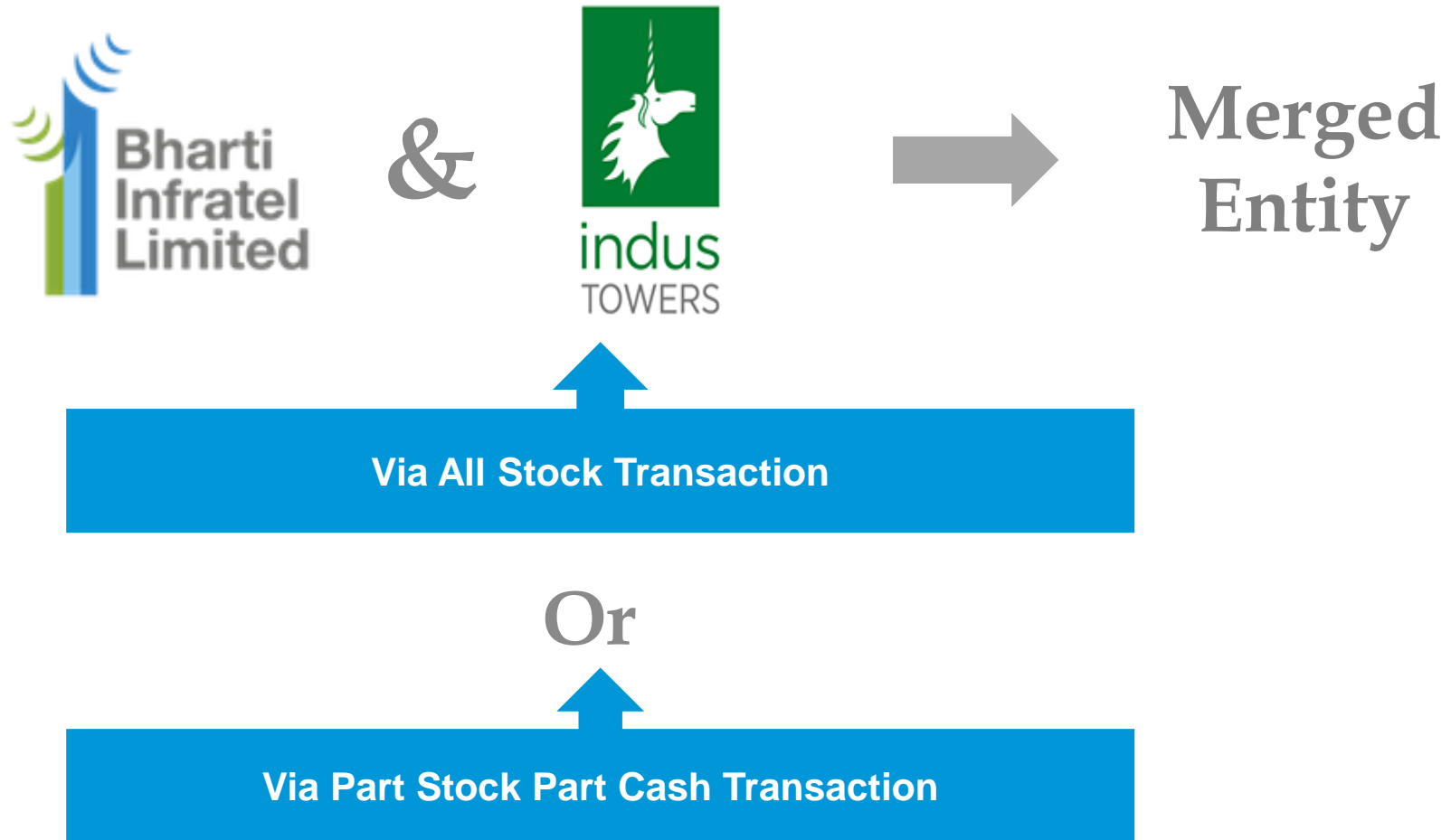
Bharti Infratel has been recognised as the winner under **Telecom Infrastructure Development** category by **Dun and Bradstreet Infra Awards 2018** for our contribution in building an **India of Tomorrow**.



