

Annexure XI**Brief particulars of Bharti Airtel Limited and Telenor (India) Communications Private Limited**

Particulars	Bharti Airtel Limited (Transferee Company)	Telenor (India) Communications Private Limited (Transferor Company)
Name of the company	Bharti Airtel Limited	Telenor (India) Communications Private Limited
Date of Incorporation & details of name changes, if any	Date of Incorporation: July 07, 1995 as Bharti Tele- Ventures Limited Details of name change: With effect from April 24, 2006 name of Bharti Tele-Ventures Limited changed to Bharti Airtel Limited	Date of Incorporation: February 24, 2012 as Telewings Communications Services Private Limited Details of name change: With effect from August 21, 2015 name of Telewings Communications Services Private Limited changed to Telenor (India) Communications Private Limited
Registered Office	Bharti Crescent, 1 , Nelson Mandela Road, Vasant Kunj, Phase – II, New Delhi - 110070, India	DBS Business Centre, First Floor, World Trade Tower, Barakhamba Lane, Connaught Place, New Delhi- 110001, India
Brief particulars of the scheme	The Brief particulars of the Scheme are as under: <ol style="list-style-type: none">1. The Scheme provides for merger of Telenor with the Company;2. "Appointed Date" shall be the Effective Date;3. Consideration - 5 (five) fully paid-up equity shares of face value of Rs. 5/- (rupees five only) of Bharti Airtel Limited to be issued to the shareholder of the Telenor under this Scheme;4. Upon the proposed merger becoming effective, all assets, liabilities, contracts, rights, obligations etc. of Telenor as at the effective date shall stand transferred to Airtel; and5. Upon Scheme coming into effect, Telenor shall stand dissolved without any further act or deed.	



Bharti Airtel Limited
(a Bharti Enterprise)

Regd. & Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070
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Rationale for the scheme	<p>The rationale for the Scheme of amalgamation of the Transferor Company into the Transferee Company is, <i>inter alia</i>, as follows:</p> <ol style="list-style-type: none"> 1. consolidate the telecom business of the Transferor Company with the Transferee Company; 2. further expansion of the Transferee Company's business into the growing markets of India; 3. availability of increased resources and assets for the Transferee Company which can be utilized for strengthening customer base and servicing existing as well as new customers innovatively and efficiently; 4. building a strong infrastructural capability to effectively meet future challenges in the ever-evolving telecom business and a strategic fit for serving existing market; and 5. leading to increased competitive strength and efficiencies for the Transferee Company. 	
Date of resolution passed by the Board of Director of the company approving the scheme	March 04, 2017	February 23, 2017
Date of meeting of the Audit Committee in which the draft scheme has been approved	March 03, 2017	Not applicable
Appointed Date	<p>Appointed Date means the Effective Date*</p> <p>*Effective Date means the date that occurs upon the expiry of 5 (five) Business Days from the later of: (a) the date on which the certified copy of the NCLT's order sanctioning this Scheme is filed by the Companies with the concerned Registrar of Companies; or (b) the fulfillment of the last of the conditions precedent as set out in the Implementation Agreement and delivery of the CP Completion Notice, as stated thereunder.</p>	
Name of Exchanges where securities of the company are listed	BSE Limited and National Stock Exchange of India Limited	Not applicable
Nature of Business	Telecommunication Services	Telecommunication Services
Capital before the scheme (Paid up)	Rs. 19,987,000,510/- divided into 3,997,400,102 Equity shares of Rs. 5/- each.	Rs. 19,230,769,230/- divided into 1,923,076,923 Equity Shares of Rs 10/- each.
No. of shares to be issued	5 (five) fully paid-up Equity shares of face value Rs. 5/- (rupees five only) of the Transferee Company to Telenor South Asia Investment Pte. Limited (the shareholder of the Telenor India) upon the Scheme becoming effective.	

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Cancellation of shares on account of cross holding, if any	Not applicable		Not applicable	
Capital of Transferee Company after the scheme (Paid up)	Rs. 19,987,000,535/- divided into 3,997,400,107 Equity shares of Rs. 5/- each.			
Net Worth (as on December 31, 2016)				
Pre	Rs. 6,98,274 Million		Rs. (36,171) Million	
Post - (Performa) basis book value	Rs. 6,42,568 Million		Not applicable	
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Walker Chandiook & Co LLP Chartered Accountants Firm Registration No. 001076N			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Net Asset Value method Market Price method Discounted Cash Flow method			
Fair value per shares	Rs. 5/-		Rs. 10/-	
Exchange ratio	5 (five) fully paid-up Equity shares of face value Rs. 5/- (rupees five only) of the Transferee Company to Telenor South Asia Investment Pte. Limited (the shareholder of the Telenor India) upon the Scheme becoming effective.			
Name of Merchant Banker giving fairness opinion	RBSA Capital Advisors LLP			
Shareholding pattern of Transferee Company (As on March 3, 2017)	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	181,79,87,269	45.48	181,79,87,269	45.48
Public	217,94,12,833	54.52	217,94,12,838	54.52
Custodian	NIL	NA	NIL	NA
TOTAL	399,74,00,102	100%	399,74,00,107	100%
No of shareholders	211,388		211,389	
Names of the Promoters	Bharti Telecom Limited ¹ Pastel Limited ²		Telenor South Asia Investment Pte. Limited	

¹ Bharti Telecom Limited is promoter of Bharti Airtel Limited as prescribed in its IPO Prospectus dated February 07, 2002.

² Pastel Limited qualifies as "deemed promoter" u/r 2(1)(t) of SEBI (Substantial Acquisition and takeover) Regulations, 2011 but is not having control over the listed company nor is "person acting in concert" with promoter (Bharti Telecom Limited) as specified u/r 2(1) (q) of the regulations.

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	Indian Continent Investment Limited ³ Viridian Limited ⁴	
Names of the Board of Directors	Sunil Bharti Mittal (00042491)	Mr. Sharad Mehrotra (07344741)
	Rakesh Bharti Mittal (00042494)	Mr. Rajiv Bawa (02057524)
	Sheikh Faisal Thani AL-Thani (06675785)	Mr. Arnstein Sletmoe (07339205)
	Chua Sock Koong (00047851)	Mr. Sampath Kumar Rajagopalan (02269803)
	Tan Yong Choo (02910529)	Ms. Charandeep Kaur Chandhok (02426050)
	Ben Verwaayen (06735687)	
	Craig Ehrlich (02612082)	
	Dinesh Mittal (00040000)	
	Manish Kejriwal (00040055)	
	Shishir Priyadarshi (03459204)	
V.K Viswanathan (01782934)		
Gopal Vittal (02291778)		
Details regarding change in management control if any	No	

³ Indian Continent Investment Limited is person acting in concert with promoter (Bharti Telecom Limited).

⁴ Viridian Limited is person acting in concert with Pastel Limited. As mentioned above Pastel Limited qualifies as "Deemed Promoter" u/r 2(1)(t) of SEBI (Substantial Acquisition and takeover) Regulations, 2011 but is not having control over the listed company nor is "person acting in concert" with promoter (Bharti Telecom Limited) as specified u/r 2(1) (q) of the regulations.



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