Date: May 14, 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 (market purchase/sale/public rights/ premature 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. Anil Gupta (Chairman), Address: B-27, Mohanlal Bankeya Bagh New Delhi-110065 PAN: AADP04198C</td>
<td>2,430,000 (0.1238%) (Note 1)</td>
<td>May 12, 2015</td>
<td>May 12, 2015</td>
<td>Exercise of 100,000 equity shares under ESOP Scheme 2008 of the Company (Note 2)</td>
<td>2,530,000 (0.1338%) (Note 5)</td>
<td>NA</td>
<td>NA</td>
<td>100,000</td>
<td>20,367,954</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
<td>2,530,000 (0.1338%) (Note 3)</td>
<td>May 12, 2015</td>
<td>May 12, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,447,900 (0.1292%) (Note 5)</td>
<td>My money Securities 229001202290000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>82,100</td>
<td>32,032,957</td>
</tr>
<tr>
<td></td>
<td>2,447,900 (0.1292%) (Note 3)</td>
<td>May 13, 2015</td>
<td>May 13, 2015</td>
<td>Exercise of 250,000 equity shares under ESOP Scheme 2008 of the Company (Note 4)</td>
<td>2,697,900 (0.1425%) (Note 5)</td>
<td>NA</td>
<td>NA</td>
<td>250,000</td>
<td>51,330,315</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
<td>2,697,900 (0.1425%) (Note 5)</td>
<td>May 13, 2015</td>
<td>May 13, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,480,000 (0.1310%) (Note 5)</td>
<td>My money Securities 229001202290000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>217,900</td>
<td>85,037,654</td>
</tr>
<tr>
<td></td>
<td>2,480,000 (0.1310%) (Note 5)</td>
<td>May 14, 2015</td>
<td>May 14, 2015</td>
<td>Exercise of 155,553 equity shares under ESOP Scheme 2008 of the Company (Note 6)</td>
<td>2,635,553 (0.1392%) (Note 7)</td>
<td>NA</td>
<td>NA</td>
<td>155,553</td>
<td>32,232,838</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
<td>2,635,553 (0.1392%) (Note 7)</td>
<td>May 14, 2015</td>
<td>May 14, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,505,553 (0.1323%) (Note 7)</td>
<td>My money Securities 229001202290000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>130,000</td>
<td>51,658,100</td>
</tr>
</tbody>
</table>

Notes:

1) This includes 200,000, 400,000, 200,000, 200,000, 250,000, 350,000 and 400,000 stock options exercised on April 28, 2015, April 30, 2015, May 05, 2015, May 06, 2015, May 07, 2015, May 08, 2015 and May 11, 2015 respectively which are under process and will be allotted in due course.

2) 100,000 stock options have been exercised under ESOP Scheme 2008 on May 12, 2015 which are under process and will be allotted in due course.

3) This includes 2,100,000 shares which will be allotted against exercise of stock options as per Note 1 & 2 above.

4) 250,000 stock options have been exercised under ESOP Scheme 2008 on May 13, 2015 which are under process and will be allotted in due course.

5) This includes 2,350,000 shares which will be allotted against exercise of stock options as per Note 3 & 4 above.

6) 155,553 stock options have been exercised under ESOP Scheme 2008 on May 14, 2015 which are under process and will be allotted in due course.

7) This includes 2,005,553 shares which will be allotted against exercise of stock options as per Note 5 & 6 above.