Bharti Infratel was adjudged with the coveted **Golden Peacock Award for Corporate Social Responsibility** by **Institute of Directors**

Proposed Merger with Indus Towers

Merger with Indus Towers



Note:

1. The merged entity will fully own the respective businesses of Bharti Infratel and Indus Towers, will change its name to Indus Towers Limited and will continue to be listed on the Indian Stock Exchanges.
2. Vodafone-Idea and Providence have the option to elect to receive cash or shares

Rationale for the Transaction



indus
TOWERS

Simplified shareholding structure with no single operator holding majority in the merged entity

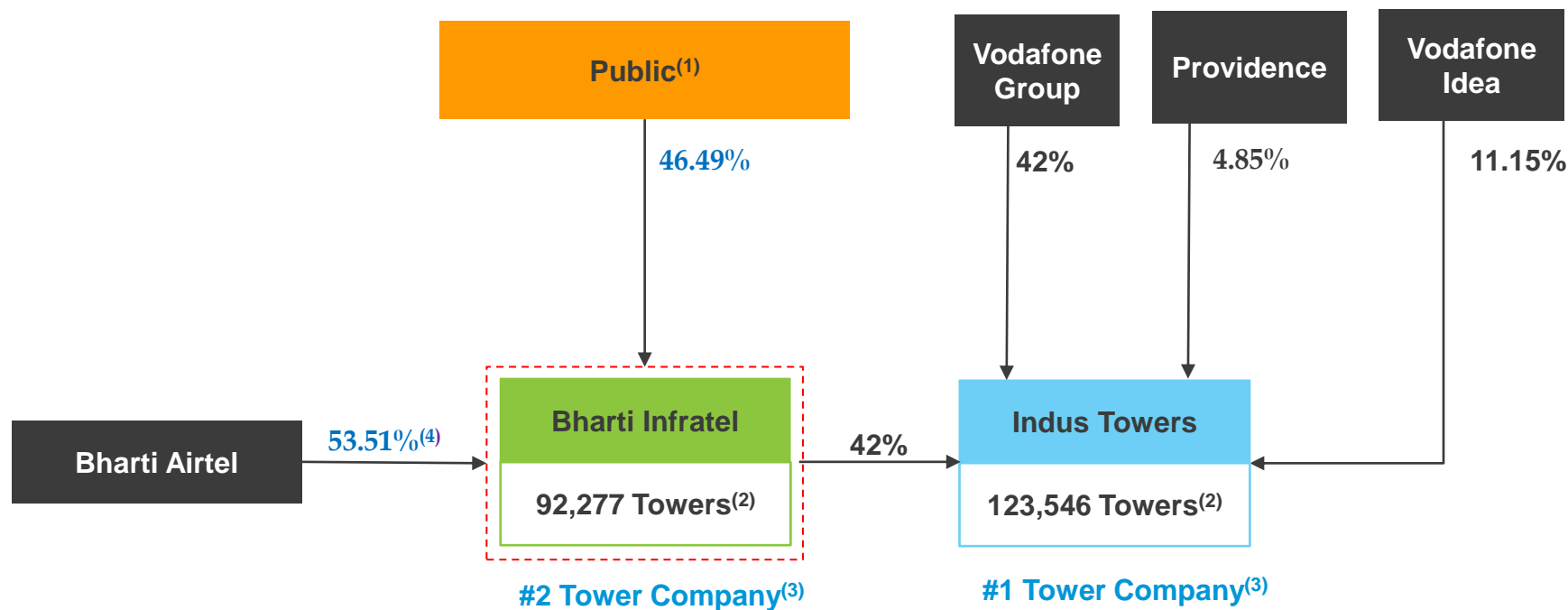
Shares in a listed entity provides exit opportunity to shareholder operators of Indus

Operational synergies in the form of capex/opex envisioned

Efficient capital structure – Enhancement in Return on Equity (ROE)

Single entity with one set of Board of Directors, leadership and senior management to focus on nationwide growth and liaise with stakeholders in a unified manner

Current Shareholding Structure



Together with Indus Towers, Bharti Infratel is a leading tower company in India

(1) Public includes 10.34% held by Silverview Portfolio Investments Pte. Ltd. and Canada Pension Plan Investment Board

