Date: December 24, 2014

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.
### FORM D

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

[Regulation 13(4), 13(4A) and 13(6)]

Regulation 13(4) - Details of change in shareholding of Director or officer of a Listed Company

<table>
<thead>
<tr>
<th>Name, PAN &amp; Address of 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/Public rights/private offer etc.)</th>
<th>No. &amp; % of shares/purchased/sale/privilege shares/ preference shares</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>Dec 24, 2014</td>
<td>Dec 24, 2014</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>1,175,570 (0.0522%) (Note 1)</td>
<td>My money Securities 22900/1202290000009 7435</td>
<td>NSE</td>
<td>NA</td>
<td>75,570</td>
<td>24,916,940.40</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Dec 24, 2014</td>
<td>Dec 24, 2014</td>
<td>Exercise of 150,000 equity shares under ESOP Scheme 2008 of the Company (Note 2)</td>
<td>1,100,000 (0.0582%) (Note 1)</td>
<td>NA</td>
<td>Not Applicable</td>
<td>150,000</td>
<td>28,000,132.00</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

**Notes:**

1) Includes 400,000 stock options exercised on December 19, 2014 which are under process and will be allotted in due course.

2) 150,000 stock options have been exercised under ESOP Scheme 2008 today which are under process and will be allotted in due course.

3) This includes 400,000 & 150,000 shares which will be allotted against exercise of stock options as per Note 1 & 2 above.

Place: New Delhi
Date: 24/12/2014

[Signature]

For Bharti Infratel Limited

Company Secretary
Date: December 24, 2014

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: cmist@sse.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 400,000 stock options exercised on December 19, 2014, shares are yet to be allotted)</td>
<td>1,175,570</td>
</tr>
<tr>
<td>Add: Exercise of stock options on December 24, 2014 (shares are yet to be allotted)</td>
<td>150,000</td>
</tr>
<tr>
<td>Less: Shares sold on December 24, 2014 on Stock Exchange</td>
<td>75,570</td>
</tr>
<tr>
<td>Balance</td>
<td>1,250,000</td>
</tr>
</tbody>
</table>

In this regard, please find enclosed herewith disclosure under Regulation 13(4) of SEBI (Prohibition of Insider Trading) Regulation, 1992 w.r.t. sale of 75,570 equity shares of Bharti Infratel Limited.

Further, I confirm that in respect of 150,000 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
## FORM D

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

[Regulation 13(4), 13(4A) and 13(6)]

Regulation 13(4) - Details of change in shareholding of Director or officer of a Listed Company

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<th>No. &amp; % of shares/voting rights held by the Director/Officer</th>
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<th>Date of intimation to the Company</th>
<th>Mode of acquisition/sale (market Purchase/sale/public rights/preferential offer etc.)</th>
<th>No. &amp; % of shares/post acquisition/sale voting rights/sale</th>
<th>Trading member through whom the trade was executed with SEBI Registration No. of the TM</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>
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<tr>
<td>Mr. Akhil Gupta (Chairman), PAN: AADPG4190J</td>
<td>1,175,570 (0.0622%) (Note 1)</td>
<td>Dec 24, 2014</td>
<td>Dec 24, 2014</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>1,100,000 (0.0582%) (Note 1)</td>
<td>My money Securities 22900120229000057435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>75,570</td>
<td>24,916,940.40</td>
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<tr>
<td></td>
<td>1,100,000 (0.0582%) (Note 1)</td>
<td>Dec 24, 2014</td>
<td>Dec 24, 2014</td>
<td>Exercise of 150,000 equity shares under ESOP Scheme 2008 of the Company (Note 2)</td>
<td>1,250,000 (0.0661%) (Note 3)</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>150,000</td>
<td>28,000,132.00</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
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**Notes:**

1) Includes 400,000 stock options exercised on December 19, 2014 which are under process and will be allotted in due course.

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Place: New Delhi
Date: 24/12/2014

[Signature]

Akhil Gupta
Chairman
Bharti Infratel Limited