Place: New Delhi
Date: May 14, 2015

For Bharti Infratel Limited

Anupam Garg
Company Secretary
Date: May 14, 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: 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, 250,000, 350,000 and 400,000 stock options exercised on April 29, 2015, April 30, 2015, May 05, 2015, May 06, 2015, May 07, 2015, May 08, 2015 and May 11, 2015 respectively, against which shares are yet to be allotted)</td>
<td>2,430,000</td>
</tr>
<tr>
<td>Add: Exercise of stock options on May 12, 2015</td>
<td>100,000</td>
</tr>
<tr>
<td>Less: Shares sold on May 12, 2015 on Stock Exchange</td>
<td>82,100</td>
</tr>
<tr>
<td>Add: Exercise of stock options on May 13, 2015</td>
<td>250,000</td>
</tr>
<tr>
<td>Less: Shares sold on May 13, 2015 on Stock Exchange</td>
<td>217,900</td>
</tr>
<tr>
<td>Add: Exercise of stock options on May 14, 2015</td>
<td>155,553</td>
</tr>
<tr>
<td>Less: Shares sold on May 14, 2015 on Stock Exchange</td>
<td>130,000</td>
</tr>
<tr>
<td>Balance</td>
<td>2,505,553</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 430,000 equity shares (82,100 equity shares on May 12, 2015, 217,900 equity shares on May 13, 2015 and 130,000 equity shares on May 14, 2015) of Bharti Infratel Limited.

Further, I confirm that in respect of 505,553 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

<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/assignment/sale of shares/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/purchase/acquisition/sale of shares/voting rights</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>Sell Quantity</th>
<th>Sell Value (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Atul Gupta (Chairman), Address: 8-27, Mahavani Bagh New Delhi-110065 PAN: AADP014190U</td>
<td>2,430,000 (0.1283%) (Note 1)</td>
<td>May 12, 2015</td>
<td>May 12, 2015</td>
<td>Exercise of 100,000 equity shares under ESOP Scheme 2008 of the Company (Note 2)</td>
<td>2,530,000 (0.1336%) (Note 3)</td>
<td>NA</td>
<td>NA</td>
<td>100,000</td>
<td>20,367,654</td>
</tr>
<tr>
<td></td>
<td>2,530,000 (0.1336%) (Note 3)</td>
<td>May 12, 2015</td>
<td>May 12, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,447,900 (0.1293%) (Note 3)</td>
<td>My money Securities 229001202289000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
<td>2,447,900 (0.1293%) (Note 3)</td>
<td>May 13, 2015</td>
<td>May 13, 2015</td>
<td>Exercise of 250,000 equity shares under ESOP Scheme 2008 of the Company (Note 4)</td>
<td>2,697,900 (0.1425%) (Note 5)</td>
<td>NA</td>
<td>NA</td>
<td>250,000</td>
<td>51,330,315</td>
</tr>
<tr>
<td></td>
<td>2,697,900 (0.1425%) (Note 5)</td>
<td>May 13, 2015</td>
<td>May 13, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,480,000 (0.1310%) (Note 5)</td>
<td>My money Securities 229001202289000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
<td>2,480,000 (0.1310%) (Note 5)</td>
<td>May 14, 2015</td>
<td>May 14, 2015</td>
<td>Exercise of 155,553 equity shares under ESOP Scheme 2008 of the Company (Note 6)</td>
<td>2,635,553 (0.1392%) (Note 7)</td>
<td>NA</td>
<td>NA</td>
<td>155,553</td>
<td>32,232,638</td>
</tr>
<tr>
<td></td>
<td>2,635,553 (0.1392%) (Note 7)</td>
<td>May 14, 2015</td>
<td>May 14, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,505,553 (0.1323%) (Note 7)</td>
<td>My money Securities 229001202289000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
</tr>
</tbody>
</table>

**Notes:**

1) This includes 200,000, 400,000, 200,000, 200,000, 250,000, 350,000 and 400,000 stock options exercised on April 29, 2015, April 30, 2015, May 05, 2015, May 06, 2015, May 07, 2015, May 08, 2015 and May 11, 2015 respectively which are under process and will be allotted in due course.

2) 100,000 stock options have been exercised under ESOP Scheme 2008 on May 12, 2015 which are under process and will be allotted in due course.

3) This includes 2,100,000 shares which will be allotted against exercise of stock options as per Note 1 & 2 above.

4) 250,000 stock options have been exercised under ESOP Scheme 2008 on May 13, 2015 which are under process and will be allotted in due course.

5) This includes 2,350,000 shares which will be allotted against exercise of stock options as per Note 3 & 4 above.

6) 155,553 stock options have been exercised under ESOP Scheme 2008 on May 14, 2015 which are under process and will be allotted in due course.

7) This includes 2,505,553 shares which will be allotted against exercise of stock options as per Note 5 & 6 above.

_Akhi Gupta Chairman Bharti Infratel Limited_