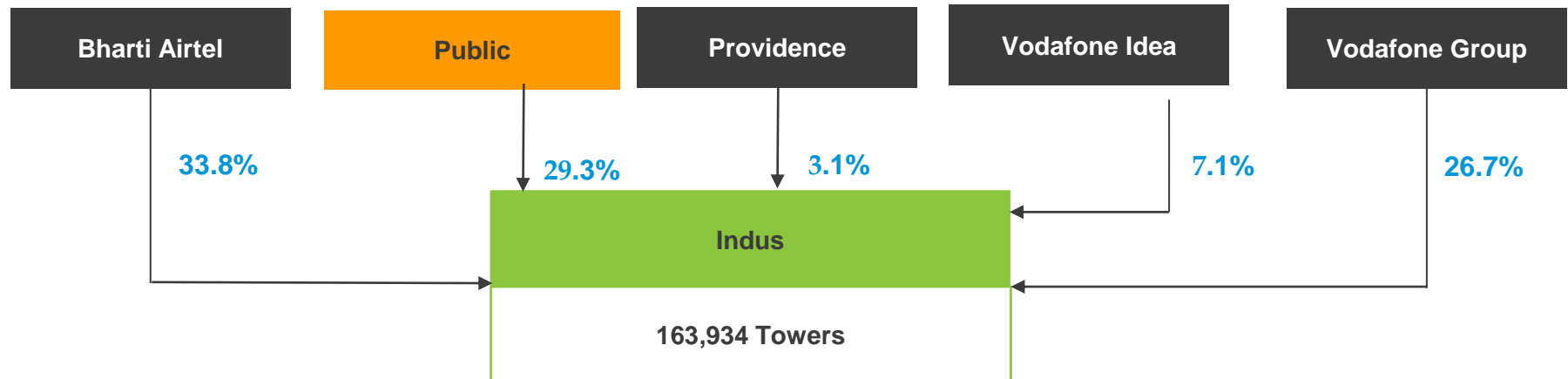
(2) As at March 31, 2019; No. of towers for Bharti Infratel is consolidated including 42% stake in Indus Towers

(3) Based on tower count (Source: Deloitte, June 2015); Bharti Infratel is #2 tower company including proportionate towers based on 42% economic interest in Indus; Bharti Infratel standalone has 40,388 towers as of March 31, 2019.

(4) Bharti Airtel's shareholding as on March 31, 2019, includes 19.94% held by its wholly owned subsidiary Nettle Infrastructure Investments Ltd.

Indicative Post Merger Shareholding Structures

All Stock Transaction

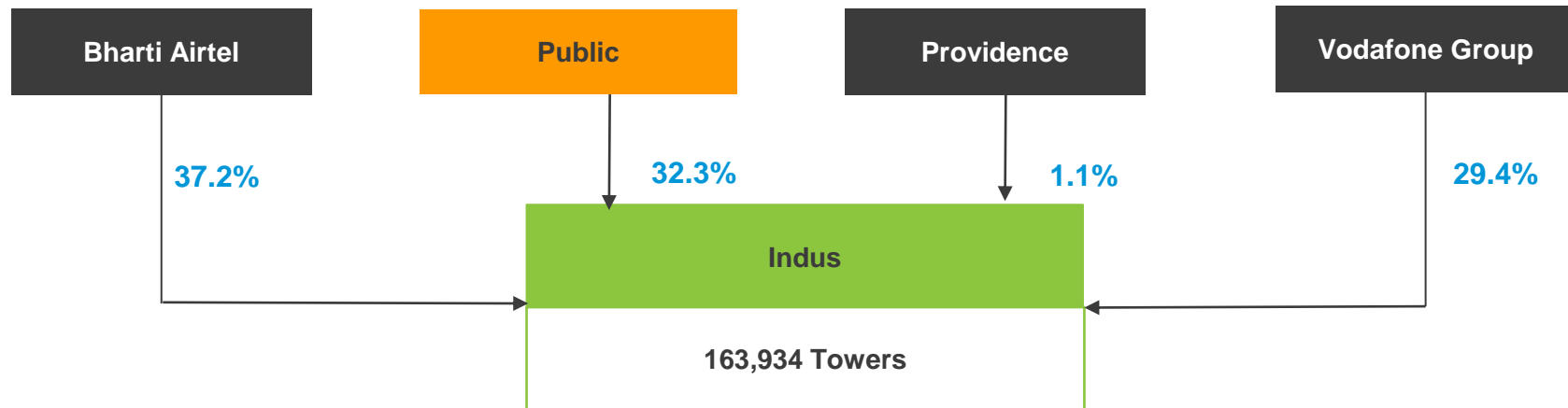


Assumption:

