Date: May 11, 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.
<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</th>
<th>No. &amp; % of shares/purchase/sale/public rights/preferential offer etc.</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),</td>
<td>2,380,000 (0.1257%) (Note 1)</td>
<td>May 08, 2015</td>
<td>May 08, 2015</td>
<td>Exercise of 350,000 equity shares under ESOP Scheme 2008 of the Company (Note 2)</td>
<td>2,730,000 (0.1442%) (Note 3)</td>
<td>NA</td>
<td>NA</td>
<td>350,000</td>
<td>70,794,135</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>Address: B-27, Maharanis Bagh,</td>
<td>2,730,000 (0.1442%) (Note 3)</td>
<td>May 08, 2015</td>
<td>May 08, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,430,000 (0.1263%) (Note 3)</td>
<td>My money Securities 22900120229000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>300,000</td>
<td>114,657,000</td>
</tr>
<tr>
<td>New Delhi-110065 PAN: AADPG44190J</td>
<td>2,430,000 (0.1263%) (Note 3)</td>
<td>May 11, 2015</td>
<td>May 11, 2015</td>
<td>Exercise of 400,000 equity shares under ESOP Scheme 2008 of the Company (Note 4)</td>
<td>2,630,000 (0.1494%) (Note 5)</td>
<td>NA</td>
<td>NA</td>
<td>400,000</td>
<td>82,359,636</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
<td>2,380,000 (0.1257%) (Note 5)</td>
<td>May 11, 2015</td>
<td>May 11, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,430,000 (0.1263%) (Note 5)</td>
<td>My money Securities 22900120229000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>400,000</td>
<td>156,688,000</td>
</tr>
</tbody>
</table>

Notes:
1) This includes 200,000, 400,000, 200,000, 200,000 and 250,000 stock options exercised on April 29, 2015, April 30, 2015, May 05, 2015, May 06, 2015 and May 07, 2015 respectively which are under process and will be allotted in due course.
2) 350,000 stock options have been exercised under ESOP Scheme 2008 on May 08, 2015 which are under process and will be allotted in due course.
3) This includes 1,600,000 shares which will be allotted against exercise of stock options as per Note 1 & 2 above,
4) 400,000 stock options have been exercised under ESOP Scheme 2008 on May 11, 2015 which are under process and will be allotted in due course.
5) This includes 2,000,000 shares which will be allotted against exercise of stock options as per Note 3 & 4 above.

Place: New Delhi
Date: May 11, 2015
Date: May 11, 2015

The BSE Limited
Phiroze Jeejeebhoy Towers,
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Email ID: corp.relations@bseindia.com

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Exchange Plaza, C-1 Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051
Email ID: cmolist@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 200,000, 400,000, 200,000, 200,000 and 250,000 stock options exercised on April 29, 2015, April 30, 2015, May 05, 2015, May 06, 2015 and May 07, 2015 respectively, against which shares are yet to be allotted)</td>
<td>2,380,000</td>
</tr>
<tr>
<td>Add: Exercise of stock options on May 08, 2015</td>
<td>350,000</td>
</tr>
<tr>
<td>Less: Shares sold on May 08, 2015 on Stock Exchange</td>
<td>300,000</td>
</tr>
<tr>
<td>Add: Exercise of stock options on May 11, 2015</td>
<td>400,000</td>
</tr>
<tr>
<td>Less: Shares sold on May 11, 2015 on Stock Exchange</td>
<td>400,000</td>
</tr>
<tr>
<td>Balance</td>
<td>2,430,000</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 700,000 equity shares (300,000 equity shares on May 08, 2015 and 400,000 equity shares on May 11, 2015) of Bharti Infratel Limited.

Further, I confirm that in respect of 750,000 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/advices/escrow/share/voting rights</th>
<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</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. Aakhir Gupta (Chairman), Address: B-27, Maharani Bagh New Delhi-110065 PAN: AADPG4190</td>
<td>2,380,000 (0.1257%) (Note 1)</td>
<td>May 08, 2015</td>
<td>May 08, 2015</td>
<td>Exercise of 350,000 equity shares under ESOP Scheme 2008 of the Company (Note 2)</td>
<td>2,730,000 (0.1442%) (Note 3)</td>
<td>NA</td>
<td>NA</td>
<td>350,000</td>
<td>70,794,135</td>
<td>NA</td>
<td>NA</td>
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<td></td>
<td>2,730,000 (0.1442%) (Note 3)</td>
<td>May 08, 2015</td>
<td>May 08, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,430,000 (0.1283%) (Note 4)</td>
<td>My money Securities 229001120239000 0097435 NSE</td>
<td>NA</td>
<td>NA</td>
<td>300,000</td>
<td>114,657,000</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2,430,000 (0.1283%) (Note 4)</td>
<td>May 11, 2015</td>
<td>May 11, 2015</td>
<td>Exercise of 400,000 equity shares under ESOP Scheme 2008 of the Company (Note 5)</td>
<td>2,830,000 (0.1494%) (Note 5)</td>
<td>NA</td>
<td>NA</td>
<td>400,000</td>
<td>82,359,636</td>
<td>NA</td>
<td>NA</td>
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<td>2,830,000 (0.1494%) (Note 5)</td>
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<td>2,430,000 (0.1283%) (Note 5)</td>
<td>My money Securities 229001120239000 0097435 NSE</td>
<td>NA</td>
<td>NA</td>
<td>400,000</td>
<td>156,888,000</td>
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Notes:

1) This includes 200,000, 400,000, 200,000, 200,000 and 250,000 stock options exercised on April 29, 2015, April 30, 2015, May 05, 2015, May 06, 2015 and May 07, 2015 respectively which are under process and will be allotted in due course.

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3) This includes 1,600,000 shares which will be allotted against exercise of stock options as per Note 1 & 2 above.

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5) This includes 2,000,000 shares which will be allotted against exercise of stock options as per Note 3 & 4 above.

Place: New Delhi
Date: May 11, 2015

Aakhir Gupta
Chairman
Bharti Infratel Limited