



April 14, 2021

**National Stock Exchange of India Limited**

Exchange Plaza, C-1 Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051, India

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400001, India

**Ref: Bharti Airtel Limited (BHARTIARTL/ 532454)**

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Approval of Composite Scheme of Arrangement**

Dear Sir/ Ma'am,

Further to our communication dated April 14, 2021 and in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of directors of Bharti Airtel limited, in its meeting held on Wednesday, April 14, 2021, has approved the Composite scheme of arrangement between Bharti Airtel Limited, Nettle Infrastructure Investments Limited, Airtel Digital Limited, Telesonic Networks Limited and Airtel Limited and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") for:

- (a) Amalgamation of Nettle Infrastructure Investments Limited, Airtel Digital Limited and Telesonic Networks Limited, wholly-owned subsidiaries with and into Bharti Airtel Limited; and
- (b) Demerger of the Telecom Business Undertaking of Bharti Airtel Limited and vesting of the same with Airtel Limited, its wholly-owned subsidiary on a going concern basis subsequent to the completion of the aforesaid amalgamations.

The details as required to be disclosed under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated September 9, 2015, are enclosed 'Annexure A'.

Kindly take the above information on record.

Thanking you,  
Sincerely yours,

**For Bharti Airtel Limited**

**Rohit Krishan Puri**  
**Dy. Company Secretary & Compliance Officer**

**Bharti Airtel Limited**

(a Bharti Enterprise)

**Regd. Office:** Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram – 122015, India  
**Corporate Office:** Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India  
T.: +91-124-4222222, F.: +91-124-4248063, Email id: [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in), [www.airtel.com](http://www.airtel.com)  
**CIN: L74899DL1995PLC070609 (Old)**



**Annexure A**

**Details as required to be disclosed under Regulation 30 read with SEBI Circular dated September 09, 2015**

**(a) Amalgamation of Nettle Infrastructure Investments Limited ('Nettle'), Airtel Digital Limited ('Airtel Digital') and Telesonic Networks Limited ('Telesonic') with and into Bharti Airtel Limited:**

S.No.	Particulars	Details
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p><b>Name of entities:</b> Nettle Infrastructure Investments Limited, Airtel Digital Limited and Telesonic Networks Limited, wholly-owned subsidiaries of the Company.</p> <p><b>Revenue as on March 31, 2020:</b> <u>Nettle:</u> INR 5,127 million</p> <p><u>Telesonic:</u> INR 17,955 million</p> <p><u>Airtel Digital:</u> INR 5,466 million</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Nettle, Airtel Digital and Telesonic are the wholly owned subsidiaries of Bharti Airtel Limited and therefore, provisions w.r.t. the related party transactions are not applicable for amalgamation of Nettle, Airtel Digital and Telesonic with Bharti Airtel Limited.
3.	Area of business of the entity(ies)	<p><u>Nettle Infrastructure Investments Limited:</u> Promoting, establishing and funding companies engaged in the business of providing telecom services and other companies engaged in the activities ancillary to the telecom industry.</p> <p><u>Telesonic Networks Limited:</u> Designing, planning, deploying, optimizing and managing broadband and fixed telephone networks across India. Telesonic also holds a registration certificate for infrastructure provider category-I (IP-I) and is engaged in the business relating to optical fiber cable (including underground and over ground cables).</p> <p><u>Airtel Digital Limited:</u> Procurement, aggregation and provision of content services to its B2B and B2C customers and also in the provision of OTT services which include 'Airtel Thanks' app for self-care, 'Airtel Xstream' app for video, 'Wynk Music' for entertainment and 'Airtel BlueJeans' for video conferencing.</p>

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4.	Rationale for amalgamation/ merger	As detailed in the press release dated April 14, 2021 issued in this regard.
5.	In case of cash consideration – amount or otherwise share exchange ratio	Not Applicable since it is an amalgamation of wholly-owned subsidiaries with Bharti Airtel Limited.
6.	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the shareholding pattern of Bharti Airtel Limited pursuant to the amalgamation of Nettle, Airtel Digital and Telesonic with and into Bharti Airtel Limited.

**(b) Demerger of the Telecom Business Undertaking of the Demerged Company and vesting of the same with the Resulting Company, on a going concern basis:**

S.No.	Particulars	Details
1.	Brief details of the division(s) to be demerged	Telecom Business undertaking of Bharti Airtel Limited as defined in the Scheme.
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	<p><u>Turnover of Telecom Business as on December 31, 2020:</u> INR 483,366 million</p> <p><u>Percentage to the total turnover of Bharti Airtel Limited as on December 31, 2020:</u> 98.5%</p>
3.	Rationale for demerger	As detailed in the press release dated April 14, 2021 issued in this regard.
4.	In case of cash consideration – amount or otherwise share exchange ratio	As specified in detail in the Scheme being filed with the Stock Exchanges, BSE Limited and National Stock Exchange of India Limited.
5.	Brief details of change in shareholding pattern (if any) of all entities	
6.	Whether listing would be sought for the resulting entity	
		The demerger of Telecom Business undertaking of Bharti Airtel Limited and vesting of the same with Airtel Limited, its wholly-owned subsidiary, is a part of new corporate structure as announced by the Company through press release dated April 14, 2021.

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