- (i) Idea group elects to receive shares for their 11.15%
- (ii) Providence elects to receive shares for their 4.85%

- *The final number of shares issued will be subject to closing adjustments, including movements in net debt and working capital for Bharti Infratel and Indus Towers .*
- *Post transaction shareholding structures are indicative as mentioned in Press Release dated 25 Apr 2018. The final number of shares issued to Vodafone Group and the cash paid or shares issued to Vodafone-Idea and Providence, will be subject to closing adjustments, including but not limited to movements in net debt and working capital for Bharti Infratel and Indus Towers*

Indicative Post Merger Shareholding Structures



Assumption:

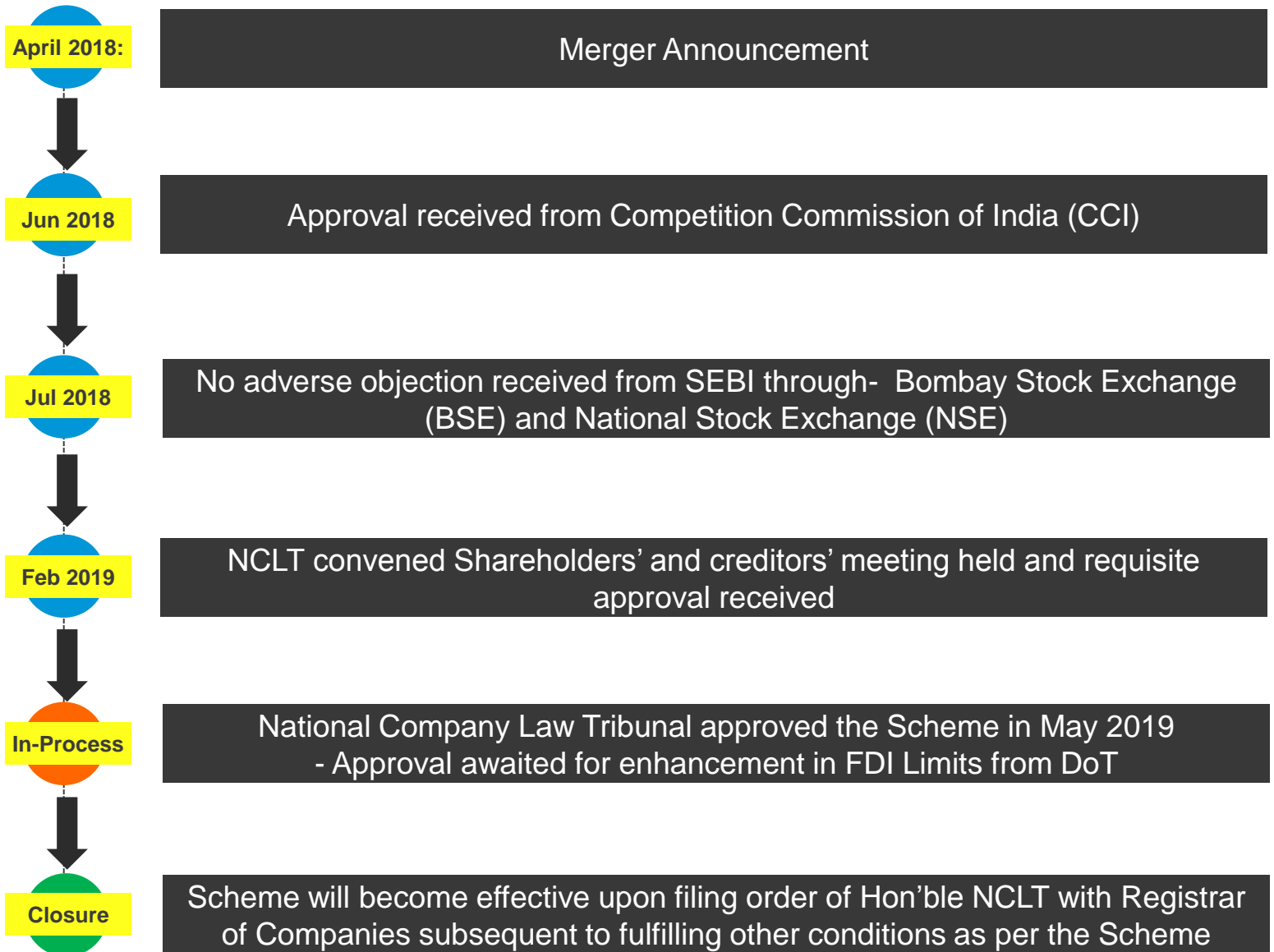
- (i) Idea group sells its 11.15% shares for cash
- (ii) Providence sells its 3.35% shares for cash

