Date: May 04, 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>Date</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>4/5/2015</td>
<td>4% interest</td>
</tr>
<tr>
<td>4/5/2015</td>
<td>1% interest</td>
</tr>
<tr>
<td>4/5/2015</td>
<td>0% interest</td>
</tr>
<tr>
<td>4/5/2015</td>
<td>2% interest</td>
</tr>
</tbody>
</table>

Table:

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<thead>
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<th>Date</th>
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</tr>
</thead>
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<tr>
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</tr>
<tr>
<td>4/5/2015</td>
<td>2% interest</td>
</tr>
</tbody>
</table>

Note: The table above shows the interest rates for different dates. The rates are 4%, 1%, 0%, and 2% respectively.
Date: May 04, 2015

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Email ID: cmлист@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</td>
<td>2,175,000</td>
</tr>
<tr>
<td>Add: Exercise of stock options on April 29, 2015</td>
<td>200,000</td>
</tr>
<tr>
<td>Less: Shares sold on April 29, 2015 on Stock Exchange</td>
<td>180,000</td>
</tr>
<tr>
<td>Add: Exercise of stock options on April 30, 2015</td>
<td>400,000</td>
</tr>
<tr>
<td>Less: Shares sold on April 30, 2015 on Stock Exchange</td>
<td>300,000</td>
</tr>
<tr>
<td>Less: Shares sold on May 04, 2015 on Stock Exchange</td>
<td>20,000</td>
</tr>
<tr>
<td>Balance</td>
<td>2,275,000</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 500,000 equity shares (180,000 equity shares on April 29, 2015, 300,000 equity shares on April 30, 2015 and 20,000 equity shares on May 4, 2015) of Bharti Infratel Limited.

Further, I confirm that in respect of 600,000 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) - 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 held by the Director / Officer</th>
<th>Date of intimation to the Company</th>
<th>Mode of acquisition/sale (market purchase/sale/public right/s 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</th>
<th>Sell Quantity</th>
<th>Sell Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Akhil Gupta (Chairman), PAN: AADPG419UJ</td>
<td>29/04/2015</td>
<td>29/04/2015</td>
<td>Exercise of 200,000 equity shares under ESOP Scheme 2008 of the Company (Note 1)</td>
<td>2,175,000 (0.1149%) (Note 2)</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>200,000</td>
<td>41,676,072.00</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
<tr>
<td></td>
<td>29/04/2015</td>
<td>29/04/2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,375,000 (0.1254%) (Note 2)</td>
<td>My money Securities 22900/12022900000067435</td>
<td>NSE</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>180,000</td>
<td>71,121,600.00</td>
</tr>
<tr>
<td></td>
<td>30/04/2015</td>
<td>30/04/2015</td>
<td>Exercise of 400,000 equity shares under ESOP Scheme 2008 of the Company (Note 3)</td>
<td>2,195,000 (0.1159%) (Note 2)</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>400,000</td>
<td>83,354,863.00</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
<tr>
<td></td>
<td>30/04/2015</td>
<td>1/05/2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,595,000 (0.1370%) (Note 4)</td>
<td>My money Securities 22900/12022900000087435</td>
<td>NSE</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>300,000</td>
<td>119,367,000.00</td>
</tr>
<tr>
<td></td>
<td>4/05/2015</td>
<td>4/05/2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>2,295,000 (0.1212%) (Note 4)</td>
<td>My money Securities 22900/12022900000097435</td>
<td>NSE</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>20,000</td>
<td>8,000,400.00</td>
</tr>
</tbody>
</table>

**Notes:**

1) 200,000 stock options have been exercised under ESOP Scheme 2008 on April 29, 2015, which are under process and will be allotted in due course.

2) This includes 200,000 shares which will be allotted against exercise of stock options on April 29, 2015 as per Note 1 above.

3) 400,000 stock options have been exercised under ESOP Scheme 2008 on April 30, 2015, which are under process and will be allotted in due course.

4) This includes 200,000 shares and 400,000 shares which will be allotted against exercise of stock options as per Note 1 & 3 above.

**Place:** New Delhi

**Date:** May 4, 2016

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Signature: Akhil Gupta
Chairman
Bharti Infratel Limited