



November 1, 2017

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

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Regulations**”), we wish to inform you that the board of directors in its meeting held on October 31, 2017, has approved the scheme of arrangement between Bharti Airtel Limited (“**Transferor Company**”) and Telesonic Networks Limited (“**Transferee Company**”) and their respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 (“**Scheme**”) for the transfer of the optical fiber cable business of the Transferor Company to the Transferee Company, a subsidiary of the Transferor Company, by way of a slump sale.

The details as required to be disclosed under the aforesaid Regulation 30 are enclosed as ‘Annexure A’ in accordance with clause 1.4 read with clause 1.3 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



Bharti Airtel Limited
(a Bharti Enterprise)

Regd. & Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070
T.: +91-11-4666 6100, F.: +91-11-4166 6137, Email id: compliance.officer@bharti.in, www.airtel.com
CIN: L74899DL1995PLC070609

[Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.4 and 1.3 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 turnover from the optical fiber cable business, which is proposed to be transferred, forms an integral part of the total turnover of the Transferor Company. Since separate financial statements of the optical fiber cable business are not prepared, total turnover/revenue/income of such optical fiber cable business being transferred is not ascertainable.
b)	Date on which the agreement for sale has been entered into;	It is proposed to transfer the optical fiber cable business of the Transferor Company to the Transferee Company pursuant to a scheme of arrangement.
c)	The expected date of completion of sale/disposal;	The proposed scheme of arrangement would become effective on the Effective Date (as defined in the said Scheme) i.e. on the date on which the certified copy of the National Company Law Tribunal's order sanctioning the Scheme is filed with the Registrar of Companies, National Capital Territory of Delhi & Haryana.
d)	Consideration received from such sale/disposal;	Cash consideration of Rs. 4,564.70 crores, subject to upward adjustment(s) on account of incremental capital expenditure, working capital and the like incurred by the Transferor Company upto the Appointed Date. However, the overall consideration shall in no event exceed Rs. 5,650 cr.
e)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Telesonic Networks Limited, being the Transferee Company, is a public limited company, engaged in the business of designing, planning, deploying, optimizing and managing broadband and fixed telephone networks across India. It does not 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 "arms length";	The proposed transaction is between a holding Company and its wholly-owned subsidiary company.

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g)	Brief details of the division(s) to be demerged	Optical fiber cable business of the Transferor Company comprising of and including, underground and over ground cables, on a going concern basis.
h)	Rationale for demerger.	Efficient integration of the fiber roll-out and maintenance resources on an inter-city and intra-city level.
i)	Brief details of change in shareholding pattern (if any) of all entities.	The transaction does not envisage issue of shares by the Transferee Company and consideration shall be discharged by the Transferee Company in cash. Accordingly, there would not be any change in the shareholding pattern of Transferor Company or the Transferee Company.
j)	Whether listing would be sought for the resulting entity.	No.



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