Date: February 20, 2015

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Email ID: corp.relations@bseindia.com

National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051
Email ID: cmlist@nse.co.in

Ref: Bharti Infratel Limited (534816/ INFRATEL)

Sub: Submission of Form D under Regulation 13(6) of SEBI (Prohibition of Insider Trading) Regulations, 1992

Dear Sir(s)

We are enclosing herewith Form D for disclosure under Regulation 13(6) of SEBI (Prohibition of Insider Trading) Regulation, 1992 regarding changes in the shareholding of Akhil Gupta, Chairman of the Company.

Please take the same on record.

Thanking you,
Yours faithfully,

For Bharti Infratel Limited

Anupam Garg
Company Secretary

Encl : a.a.
### Notes:

<table>
<thead>
<tr>
<th>Name of Company</th>
<th>Address of Registered Office</th>
<th>Name, PAN &amp; AADhaar No. (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Regulation 12(A): Debits or Charges in Shareholding of Director or Officer of a Listed Company**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

**FORM O**
Date: February 20, 2015

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Email ID: corp.relations@bseindia.com

National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051
Email ID: cmnlist@nse.co.in

Ref: Bharti Infratel Limited (534816 / INFRATEL)

Sub: Disclosure under Regulation 13(4) of SEBI (Prohibition of Insider Trading) Regulation, 1992

Dear Sir(s),

This is to inform you that my shareholding in Bharti Infratel Limited will increase as under:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>No. of Equity Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Opening Balance (including 325,000 stock options exercised on February 16, 2015, shares are yet to be allotted)</td>
<td>1,475,000</td>
</tr>
<tr>
<td>Add: Exercise of stock options on February 19, 2015 (shares are yet to be allotted)</td>
<td>200,000</td>
</tr>
<tr>
<td>Less: Shares sold on February 19, 2015 on Stock Exchange</td>
<td>100,000</td>
</tr>
<tr>
<td>Balance</td>
<td>1,575,000</td>
</tr>
</tbody>
</table>

In this regard, please find enclosed, disclosure under Regulation 13(4) of SEBI (Prohibition of Insider Trading) Regulation, 1992 w.r.t. sale of 100,000 equity shares of Bharti Infratel Limited.

Further, I confirm that in respect of 200,000 stock options exercised as above under the ESOP Scheme 2008, the necessary disclosures will be made on credit of shares in my demat account which is under process.

Since I am holding the position of ‘Chairman’ in Bharti Infratel Limited, this disclosure is being submitted in terms of Insider Trading Regulations.

Please take the same on record.

Thanking you,
Yours faithfully,

Akhil Gupta
Chairman
Bharti Infratel Limited

Encl : a.a.

Cc: Bharti Infratel Limited, Bharti Crescent, 1, Nelson mandela Road, Vasant Kunj, Phase-II, New Delhi - 110070
<table>
<thead>
<tr>
<th>Name, PAN &amp; Address of Director/Officer</th>
<th>No. &amp; % of shares/voting rights held by the Director / Officer</th>
<th>Date of receipt of allotment advice/acquisition/sale of shares/voting rights</th>
<th>Date of intimation to the Company</th>
<th>Mode of acquisition/sale (market Purchase/sale/public offer etc.)</th>
<th>No. &amp; % of shares (post acquisition/sale/voting rights sale)</th>
<th>Trading member through whom the trade was executed</th>
<th>Exchange on which the trade was executed</th>
<th>Buy Quantity</th>
<th>Buy Value (in Rs.)</th>
<th>Sell Quantity</th>
<th>Sell Value (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Akhil Gupta (Chairman), PAN: AADPG4190J</td>
<td>1,475,000 (0.0780%) (Note 1)</td>
<td>Feb 19, 2015</td>
<td>Feb 19, 2015</td>
<td>Exercise of 200,000 equity shares under ESOP Scheme 2008 of the Company (Note 2)</td>
<td>1,675,000 (0.0886%) (Note 3)</td>
<td>Not Applicable</td>
<td>SEBI Registration No. of the TM</td>
<td>200,000</td>
<td>39,765,834.00</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
<tr>
<td></td>
<td>1,675,000 (0.0886%) (Note 3)</td>
<td>Feb 19, 2015</td>
<td>Feb 19, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>1,575,000 (0.0832%) (Note 3)</td>
<td>My money Securities 229000120229000009 7435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>100,000</td>
<td>36,892,000.00</td>
</tr>
</tbody>
</table>

Notes:
1) Includes 325,000 stock options exercised on February 16, 2015 which are under process and will be allotted in due course.

2) 200,000 stock options have been exercised under ESOP Scheme 2008 on February 19, 2015, which are under process and will be allotted in due course.

3) This includes 325,000 & 200,000 shares which will be allotted against exercise of stock options as per Note 1 & 2 above.

Place : New Delhi
Date : 20/02/2016

Akhil Gupta
Chairman
Bharti Infratel Limited