



May 07, 2019

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Ref: Bharti Airtel Limited (532454 / BHARTIARTL)

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

Dear Sir / Madam,

Further to our letter dated May 07, 2019, we are now enclosing the details (as 'Annexure A') as required to be disclosed under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in accordance with clause 1.3 and 1.4 of Annexure I of the SEBI Circular dated September 9, 2015.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For Bharti Airtel Limited

Rohit Krishan Puri
Deputy Company Secretary & Compliance Officer



[Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.3 and 1.4 of Annexure I of the SEBI Circular dated September 9, 2015]

S.No.	Particulars	Details
a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	The revenue / income and net worth of combined VSAT business of Transferor Company 1 and Transferor Company 2 is less than 1% of the listed entity (Bharti Airtel Ltd.) revenue / income and net worth for period ended December 31, 2018.
b)	Date on which the agreement for sale has been entered into	May 06, 2019
c)	The expected date of completion of sale/disposal	The proposed Composite Scheme of Arrangement is subject to the approval of various regulatory/statutory authorities including BSE Limited, National Stock Exchange of India Limited etc. and Hon'ble National Company Law Tribunal and will be effective from the Effective date as provided in the Composite Scheme of Arrangement, being filed with the Stock Exchanges/SEBI in terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
d)	Consideration received from such sale/disposal;	Consideration as per the Valuation Report of Independent Valuer.
e)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Hughes Communications India Limited (i.e. Transferee Company 1) and its subsidiary, HCIL Comtel Limited (i.e. Transferee Company 2) (together, the "Buyers"). The Buyers don't belong to the promoter/ promoter group/group companies.
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	The transaction would not fall within related party transactions.
g)	Brief details of the division(s) to be demerged	(a) Transfer of the VSAT business undertaking of the Bharti Airtel Limited and vesting of the same with Hughes Communications India Limited; and (b) Transfer of the VSAT business undertaking of Bharti Airtel Services Limited and vesting of the same with HCIL Comtel Limited.
h)	Rationale for demerger	Rationale and Benefits: (a) expanding the businesses of the Transferee Companies in the growing markets of India, thereby creating greater value for the shareholders/ stakeholders of the Transferee Companies; (b) consolidation of the VSAT businesses of the Transferor Companies with those of the



Bharti Airtel Limited
(a Bharti Enterprise)

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CIN: L74899DL1995PLC070609



		<p>Transferee Companies;</p> <p>(c) availability of increased resources and assets which can be utilized for strengthening the customer base of the Transferee Companies and servicing existing as well as prospective customers of the Transferee Companies, innovatively and efficiently;</p> <p>(d) the combination of the VSAT Undertakings with the Transferee Companies is a strategic fit for serving existing markets and for catering to additional volume linked to new consumers;</p> <p>(e) enhance competitive strength, achieve cost reduction, efficiencies and productivity gains by pooling the technologies and resources of the VSAT Undertakings and the Transferee Companies thereby significantly contributing to future growth and maximizing shareholder value of the Companies; and</p> <p>(f) increase in customer base and also acquisition of new customers by the Transferee Companies.</p>
i)	Brief details of change in shareholding pattern (if any) of all entities.	There will not be any change in shareholding pattern of Transferor Companies. Please refer to the <u>press release</u> , filed <u>separately</u> in this regard.
j)	In case of cash consideration - amount or otherwise share exchange ratio	Consideration as per the Valuation Report of Independent Valuer.
k)	Whether listing would be sought for the resulting entity.	Listing wouldn't be sought for Transferee Companies.
l)	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	It is proposed to transfer the VSAT business undertaking of the Transferor Companies to the Transferee Companies pursuant to a Composite scheme of arrangement.



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