Date: January 02, 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.
**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/stock options held by the Director/Officer</th>
<th>Date of receipt of allotment advice/ acquisition/sale of shares/stock options held</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/ stock options)</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>Mr. Akhil Gupta (Chairman), PAN: AADPG4319U</td>
<td>1,350,000 (0.0714%) (Note 1)</td>
<td>Dec 31, 2014</td>
<td>Dec 31, 2014</td>
<td>Exercise of 250,000 equity shares under ESOP Scheme 2008 of the Company (Note 2)</td>
<td>1,650,000 (0.0946%) (Note 3)</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>250,000</td>
<td>46,180,830.00</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
<tr>
<td></td>
<td>1,500,000 (0.0946%) (Note 3)</td>
<td>Dec 31, 2014</td>
<td>Dec 31, 2014</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>1,450,000 (0.0767%) (Note 3)</td>
<td>My money Securities 229011202290000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>150,000</td>
<td>51,00,00,00</td>
</tr>
<tr>
<td></td>
<td>1,450,000 (0.0767%) (Note 3)</td>
<td>Jan 01, 2015</td>
<td>Jan 01, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>1,455,000 (0.0764%) (Note 3)</td>
<td>My money Securities 2290112022900000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>5,000</td>
<td>1,70,00,00</td>
</tr>
<tr>
<td></td>
<td>1,445,000 (0.0764%) (Note 3)</td>
<td>Jan 02, 2015</td>
<td>Jan 02, 2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>1,345,000 (0.0711%) (Note 3)</td>
<td>My money Securities 2290112022900000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>100,000</td>
<td>33,77,50,00</td>
</tr>
<tr>
<td></td>
<td>1,345,000 (0.0711%) (Note 3)</td>
<td>Jan 02, 2015</td>
<td>Jan 02, 2015</td>
<td>Exercise of 55,000 equity shares under ESOP Scheme 2008 of the Company (Note 4)</td>
<td>1,400,000 (0.0741%) (Note 5)</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>55,000</td>
<td>10,270,454.00</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

**Notes:**

1) This includes 400,000 stock options, 150,000 stock options and 135,571 stock options exercised on December 19, 2014, on December 24, 2014 and on December 29, 2014 respectively which are under process and will be allotted in due course.

2) 250,000 stock options have been exercised on December 31, 2014 which are under process and will be allotted in due course.

3) This includes 400,000 shares, 150,000 shares, 135,571 shares and 250,000 shares which will be allotted against exercise of stock options as per Note no. 1 & 2 above.

4) 55,000 stock options have been exercised on January 02, 2015 which are under process and will be allotted in due course.

5) This includes 400,000 shares, 150,000 shares, 135,571 shares, 250,000 shares and 55,000 shares which will be allotted against exercise of stock options as per Note no. 1, 2 and 4 above.

**Place:** New Delhi

**Date:** January 02, 2015

For Bharti Infratel Limited

[Signature]

[Company Secretary]
Date: January 02, 2015

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
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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 400,000 stock options exercised on December 19, 2014, 150,000 stock options exercised on December 24, 2014 and 135,571 stock options exercised on December 29, 2014 against which shares are yet to be allotted)</td>
<td>1,350,000</td>
</tr>
<tr>
<td>Add : Exercise of stock options on December 31, 2014 (shares are yet to be allotted)</td>
<td>250,000</td>
</tr>
<tr>
<td>Less: Shares sold on December 31, 2014 on Stock Exchange</td>
<td>150,000</td>
</tr>
<tr>
<td>Less: Shares sold on January 01, 2015 on Stock Exchange</td>
<td>5,000</td>
</tr>
<tr>
<td>Less: Shares sold on January 02, 2015 on Stock Exchange</td>
<td>100,000</td>
</tr>
<tr>
<td>Add : Exercise of stock options on January 02, 2015 (shares are yet to be allotted)</td>
<td>55,000</td>
</tr>
<tr>
<td><strong>Balance</strong></td>
<td><strong>1,400,000</strong></td>
</tr>
</tbody>
</table>

In this regard, please find enclosed herewith disclosure under Regulation 13(4) of SEBI (Prohibition of Insider Trading) Regulation, 1992 w.r.t. sale of 150,000 equity shares on December 31, 2014, 5,000 equity shares on January 01, 2015 and 100,000 equity shares on January 02, 2015 of Bharti Infratel Limited.

Further, I confirm that in respect of 250,000 stock options and 55,000 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

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>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 or rights/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 (in Rs.)</th>
<th>Sell Quantity</th>
<th>Sell Value (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Abhii Gupta (Chairman), PAN: AADPG4190J</td>
<td>1,350,000 (0.0711%) (Note 3)</td>
<td>Jan 02, 2015</td>
<td>Jan 02, 2015</td>
<td>1,345,000 (0.0711%) (Note 3)</td>
<td>Not Applicable</td>
<td>NSE</td>
<td>NA</td>
<td>10,270,454.00</td>
<td>Not Applicable</td>
<td>55,000</td>
<td>Not Applicable</td>
</tr>
<tr>
<td></td>
<td>1,450,000 (0.0741%) (Note 3)</td>
<td>Jan 02, 2015</td>
<td>Jan 02, 2015</td>
<td>1,400,000 (0.0741%) (Note 5)</td>
<td>Not Applicable</td>
<td>NSE</td>
<td>NA</td>
<td>10,270,454.00</td>
<td>Not Applicable</td>
<td>55,000</td>
<td>Not Applicable</td>
</tr>
<tr>
<td></td>
<td>1,450,000 (0.0741%) (Note 3)</td>
<td>Jan 01, 2015</td>
<td>Jan 01, 2015</td>
<td>1,450,000 (0.0741%) (Note 3)</td>
<td>Not Applicable</td>
<td>NSE</td>
<td>NA</td>
<td>10,270,454.00</td>
<td>Not Applicable</td>
<td>55,000</td>
<td>Not Applicable</td>
</tr>
<tr>
<td></td>
<td>1,600,000 (0.0846%) (Note 3)</td>
<td>Jan 01, 2015</td>
<td>Jan 01, 2015</td>
<td>1,600,000 (0.0846%) (Note 3)</td>
<td>Not Applicable</td>
<td>NSE</td>
<td>NA</td>
<td>15,000</td>
<td>Not Applicable</td>
<td>100,000</td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

**Notes:**

1) This includes 400,000 stock options, 150,000 stock options and 135,571 stock options exercised on December 19, 2014, on December 24, 2014 and on December 29, 2014 respectively which are under process and will be allotted in due course.

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4) 55,000 stock options have been exercised on January 02, 2015 which are under process and will be allotted in due course.

5) This includes 150,000 shares, 135,571 shares, 250,000 shares and 55,000 shares which will be allotted against exercise of stock options as per Note no. 1, 2 and 4 above.

Place : New Delhi
Date : January 02, 2015

[Signature]
Abhii Gupta
Chairman
Bharti Infratel Limited