(For Equity Shareholders holding shares in DEMATERIALISED form)

Tender Form

BUY-BACK OPENS ON Tuesday, July 12, 2016
BUY-BACK CLOSES ON Monday, July 25, 2016

For Registrar use

<table>
<thead>
<tr>
<th>Inward No.</th>
<th>Date</th>
<th>Stamp</th>
</tr>
</thead>
</table>

Status (please tick appropriate box)

- [ ] Individual
- [ ] Foreign Co.
- [ ] Body Corporate
- [ ] VCF
- [ ] FII
- [ ] NRI / OCB
- [ ] Bank / FI
- [ ] Partnership / LLP
- [ ] Insurance Co.
- [ ] FVIC
- [ ] Pension / PF
- [ ] Others (specify)

India Tax Residency Status: Please tick appropriate box

- [ ] Resident in India
- [ ] Non-Resident in India
- [ ] Resident of __________________________

(Shareholder to fill the country of residence)

To,

Board of Directors

Bharti Infratel Limited

Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase II, New Delhi – 110 070

Dear Sirs,

Sub: Buy-back of up to 4,70,58,823 Equity Shares of Bharti Infratel Limited (the “Company”) at a price of Rs. 425/- (Rupees Four Hundred and Twenty Five Only) Per Equity Share (the “Buy-back Price”) payable in cash

1. I / We (having read and understood the Letter of Offer issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buy-back on the terms and conditions set out below and in the Letter of Offer.

2. Details of Equity Shares held and tendered / offered for Buy-back:

<table>
<thead>
<tr>
<th>In figures</th>
<th>In words</th>
</tr>
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<tbody>
<tr>
<td>Equity Shares held as on Record Date (June 16, 2016)</td>
<td></td>
</tr>
</tbody>
</table>

Equity Shares entitled for Buy-back (Buy-back Entitlement)

Number of Equity Shares Offered for Buy-back

Note: An Eligible Person may tender Equity Shares over and above his / her Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Person up to the Buy-back Entitlement of such Eligible Person shall be accepted to the full extent. The Equity Shares tendered by any Eligible Person over and above the Buy-back Entitlement of such Eligible Person shall be accepted in accordance with Section 19 of the Letter of Offer. Equity Shares tendered by any Shareholder / over and above the number of Equity Shares held by such Shareholder / as on the Record Date shall not be considered for the purpose of Acceptance.

3. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)

- [ ] NSDL
- [ ] CDSL

Name of the Depository Participant:

DP ID No:

Client ID:

4. I / We authorize the Company to Buy-back the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to extinguish the Equity Shares.

5. I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buy-back by me / us are free from all liens, equitable interest, charges and encumbrance.

6. I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back and that I / We am / are legally entitled to tender the Equity Shares for Buy-back.

7. I / We agree that the Company will pay the Buy-back Price as per the Stock Exchange mechanism.
8. I / We agree to receive, at my own risk, the invalid / unaccepted Equity Shares under the Buy-back Offer in the demat account from where I / We have tendered the Equity Shares in the Buy-back. In case, if for any reason the Equity Shares cannot be credited to the above demat account, I / We agree to receive a single share certificate for the unaccepted Equity Shares in physical form.

9. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act and the Buy-back Regulations.

10. I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.

11. Equity Shareholders Details:

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<thead>
<tr>
<th></th>
<th>1st / Sole holder</th>
<th>Joint Holder 1</th>
<th>Joint Holder 2</th>
<th>Joint Holder 3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Name(s)</td>
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<tr>
<td>PAN</td>
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<tr>
<td>Address of the 1st / sole holder</td>
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<tr>
<td>Telephone of 1st / sole holder</td>
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<td>e-mail id of 1st / sole holder</td>
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<tr>
<td>Signature(s) *</td>
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*Corporate must also affix rubber stamp and sign

**INSTRUCTIONS**

1. This Offer will open on July 12, 2016 and close on July 25, 2016.

2. This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

3. Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buy-back would have to do so through their respective Shareholder Broker by indicating the details of Equity Shares they intend to tender under the Buy-back offer.

4. Shareholders should submit (by registered post / courier / hand deliver) their duly filled Tender Form to the Registrar to the Buy-back Offer (as mentioned in section 18 of the Letter of Offer) only post placing the bid via the Shareholder Broker.

5. The Buy-back shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.

6. The Equity Shares in the Offer shall be rejected if the tenderer is not a Shareholder of the Company as on the Record date, if there is a name mismatch in the demat account of the Shareholder or if the Eligible person had made a duplicate bid.

7. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buy-back as may be decided by the Company / Registrar to the Buy-back, in accordance with the Buy-back Regulations.

8. Eligible Persons to whom the Offer is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their Buy-back Entitlement, but not exceeding their holding as on Record Date.

9. All documents sent by Eligible Persons will be at their own risk. Eligible Persons are advised to safeguard adequately their interests in this regard.

10. By agreeing to participate in the Buy-back the NR and NRI Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.