Date: February 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 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

[Signature]

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/purchase/Sale/voting rights etc.)</th>
<th>Date of intimation to the Company</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. Akhil Gupta, Chairman, PAN: AADPG4190J</td>
<td>1,575,000 (0.0832%) (Note 1)</td>
<td>Feb 23, 2015</td>
<td>Feb 23, 2015</td>
<td>Exercise of 125,000 equity shares under ESOP Scheme 2008 of the Company (Note 2)</td>
<td>Feb 23, 2015</td>
<td>1,700,000 (0.0899%) (Note 3)</td>
<td>NA</td>
<td>NA</td>
<td>125,000</td>
<td>24,625,063.00</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
<td>1,700,000 (0.0899%) (Note 3)</td>
<td>Feb 23, 2015</td>
<td>Feb 23, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>Feb 23, 2015</td>
<td>1,580,000 (0.0835%) (Note 3)</td>
<td>My money Securities 22900/120229000/0097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>120,000</td>
<td>43,948,800.00</td>
</tr>
<tr>
<td></td>
<td>1,580,000 (0.0835%) (Note 3)</td>
<td>Feb 24, 2015</td>
<td>Feb 24, 2015</td>
<td>Exercise of 275,000 equity shares under ESOP Scheme 2008 of the Company (Note 4)</td>
<td>Feb 24, 2015</td>
<td>1,855,000 (0.0981%) (Note 5)</td>
<td>NA</td>
<td>NA</td>
<td>275,000</td>
<td>54,154,575.00</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td></td>
<td>1,855,000 (0.0981%) (Note 5)</td>
<td>Feb 24, 2015</td>
<td>Feb 25, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>Feb 25, 2015</td>
<td>1,625,000 (0.0859%) (Note 5)</td>
<td>My money Securities 22900/120229000/0097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>230,000</td>
<td>84,377,800.00</td>
</tr>
</tbody>
</table>

**Notes:**

1) This includes 325,000 and 200,000 stock options exercised on February 16, 2015 and on February 19, 2015 respectively which are under process and will be allotted in due course.

2) 125,000 stock options have been exercised under ESOP Scheme 2008 on February 23, 2015 which are under process and will be allotted in due course.

3) This includes 325,000 shares, 200,000 shares and 125,000 shares which will be allotted against exercise of stock options as per Note 1 & 2 above.

4) 275,000 stock options have been exercised under ESOP Scheme 2008 on February 24, 2015 which are under process and will be allotted in due course.

5) This includes 325,000 shares, 200,000 shares, 125,000 shares and 275,000 shares which will be allotted against exercise of stock options as per Note 3 & 4 above.

For Bharti Infratel Limited

[Signature]

Anupam Garg
Company Secretary
February 25, 2015
Date: February 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: 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 325,000 and 200,000 stock options exercised on February 16, 2015 and February 19, 2015 respectively, against which shares are yet to be allotted)</td>
<td>1,575,000</td>
</tr>
<tr>
<td>Add: Exercise of stock options on February 23, 2015 (shares are yet to be allotted)</td>
<td>125,000</td>
</tr>
<tr>
<td>Less: Shares sold on February 23, 2015 on Stock Exchange</td>
<td>120,000</td>
</tr>
<tr>
<td>Add: Exercise of stock options on February 24, 2015 (shares are yet to be allotted)</td>
<td>275,000</td>
</tr>
<tr>
<td>Less: Shares sold on February 24, 2015 on Stock Exchange</td>
<td>230,000</td>
</tr>
<tr>
<td>Balance</td>
<td>1,625,000</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 350,000 equity shares (120,000 equity shares on February 23, 2015 and 230,000 equity shares on February 24, 2015) of Bharti Infratel Limited.

Further, I confirm that in respect of 400,000 stock options exercised (125,000 stock options on February 23, 2015 and 275,000 stock options on February 24, 2015) 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>
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<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. Ashil Gupta (Chairman), PAN: AADPG4180J</td>
<td>1,575,000 (0.0832%) (Note 1)</td>
<td>Feb 23, 2015</td>
<td>Feb 23, 2015</td>
<td>Exercise of 125,000 equity shares under ESOP Scheme 2008 of the Company (Note 2)</td>
<td>1,700,000 (0.089%) (Note 3)</td>
<td>NA</td>
<td>NA</td>
<td>125,000</td>
<td>24,625,063.00</td>
<td>NA</td>
<td>NA</td>
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<td>1,700,000 (0.0899%) (Note 3)</td>
<td>Feb 23, 2015</td>
<td>Feb 23, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>1,580,000 (0.083%) (Note 3)</td>
<td>My money Securities 22900/120229000 0097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>120,000</td>
<td>43,948,800.00</td>
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<td>1,580,000 (0.0835%) (Note 3)</td>
<td>Feb 24, 2015</td>
<td>Feb 24, 2015</td>
<td>Exercise of 275,000 equity shares under ESOP Scheme 2008 of the Company (Note 4)</td>
<td>1,865,000 (0.0981%) (Note 5)</td>
<td>NA</td>
<td>NA</td>
<td>275,000</td>
<td>54,154,575.00</td>
<td>NA</td>
<td>NA</td>
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<td>1,855,000 (0.0981%) (Note 5)</td>
<td>Feb 24, 2015</td>
<td>Feb 25, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>1,825,000 (0.089%) (Note 5)</td>
<td>My money Securities 22900/120229000 0097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>230,000</td>
<td>84,377,800.00</td>
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**Notes:**

1) This includes 325,000 and 200,000 stock options exercised on February 16, 2015 and on February 19, 2015 respectively which are under process and will be allotted in due course.

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5) This includes 325,000 shares, 200,000 shares, 125,000 shares and 275,000 shares which will be allotted against exercise of stock options as per Note 3 & 4 above.

Akhil Gupta
Chairman
Bharti Infratel Limited
February 25, 2015