



January 04, 2022

National Stock Exchange of India Limited

Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051, India
Symbol: BHARTIARTL/ AIRTELPP

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001, India
Scrip Code: 532454/ 890157

Ref: Bharti Airtel Limited (BHARTIARTL/ 532454)

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Composite Scheme of arrangement

Dear Sir/ Ma'am,

Further to our intimations dated April 14, 2021 and in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we enclose following in reference to the meeting of Board of Directors of the Company held today i.e. Tuesday, January 04, 2022:

- a) Statement being issued by the Company w.r.t. update on the scheme of arrangement for new corporate structure. **(Annexure A)**
- b) Details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular dated September 9, 2015. **(Annexure B)**

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
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CIN: L74899HR1995PLC095967



Annexure A

New Delhi, January 04, 2022

Statement from Airtel: Update on the scheme of arrangement for new corporate structure

The seminal telecom sector reforms package announced by the Government of India has significantly boosted the outlook and investor confidence for the industry while simplifying the license framework. With a strong balance sheet and 5G ready network, Bharti Airtel (“Airtel”; “Company”) is well positioned to invest aggressively in the emerging growth opportunities offered by India’s digital economy.

The Board of Directors (“Board”) of Airtel is of the view that the existing corporate structure of the Company is, therefore, optimal for leveraging these emerging opportunities and unlocking value while continuing to scale up Airtel’s digital businesses. Therefore, the scheme of arrangement for the new corporate structure announced on April 14, 2021 stands withdrawn.

Under a modified scheme, the Company, as previously approved by the Board, will merge its wholly owned subsidiary Telesonic Networks Limited, resulting in consolidation of its fiber assets into Airtel. In addition, Nettle Infrastructure Investments Limited will also be merged with Airtel. As announced earlier, the Company will pursue its plan to eventually fold the DTH business (Bharti Telemedia) into Airtel to move towards the NDCP vision of converged services to customers.

The Company’s businesses continue to be categorised under four key verticals - India, Digital, International and Infrastructure.

About Airtel

Headquartered in India, Airtel is a global communications solutions provider with over 480 Mn customers in 17 countries across South Asia and Africa. The company ranks amongst the top three mobile operators globally and its networks cover over two billion people. Airtel is India’s largest integrated communications solutions provider and the second largest mobile operator in Africa. Airtel’s retail portfolio includes high speed 4G/4.5G mobile broadband, Airtel Xstream Fiber that promises speeds up to 1 Gbps with convergence across linear and on-demand entertainment, streaming services spanning music and video, digital payments and financial services. For enterprise customers, Airtel offers a gamut of solutions that includes secure connectivity, cloud and data centre services, cyber security, IoT, Ad Tech and cloud based communication. For more details visit www.airtel.com

Details w.r.t. revised Scheme as required to be disclosed under Regulation 30 read with SEBI Circular dated September 09, 2015

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>Name of entities forming part of amalgamation: Nettle Infrastructure Investments Limited (Nettle) Telesonic Networks Limited (Telesonic) Bharti Airtel Limited</p> <p>Revenue as on March 31, 2021: <u>Nettle:</u> INR 11,336 million <u>Telesonic:</u> INR 21,030 million</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Nettle and Telesonic are the wholly-owned subsidiaries of the Company and therefore, provisions w.r.t. the related party transactions are not applicable for amalgamation of Nettle and Telesonic with the Company.
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>
4.	Rationale for amalgamation/ merger	<p>The amalgamations under the revised Scheme shall result in:</p> <ul style="list-style-type: none"> a) Consolidation of the entire operations of the Nette and Telesonic into the Company; b) Simplification the group structure by aligning the interest of various stakeholders into the Company; c) cost reduction, retaining talent, optimization of support functions, efficiencies and productivity gains by pooling the resources of the Company and Nettle and Telesonic; and d) significant contribution to future growth and maximizing shareholders value. <p>Further, the amalgamation of Telesonic into the Company would consolidate all fibre assets (owned and leased) of Telesonic in a single entity and position the Company well to effectively leverage</p>

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S.No.	Particulars	Details
		such core infrastructure required across multiple businesses/ legal entities thereby delivering greater shareholder value.
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 the Company (Bharti Airtel Limited) pursuant to the amalgamation of Nettle and Telesonic with and into the Company.

For Bharti Airtel Limited

Rohit Krishan Puri

Dy. Company Secretary & Compliance Officer



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