



Date: 23 November 2020

To,

BSE Limited
25th Floor, Pheroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051

Sub: Disclosure under Regulation 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “Takeover Code”)

Dear Sir / Ma’am,

This letter sets out the disclosure being made by HSBC Corporate Trustee Company (UK) Limited as security trustee (see description below) pursuant to Regulation 29(1) read with Regulation 29(4) of the Takeover Code in relation to the creation of encumbrance indirectly over the equity shares of Bharti Infratel Limited (the “**Target Company**”).

Al-Amin Investments Limited, Asian Telecommunication Investments (Mauritius) Limited, Trans Crystal Ltd, Vodafone Telecommunications (India) Limited, CCI (Mauritius), Inc., Euro Pacific Securities Ltd, Prime Metals Ltd and Mobilvest are entities incorporated in Mauritius (collectively, the “**Vodafone Promoter Mauritius Shareholders**”). Omega Telecom Holdings Private Limited and Usha Martin Telematics Limited are entities incorporated in India (collectively, the “**Vodafone Promoter Indian Shareholders**”). The Vodafone Promoter Mauritius Shareholders and the Vodafone Promoter Indian Shareholders are collectively referred to as the “**Vodafone Promoter Shareholders**”.

The Vodafone Promoter Shareholders collectively hold 757,821,804 equity shares of the Target Company comprising approximately 28.12% of the equity share capital of the Target Company. Such equity shares are subject to an indirect encumbrance as described below.

In relation to the financing arrangements of Vodafone group companies, pledges of shares (as indicated below) have been created in favour of HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for Dynamo Finance Designated Activity Company, and such pledges of shares have been on-assigned to HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for BNP Paribas, HSBC Bank plc, ING Bank N.V., Singapore Branch, Standard Chartered Bank, Bank of America Merrill Lynch International Designated Activity Company, Morgan Stanley Senior Funding, Inc., AlbaCore Partners II Investment Holdings D Designated Activity Company, Bank of America N.A. and Burlington Loan Management DAC. Each of the entities named above has been incorporated outside India.

| S. No. | Pledgor | Company whose Shares are Pledged |
|--------|--|---|
| 1. | CGP Investments (Holdings) Ltd (incorporated in the Cayman Islands) | Array Holdings Ltd (incorporated in Mauritius) |
| 2. | Array Holdings Ltd | • Each of the following Vodafone Promoter Mauritius Shareholders: |



| S. No. | Pledgor | Company whose Shares are Pledged |
|--------|---|---|
| | <i>(incorporated in Mauritius)</i> | <ul style="list-style-type: none">(a) Al-Amin Investments Limited(b) Asian Telecommunication Investments (Mauritius) Limited(c) Trans Crystal Ltd(d) Vodafone Telecommunications (India) Limited <ul style="list-style-type: none">• CGP India Investments Ltd. (which directly or indirectly holds 100% of the equity share capital of each of the following Vodafone Promoter Indian Shareholders):<ul style="list-style-type: none">(a) Omega Telecom Holdings Private Limited(b) Usha Martin Telematics Limited |
| 3. | CGP India Investments Ltd <i>(incorporated in Mauritius)</i> | Each of the following Vodafone Promoter Mauritius Shareholders: <ul style="list-style-type: none">(a) CCII (Mauritius), Inc.(b) Euro Pacific Securities Ltd(c) Prime Metals Ltd(d) Mobilvest |

Please see enclosed the disclosure by HSBC Corporate Trustee Company (UK) Limited in the prescribed format under Regulation 29(1) read with Regulation 29(4) of the Takeover Code in relation to the above.

We request you to kindly take the above on record and acknowledge receipt.

For and on behalf of **HSBC Corporate Trustee Company (UK) Limited**

Name: Simon Lazarus
Designation: Authorised Signatory
Place: Chester
Date: 23 November 2020

cc: Bharti Infratel Limited
901, Park Centra
Sector – 30, NH – 8
Gurugram, Haryana – 122 001

Enclosed: Disclosure under Regulation 29(1) read with 29(4) of the Takeover Code.



Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

| | | | |
|---|---|--|--|
| Name of the Target Company (TC/Target Company) | Bharti Infratel Limited. | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for Dynamo Finance Designated Activity Company, and such security having been on-assigned to HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for BNP Paribas, HSBC Bank plc, ING Bank N.V., Singapore Branch, Standard Chartered Bank, Bank of America Merrill Lynch International Designated Activity Company, Morgan Stanley Senior Funding, Inc., AlbaCore Partners II Investment Holdings D Designated Activity Company, Bank of America N.A. and Burlington Loan Management DAC, as set out in the NOTE below. | | |
| Whether the acquirer belongs to Promoter/Promoter group | No. | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited and the National Stock Exchange of India Limited. | | |
| Details of the acquisition as follows: | Number | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of acquirer along with PACs of: | | | |
| (a) Shares carrying voting rights | (a) - NIL | (a) - NIL | (a) - NIL |
| (b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) | (b) - NIL | (b) - NIL | (b) - NIL |
| (c) Voting rights (VR) otherwise than by equity shares | (c) - NIL | (c) - NIL | (c) - NIL |
| (d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | (d) - NIL | (d) - NIL | (d) -NIL |
| (e) Total (a+b+c+d) | NIL | NIL | NIL |
| Details of acquisition | | | |
| (a) Shares carrying voting rights acquired | (a) - NIL | (a) - NIL | (a) - NIL |

| | | | |
|---|---|---|--|
| (b) VRs acquired otherwise than by equity shares | (b) - NIL | (b) - NIL | (b) - NIL |
| (c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired | (c) - NIL | (c) - NIL | (c) - NIL |
| (d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) | (d) Indirect encumbrance over 757,821,804 equity shares carrying voting rights of the TC. | (d) Indirect encumbrance over 757,821,804 equity shares aggregating to approximately 28.12% of the paid-up equity share capital carrying voting rights of the TC. | (d) Indirect encumbrance over 757,821,804 equity shares aggregating to approximately 28.12% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis. |
| (e) Total (a+b+c+/-d) | 757,821,804 equity shares carrying voting rights of the TC. | 28.12% of the paid-up equity share capital carrying voting rights of the TC. | 28.12% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis. |
| After the acquisition, holding of acquirer along with PACs of: | | | |
| (a) Shares carrying voting rights | (a) - NIL | (a) - NIL | (a) - NIL |
| (b) VRs otherwise than by equity shares | (b) - NIL | (b) - NIL | (b) - NIL |
| (c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | (c) - NIL | (c) - NIL | (c) - NIL |
| (d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | (d) 757,821,804 equity shares carrying voting rights of the TC. | (d) 28.12% of the paid-up equity share capital carrying voting rights of the TC. | (d) 28.12% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis. |
| (e) Total (a+b+c+d) | 757,821,804 equity shares | 28.12% of the paid-up equity share capital | 28.12% of the paid-up equity share capital |



| | carrying voting rights of the TC. | carrying voting rights of the TC. | carrying voting rights of the TC on a fully diluted basis. |
|---|---|-----------------------------------|--|
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.) | Indirect encumbrance pursuant to pledges of share capital of each of the Vodafone Promoter Mauritius Shareholders, Array Holdings Ltd and CGP India Investments Ltd, as set out in the NOTE below. | | |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc. | Equity shares | | |
| Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | Indirect encumbrance (pursuant to pledges of share capital of each of the Vodafone Promoter Mauritius Shareholders, Array Holdings Ltd and CGP India Investments Ltd, as set out in the NOTE below) was created on 19 November 2020 | | |
| Equity share capital / total voting capital of the TC before the said acquisition | INR 26,949,369,500 comprising 2,694,936,950 equity shares of INR 10 each | | |
| Equity share capital/ total voting capital of the TC after the said acquisition | INR 26,949,369,500 comprising 2,694,936,950 equity shares of INR 10 each | | |
| Total diluted share/voting capital of the TC after the said acquisition | INR 26,949,369,500 comprising 2,694,936,950 equity shares of INR 10 each | | |

Part-B***

Name of the Target Company: Bharti Infratel Limited.

| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Whether the acquirer belongs to Promoter/ Promoter group | PAN of the acquirer and/ or PACs |
|---|--|----------------------------------|
| HSBC Corporate Trustee Company (UK) Limited | No | N.A. |

NOTE:

Al-Amin Investments Limited, Asian Telecommunications Investment (Mauritius) Limited, Trans Crystal Ltd, Vodafone Telecommunications (India) Limited, CCI (Mauritius), Inc., Euro Pacific Securities Ltd, Prime Metals Ltd and Mobilvest are entities incorporated in Mauritius (collectively, the “**Vodafone Promoter Mauritius Shareholders**”). Omega Telecom Holdings Private Limited and Usha Martin Telematics Limited are entities incorporated in India (collectively, the “**Vodafone Promoter Indian Shareholders**”). The Vodafone Promoter Mauritius Shareholders and the Vodafone Promoter Indian Shareholders are collectively referred to as the “**Vodafone Promoter Shareholders**”.



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For and on behalf of **HSBC Corporate Trustee Company (UK) Limited**

Name: Simon Lazarus
Designation: Authorised Signatory
Place: Chester
Date: 23 November 2020



(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.