

ANNEXURE

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Bharti Airtel Limited	Augere Wireless Broadband India Private Limited
Date of Incorporation & details of name changes, if any	The Company was incorporated as Bharti Tele-Ventures Limited on July 07, 1995. On April 24, 2006, the name was changed to Bharti Airtel Limited.	25/08/2010
Registered Office	Bharti Crescent, 1 , Nelson Mandela House, Phase – II, Vasant Kunj, New Delhi -110070	A-201, RG City Centre, Desh Bandhu Gupta Road, Paharganj, New Delhi-110055
Brief particulars of the scheme	Transferor Company will be merged into Transferee Company. There will not be any issue of shares since the transferor Company is a Wholly Owned Subsidiary of the Company.	
Rationale for the scheme	<p>The proposed amalgamation will be in the best interest of all the stakeholders of the Amalgamating Companies, as it would result in increased operational efficiencies, bring economies of scale and result in synergetic integration of the businesses presently being carried on by the Amalgamating Companies. Accordingly, the objects of the Scheme are:</p> <ul style="list-style-type: none"> (i) pooling of resources, creating better synergies across the group, optimal utilisation of resources and greater economies of scale; and (ii) faster and effective decision making, better administration and cost reduction (including reduction in administrative and other common costs). 	

Date of resolution passed by the Board of Director of the company approving the scheme	October 27, 2015	
Date of meeting of the Audit Committee in which the draft scheme has been approved		
Appointed Date	Appointed Date shall be the same as Effective Date	
Name of Exchanges where securities of the company are listed	NSE / BSE	Not Applicable
Nature of Business	Telecommunication Services	
Capital before the scheme (In Rs)	Rs. 19,987,000,510/- divided into 3,997,400,102 equity shares of Rs. 5/each	Rs. 19,615,380/- divided into 1,961,538 equity shares of Rs. 10/each
No. of shares to be issued	NIL	
Cancellation of shares on account of cross holding, if any	Not Applicable	The entire capital is held by Transferee Company. After amalgamation, the entire Shares will get cancelled
Capital after the scheme	Rs. 19,987,000,510/- divided into 3,997,400,102 equity shares of Rs. 5/each	NIL
Net Worth Pre Post	Not Applicable since the Transferor Company is a wholly owned subsidiary of the Transferee Company	
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Not Applicable since the Transferor Company is a wholly owned subsidiary of the Transferee Company	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not Applicable	Not Applicable
Fair value per shares	Not Applicable since there will not be any issue of shares under scheme.	
Exchange ratio	NIL	
Name of Merchant Banker giving fairness opinion	NIL	
Shareholding pattern	Pre	Post
	No. of Shares	% of holding
	No. of Shares	% of holding

Promoter				
Public	As per 'Annexure '			
Custodian				
TOTAL				
No of shareholders				
Names of the Promoters	<ul style="list-style-type: none"> • Bharti Telecom Limited¹ • Pastel Limited² • Indian Continent Investment Limited³ • Viridan Limited⁴ 			
Names of the Board of Directors	As per 'Annexure '			
Details regarding change in management control if any	Not Applicable			

¹Bharti Telecom Limited is the promoter of Bharti Airtel Limited as described in IPO prospectus dated February 07, 2002.

²Pastel Limited qualifies as a "deemed promoter" u/r 2(1)(t) of SEBI (Acquisition of shares & Takeovers) Regulations, 2011 but it is not having control over the listed Company nor is a person acting in concert with promoter (Bharti Telecom Limited) as defined u/r 2(1)(q) of the Regulations.

³Indian Continent Investment Limited is a person acting in concert with Bharti Telecom Limited.

⁴Viridian Limited is a person acting in concert with Pastel Limited. As mentioned above, Pastel Limited qualifies as a "deemed promoter" u/r 2(1)(t) of SEBI (Acquisition of shares & Takeovers) Regulations, 2011 but it is not having control over the listed Company nor is a person acting in concert with promoter (Bharti Telecom Limited) as defined u/r 2(1)(q) of the Regulations.

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