Tender Form

(For Equity Shareholders holding shares in PHYSICAL form)

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

For Registrar

<table>
<thead>
<tr>
<th>Inward No.</th>
<th>Date</th>
<th>Stamp</th>
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Status (please tick appropriate box)

- Individual
- FII
- Insurance Co.
- Foreign Co.
- NRI / OCB
- FVCI
- Body Corporate
- Bank / FI
- Pension / PF
- VCF
- Partnership / LLP
- 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>
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<tbody>
<tr>
<td>Equity Shares held as on Record Date</td>
<td></td>
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<tr>
<td>Equity Shares entitled for Buy-back (Buy-back Entitlement)</td>
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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. I / We authorize the Company to Buy-back the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.

4. 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.

5. 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.

6. I / We agree that the Company is not obliged to accept any Equity Shares offered for Buy-back where loss of share certificates has been notified to the Company.

7. I / We agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid as per SEBI notified Stock Exchange mechanism.

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

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 authorize the Company to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back.

11. Details of Share Certificate(s) enclosed:

<table>
<thead>
<tr>
<th>Serial</th>
<th>Folio No.</th>
<th>Share Certificate No.</th>
<th>Distinctive Nos.</th>
<th>No. of Shares</th>
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<tbody>
<tr>
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<td>From</td>
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In case the number of folios and share certificates enclosed exceed 3 nos., please attach a separate sheet giving details in the same format as above.

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12. Details of other Documents (duly attested) (Please √ as appropriate, if applicable) enclosed:

- [ ] Power of Attorney
- [ ] Previous RBI approvals, if any, for acquiring the Equity Shares of Bharti Infratel Limited hereby tendered in the Offer
- [ ] Death Certificate
- [ ] Succession Certificate
- [ ] Self-attested copy of PAN
- [ ] Corporate authorisations
- [ ] Others (please specify)

13. Equity Shareholders Details:

<table>
<thead>
<tr>
<th>Full Name(s)</th>
<th>1st / Sole holder</th>
<th>Joint Holder 1</th>
<th>Joint Holder 2</th>
<th>Joint Holder 3</th>
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<th>Address of the 1st / sole holder</th>
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<table>
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<tr>
<th>Telephone of 1st / sole holder</th>
<th>e-mail id of 1st / sole holder</th>
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Signature(s) *

*Corporate must also affix rubber stamp and sign

Applicable for all Non-resident Shareholders- I / We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me / us.

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. Eligible Persons who wish to tender their Equity Shares in response to this Buy-back Offer should submit the following documents to their Shareholder Broker who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the RTA / may submit the requisite documents directly to the RTA; the documents should be sent to the RTA only after the placement of a valid bid; non-receipt of the below mentioned documents by the RTA till July 27, 2016 by 5:00 p.m. shall result in the rejection of the tendered Equity Shares:

   i. The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
   ii. Original share certificates
   iii. Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company
   iv. Self-attested copy of the Shareholder’s PAN Card
   v. Any other relevant documents such as (but not limited to):
      - Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form;
      - Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased;
      - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies;
   vi. In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

4. Eligible Persons to whom the Buy-back 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 the number of Equity Shares held by them as on Record Date.

5. All documents / remittances sent by or to Eligible Persons / Shareholder Broker will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.

6. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the Equity Shares will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others:
   a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company;
   b) Non-submission of Notarized copy of death certificate / succession certificate / probated/Will, as applicable in case any Eligible Person has deceased;
   c) If the Eligible Person(s) bid the Equity Shares but the Registrar does not receive the share certificate; or
   d) In case the signature in the Tender Form and Form SH-4 doesn’t match as per the specimen signature recorded with Company / Registrar.

7. 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.