Date: March 25, 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 under Regulation 13(6) of SEBI (Prohibition of Insider Trading) Regulation, 1992 w.r.t. information received from Mr. Akhil Gupta, Chairman of the Company.

Please take the same on record.

Thanking you,
Yours faithfully,

For Bharti Infratel Limited

[Signature]
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>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/prefential offer etc.)</th>
<th>No. &amp; % of shares /post acquisition/Sale/ vesting 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>
</tr>
</thead>
<tbody>
<tr>
<td>Arvind Gupta (Chairman) PAN: AADC4491J</td>
<td>2,175,000 (0.1449%)</td>
<td>March 25, 2015</td>
<td>March 25, 2015</td>
<td>Exercise of 900,000 equity shares under ESOP Scheme 2008 of the Company (Note)</td>
<td>2,175,000 (0.1449%)</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>900,000 (Note)</td>
<td>178,204,420.00</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

**Note:**

Please note that in respect of exercise of 900,000 stock options, the Company has already filed Form(s) 'D' with the stock exchanges as per details giving hereunder. Since the Company has allotted 900,000 equity shares on March 23, 2015, which have been credited in Mr. Arvind Gupta's account on March 25, 2015, this Form D is being filed in compliance of Regulation 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

Effectively, there is no change in the shareholding of Mr. Arvind Gupta in the Company.

<table>
<thead>
<tr>
<th>S.No</th>
<th>Date of Exercise</th>
<th>No. of stock options</th>
<th>Date of intimation and filing of Form 'D' to Stock Exchange</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Mar 09, 2015</td>
<td>150,000</td>
<td>Mar 10, 2015</td>
</tr>
<tr>
<td>2</td>
<td>Mar 10, 2015</td>
<td>300,000</td>
<td>Mar 10, 2015</td>
</tr>
<tr>
<td>3</td>
<td>Mar 11, 2015</td>
<td>450,000</td>
<td>Mar 11, 2015</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>900,000</td>
<td></td>
</tr>
</tbody>
</table>

Place: New Delhi  
Date: March 25, 2015
Date: March 25, 2015

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

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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) Regulations, 1992

Dear Sir(s),

This refers to my earlier letters and filing of Form(s) ‘D’ informing exercise of 900,000 stock options of the Company as per following details:

<table>
<thead>
<tr>
<th>S.No</th>
<th>Date of Exercise of Stock Options</th>
<th>No. of stock options exercised</th>
<th>Date of intimation and filing of Form D to stock exchange(s)</th>
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<tr>
<td>1.</td>
<td>March 09, 2015</td>
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<td>March 10, 2015</td>
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<tr>
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<td>300,000</td>
<td>March 10, 2015</td>
</tr>
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<td>3.</td>
<td>March 11, 2015</td>
<td>450,000</td>
<td>March 11, 2015</td>
</tr>
<tr>
<td></td>
<td>Total</td>
<td>900,000</td>
<td></td>
</tr>
</tbody>
</table>

Please note that the Company has allotted the 900,000 equity shares of the Company against exercise of abovementioned stock options on March 23, 2015, which have been credited in my account on March 25, 2015.

In view of the above, please find enclosed herewith disclosure under Regulation 13(4) of SEBI (Prohibition of Insider Trading) Regulations, 1992 w.r.t. allotment of equity shares of Bharti Infratel Limited.

Please take the same on record.

Thanking you,
Yours faithfully,

Akhil Gupta
Chairman,
Bharti Infratel Limited

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>Buy Value (in Rs.)</th>
<th>Sell Quantity</th>
<th>Sell Value (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Akhil Gupta (Chairman) PAN: AJ37PCG419GJ</td>
<td>2,175,000 (0.1149%)</td>
<td>March 25, 2015</td>
<td>March 25, 2015</td>
<td>Exercise of 900,000 equity shares under ESOP Scheme 2008 of the Company (Note)</td>
<td>2,175,000 (0.1149%)</td>
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<td>Not Applicable</td>
<td>900,000 (Note)</td>
<td>178,204,420.00</td>
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Note:

Please note that in respect of exercise of 900,000 stock options, I have already filed Form(s) D with the stock exchanges as per details giving hereunder. Since the Company has allotted 900,000 equity shares on March 23, 2015, which have been credited in my account on March 25, 2015, this Form D is being filed in compliance of Regulation 13(4) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

Effectively, there is no change in my shareholding in the Company.

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Place: New Delhi
Date: March 25, 2015

Akhil Gupta
Chairman
Bharti Infratel Limited