- *The final number of shares issued will be subject to closing adjustments, including movements in net debt and working capital for Bharti Infratel and Indus Towers .*
- *Post transaction shareholding structures are indicative as mentioned in Press Release dated 25 Apr 2018. The final number of shares issued to Vodafone Group and the cash paid or shares issued to Vodafone-Idea and Providence, will be subject to closing adjustments, including but not limited to movements in net debt and working capital for Bharti Infratel and Indus Towers*

Merger Timelines



indus
TOWERS



Way Forward

Our strategy remains..

Promote Tower Sharing

Organic Growth and Acquisition Opportunities

Capitalize on opportunities of Data growth, Digital India, Smart City Initiatives of government



Achieving Cost Efficiencies Across Tower Portfolios

Increasing Revenue and Capital Productivity



Annual General Meeting FY18-19

July 2019

Glossary

Abbreviations	Full forms / definitions
CSR	Corporate Social Responsibility
EBITDA	Earnings Before Interest, Tax, Depreciation & Amortization
FY	Fiscal Year
GDP	Gross Domestic Product
IBS	In-Building Solutions
IND AS	Indian Accounting Standard
JV	Joint Venture
KW	Kilo Watt
MW	Mega Watt
NBC	National Building Code
Wi-Fi	Wireless Fidelity

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July 24, 2019

Voting Results of 13th Annual General Meeting

Details of poll at AGM and 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 AGM	July 23, 2019
Total number of shareholders on record date i.e. July 16, 2019	40,110
No. of shareholders present in the meeting either in person or through proxy:	1860
Promoter and Promoter Group : 2	
Public : 1858	
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter and Promoter Group :	
Public :	



1. Ordinary Resolution: To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019

Whether promoter/ promoter group are interested in the Agenda/resolution

Category	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	No	
							% 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
	Poll		0	0.0000	0	0	0	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,042,170	743,356,505	88.4904	743,356,505	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		743,356,505	88.4904	743,356,505	0	100.0000	0.0000
Public-Non Institutions	E-voting	19,785,097	9,390,064	47.4603	9,390,059	5	99.9999	0.0001
	Poll		9,532	0.0482	9,532	0	100.0000	0.0000
	Total		9,399,596	47.5085	9,399,591	5	99.9999	0.0001
Total		1,849,608,246	1,742,537,080	94.2111	1,742,537,075	5	100.0000	0.0000



2. Ordinary Resolution: To confirm interim dividends

Whether promoter/ promoter group are interested in the Agenda/resolution

No

Category	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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,042,170	744,634,698	88.6425	744,634,698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		744634698	88.6425	744,634,698	0	100.0000	0.0000
Public-Non Institutions	E-voting	19,785,097	9,422,526	47.6244	9,422,521	5	99.9999	0.0001
	Poll		9,532	0.0482	9,532	0	100.0000	0.0000
	Total		9,432,058	47.6725	9,432,053	5	99.9999	0.0001
Total		1,849,608,246	1,743,847,735	94.2820	1,743,847,730	5	100.0000	0.0000

