Date: February 18, 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]

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/pref/individual 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</th>
<th>Sell Quantity</th>
<th>Sell Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Akhil Gupta (Chairman), PAN: AADPG4190J</td>
<td>1,400,000 (0.0740%)</td>
<td>16/02/2015</td>
<td>16/02/2015</td>
<td>Exercise of 325,000 equity shares under ESOP Scheme 2008 of the Company (Note 1)</td>
<td>1,725,000 (0.0911%) (Note 2)</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>325,000</td>
<td>63,912,488.00</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
<tr>
<td></td>
<td>1,725,000 (0.0911%) (Note 2)</td>
<td>16/02/2015</td>
<td>16/02/2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>1,519,950 (0.0803%) (Note 2)</td>
<td>My money Securities 22960/1202290000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>205,050</td>
<td>76,032,540.00</td>
</tr>
<tr>
<td></td>
<td>1,519,950 (0.0803%) (Note 2)</td>
<td>18/02/2015</td>
<td>18/02/2015</td>
<td>Sale of Equity Shares (Market sale)</td>
<td>1,475,000 (0.0780%) (Note 2)</td>
<td>My money Securities 22960/1202290000097435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
<td>44,950</td>
<td>16,361,800.00</td>
</tr>
</tbody>
</table>

**Notes:**

1) 325,000 shares have been exercised under ESOP Scheme 2008 on February 16, 2015, which are under process and will be allotted in due course.

2) This includes 325,000 shares which will be allotted against exercise of stock options on February 16, 2015 as per Note 1 above.

Place: New Delhi
Date: 18/02/2015

[Signature]

**Bharti Infratel Limited**

[Stamp]
Date: February 18, 2015

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
mumbai-400001
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Email ID: cmilist@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 from 1,400,000 equity shares to 1,475,000 equity shares as under:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>No. of Equity Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Opening Balance</td>
<td>1,400,000</td>
</tr>
<tr>
<td>Add: Exercise of stock options on February 16, 2015</td>
<td>325,000</td>
</tr>
<tr>
<td>Less: Shares sold on February 16, 2015 on Stock Exchange</td>
<td>205,050</td>
</tr>
<tr>
<td>Less: Shares sold on February 18, 2015 on Stock Exchange</td>
<td>44,950</td>
</tr>
<tr>
<td>Balance</td>
<td>1,475,000</td>
</tr>
</tbody>
</table>

In this regard, please find enclosed disclosure under Regulation 13(4) of SEBI (Prohibition of Insider Trading) Regulation, 1992 wrt. sale of 250,000 equity shares (205,050 equity shares on February 16, 2015 and 44,950 equity shares on February 18, 2015) of Bharti Infratel Limited.

Further, I confirm that in respect of 325,000 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,

\[Signature\]

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
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<th>No. &amp; % of shares/purchased/sale of voting rights</th>
<th>Trading member through whom the trade was executed</th>
<th>Exchange on which the trade was executed</th>
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<td>Sale of Equity Shares (Market sale)</td>
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<td>My money Securities 22900/120229000009 7435</td>
<td>NSE</td>
<td>NA</td>
<td>NA</td>
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**Notes:**
1. 325,000 shares have been exercised under ESOP Scheme 2008 on February 16, 2015, which are under process and will be allotted in due course.
2. This includes 325,000 shares which will be allotted against exercise of stock options on February 16, 2015 as per Note 1 above.

**Place:** New Delhi  
**Date:** 18/02/2015

Akhi Gupta  
Chairman  
Bharti Infratel Limited

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**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