3. Ordinary Resolution: -Re-appointment of Devender Singh Rawat (DIN: 06798626) as a Director liable to retire by rotation

Whether promoter/ promoter group are interested in the Agenda/resolution

No

Category	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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,042,170	744,634,698	88.6425	737,802,899	6,831,799	99.0825	0.9175
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		744,634,698	88.6425	737,802,899	6,831,799	99.0825	0.9175
Public-Non Institutions	E-voting	19,785,097	9,318,159	47.0969	9,317,909	250	99.9973	0.0027
	Poll		9,532	0.0482	9,532	0	100.0000	0.0000
	Total		9,327,691	47.1450	9,327,441	250	99.9973	0.0027
Total		1,849,608,246	1,743,743,368	94.2764	1,736,911,319	6,832,049	99.6082	0.3918

4.Ordinary Resolution: Appointment of Prakul Kaushiva (DIN: 08285582) as a Director liable to retire by rotation

Whether promoter/ promoter group are interested in the Agenda/resolution

No

Category	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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,042,170	744,634,698	88.6425	725,116,760	19,517,938	97.3789	2.6211
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		744,634,698	88.6425	725,116,760	19,517,938	97.3789	2.6211
Public-Non Institutions	E-voting	19,785,097	9,422,506	47.6243	9,422,371	135	99.9986	0.0014
	Poll		9,532	0.0482	9,532	0	100.0000	0.0000
	Total		9,432,038	47.6724	9,431,903	135	99.9986	0.0014
Total		1,849,608,246	1,743,847,715	94.2820	1,724,329,642	19,518,073	98.8807	1.1193



5. Special Resolution: Re-appointment of Bharat Sumant Raut (DIN: 00066080) as an Independent Director of the Company

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,042,170	744,634,698	88.6425	739,075,513	5,559,185	99.2534	0.7466
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		744,634,698	88.6425	739,075,513	5,559,185	99.2534	0.7466
Public-Non Institutions	E-voting	19,785,097	9,422,496	47.6242	9,405,594	16,902	99.8206	0.1794
	Poll		9,532	0.0482	9,532	0	100.0000	0.0000
	Total		9,432,028	47.6724	9,415,126	16,902	99.8208	0.1792
Total		1,849,608,246	1,743,847,705	94.2820	1,738,271,618	5,576,087	99.6802	0.3198

6. Special Resolution: Re-appointment of Jitender Balakrishnan (DIN: 00028320) as an Independent Director of the Company

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,042,170	744,634,698	88.6425	697,854,631	46,780,067	93.7177	6.2823
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		744,634,698	88.6425	697,854,631	46,780,067	93.7177	6.2823
Public-Non Institutions	E-voting	19,785,097	9,422,526	47.6244	9,405,562	16,964	99.8200	0.1800
	Poll		9,532	0.0482	9,532	0	100.0000	0.0000
	Total		9,432,058	47.6725	9,415,094	16,964	99.8201	0.1799
Total		1,849,608,246	1,743,847,735	94.2820	1,697,050,704	46,797,031	97.3164	2.6836

7. Special Resolution: Re-appointment of Leena Srivastava (DIN: 00005737) as an Independent Director of the Company

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,042,170	744,634,698	88.6425	737,569,200	7,065,498	99.0511	0.9489
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		744,634,698	88.6425	737,569,200	7,065,498	99.0511	0.9489
Public-Non Institutions	E-voting	19,785,097	9,422,496	47.6242	9,405,564	16,932	99.8203	0.1797
	Poll		9,532	0.0482	9,532	0	100.0000	0.0000
	Total		9,432,028	47.6724	9,415,096	16,932	99.8205	0.1795
Total		1,849,608,246	1,743,847,705	94.2820	1,736,765,275	7,082,430	99.5939	0.4061



8. Special Resolution: Re-appointment of Narayanan Kumar (DIN: 00007848) as an Independent Director of the Company

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		989,780,979	100.0000	989,780,979	0	100.0000	0.0000
Public-Institutions	E-voting	840,042,170	744,634,698	88.6425	517,420,975	227,213,723	69.4866	30.5134
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		744,634,698	88.6425	517,420,975	227,213,723	69.4866	30.5134
Public-Non Institutions	E-voting	19,785,097	9,406,748	47.5446	9,275,734	131,014	98.6072	1.3928
	Poll		9,532	0.0482	9,532	0	100.0000	0.0000
	Total		9,416,280	47.5928	9,285,266	131,014	98.6086	1.3914
Total		1,849,608,246	1,743,831,957	94.2812	1,516,487,220	227,344,737	86.9629	13.0371

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 rightful owners claim these shares pursuant to Regulation 34 of Schedule V (F)(e) of Listing Regulations, 2015 and 6,29,351 (Six Lakhs Twenty Nine Thousand Three Hundred and 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.



SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
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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]

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 13th 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 13th 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

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
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.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
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.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
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.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
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.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
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.



Annexure-D

[Details 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]

Particulars	Mr. Bharat Sumant Raut	Mr. Jitender Balakrishnan
Reason for change	Bharat Sumant Raut, Independent Director was appointed for the first term of five years commencing from April 1, 2014 to March 31, 2019. Now, Bharat Sumant Raut has been re-appointed by the shareholders as an Independent Director for a further term of five years i.e. from April 1, 2019 to March 31, 2024.	Jitender Balakrishnan, Independent Director was appointed for the first term of five years commencing from April 1, 2014 to March 31, 2019. Now, Jitender Balakrishnan has been re-appointed by the shareholders as an Independent Director for a further term of five years i.e. from April 1, 2019 to March 31, 2024.
Date of re-appointment and term of re-Appointment	<u>Date of re-appointment:</u> The shareholders at the AGM held on July 23, 2019 re-appointed Bharat Sumant Raut as an Independent Director of the Company w.e.f. April 1, 2019. <u>Term of re-appointment:</u> Five (5) years i.e. from April 1, 2019 to March 31, 2024.	<u>Date of re-appointment:</u> The shareholders at the AGM held on July 23, 2019 re-appointed Jitender Balakrishnan as an Independent Director of the Company w.e.f. April 1, 2019. <u>Term of re-appointment:</u> Five (5) years i.e. from April 1, 2019 to March 31, 2024.
Brief profile	Bharat Sumant Raut is an Independent and Non-Executive Director of the Company and Chairman of the Audit & Risk Management Committee. He holds bachelor's degrees in law and commerce from the University of Bombay. He is a Chartered Accountant and a fellow member of ICAI. He was associated with Sharp and Tannan, Chartered Accountants as a partner, with Price Waterhouse Chartered Accountants as a partner and with B S R & Co. LLP, (originally Bharat S Raut & Co.), Chartered Accountants and BSR & Associates LLP (originally BSR & Associates), Chartered Accountants, as their founding partner. Since 2006, he is a member of the Bar Council of Maharashtra & Goa, and has been practising as an advocate. He serves as an Independent and Non-Executive Director on the Board of various public companies and as Chairman and member of various Board Committees. He is also a director on the Boards of private companies.	Jitender Balakrishnan is an Independent and Non-Executive Director of the Company. He holds a bachelor's degree in Mechanical Engineering from the University of Madras and a Post-Graduate Diploma in Industrial Management from the University of Bombay. He has experience in the financial sector with IDBI Bank Ltd, where he was the Deputy Managing Director and Group Head, Corporate Banking and thereafter, as an Advisor to the said Bank. He has served as an Advisor to IDFC Bank Ltd and various Corporates, besides serving as an Independent Director on the Boards of Public companies including Listed companies and Chairman/ Member of various Committees of these Boards.



Relationship between Directors	Bharat Sumant Raut is not related to any other director of the Company.	Jitender Balakrishnan 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	Bharat Sumant Raut is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Jitender Balakrishnan is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Particulars	Dr. Leena Srivastava	Mr. N Kumar
Reason for change	Leena Srivastava, Independent Director was appointed for the first term of five years commencing from April 1, 2014 to March 31, 2019. Now, Leena Srivastava has been re-appointed by the shareholders as an Independent Director for a further term of five years i.e. from April 1, 2019 to March 31, 2024.	N Kumar, Independent Director was appointed for the first term of five years commencing from April 1, 2014 to March 31, 2019. Now, N Kumar has been re-appointed by the shareholders as an Independent Director for a further term of five years i.e. from April 1, 2019 to March 31, 2024.
Date of re-appointment and term of re-appointment	<u>Date of re-appointment:</u> The shareholders at the AGM held on July 23, 2019 re-appointed Leena Srivastava as an Independent Director of the Company w.e.f. April 1, 2019. <u>Term of re-appointment:</u> Five (5) years i.e. from April 1, 2019 to March 31, 2024.	<u>Date of re-appointment:</u> The shareholders at the AGM held on July 23, 2019 re-appointed N Kumar as an Independent Director of the Company w.e.f. April 1, 2019. <u>Term of re-appointment:</u> Five (5) years i.e. from April 1, 2019 to March 31, 2024.
Brief profile	Dr. Leena Srivastava is the Vice Chancellor of the TERI School of Advanced Studies, New Delhi – an inter-disciplinary higher education institution, focused on sustainable development. She is a member of various Committees and Boards both at the international and national levels, including the Advisory Board to the President of ADB on climate change and sustainable development; Co-Chair, Science Advisory Group, UN Secretary Generals 2019 Climate Action Summit; Co-Chair, Future Earth Advisory Committee; Member, Sustainable Development Advisory Board, Caterpillar INC. USA; the Advisory Board of Cairn Energy, Vedanta Resources and Consocia Advisory, India and on the Board of Shree Cement Limited.	N Kumar is an Independent and Non-Executive Director of the Company and is the Chairman of HR, Nomination and Remuneration Committee and Corporate Social Responsibility (CSR) Committee. N Kumar is an Electronics Engineering Graduate from Anna University, Chennai and a fellow of the Indian National Academy of Engineering. He is also a fellow life member of The Institution of Electronics and Telecommunication Engineers and The Institute of Electrical and Electronics Engineers, Inc., New York (IEEE). He is the Vice Chairman of The Sanmar Group, Chennai and is the Honorary Consul General of Greece in Chennai. He is on the Board of various public companies and has

	Dr. Srivastava has several publications to her credit. She has a Masters in Economics from the University of Hyderabad and a Ph.D. in Energy Economics from the Indian Institute of Science in Bangalore, India.	over four decades of experience in the spheres of Electronics, Telecommunications, Chemicals, Engineering, Technology, Education, Management and Finance. N Kumar has served as a President at the Confederation of Indian Industry and is also the President of the Indo-Japan Chamber of Commerce & Industry. He is the Chairman of Madhuram Narayanan Centre for Exceptional Children and Managing Trustee of The Indian Education Trust, which runs two schools.
Relationship between Directors	Leena Srivastava is not related to any other director of the Company.	N Kumar 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	Leena Srivastava is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	N Kumar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Particulars	Mr. Prakul Kaushiva
Reason for change	The shareholders of the Company in their meeting held on July 23, 2019 appointed Prakul Kaushiva as Director liable to retire by rotation.
Date of resignation/ appointment	<u>Date of appointment:</u> January 24, 2019 <u>Term of Appointment:</u> Liable to retire by rotation
Brief profile	Prakul is a Senior Principal in the Private Equity Asia team at Canada Pension Plan Investment Board (CPPIB) based in Hong Kong, focusing on direct investments in the Asia Pacific region, and leads the team's coverage for India. Prakul has been with CPPIB since 2012 and has also worked in the Infrastructure team in London. He has been an Alternate Director at Arqiva, the largest independent tower company in the UK where CPPIB is the largest shareholder and an observer at Atria Convergence Technologies, a broadband infrastructure company in India where CPPIB is invested in the buyout consortium. Prior to joining CPPIB, Prakul worked at Goldman Sachs in London, in the Investment Banking Division in the Telecom, Media and Technology M&A advisory and execution group, and subsequently in the Securities Division. He has also worked at General Electric, in the USA and India.



	Prakul holds an MBA from the Indian Institute of Management in Ahmedabad, and a Bachelor of Technology in Mechanical Engineering from the Indian Institute of Technology in Delhi.
Relationship between Directors	Prakul Kaushiva 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	Prakul Kaushiva is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

