

Date: 23 November 2020

To,

**BSE Limited**  
25<sup>th</sup> Floor, Phiroze 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) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “Takeover Code”)**

Dear Sir / Ma’am,

Pursuant to the scheme of amalgamation and arrangement between Indus Towers Limited and Bharti Infratel Limited and their respective shareholders and creditors becoming effective, please find enclosed the disclosure by Al-Amin Investments Limited, Asian Telecommunication Investments (Mauritius) Limited, CCH (Mauritius), Inc., Euro Pacific Securities Ltd, Mobilvest, Prime Metals Ltd, Trans Crystal Ltd, Vodafone Telecommunications (India) Limited, Omega Telecom Holdings Private Limited and Usha Martin Telematics Limited under Regulation 29(1) of the Takeover Code.

Yours sincerely,

For and on behalf of **Omega Telecom Holdings Private Limited**

For and on behalf of **Usha Martin Telematics Limited**


**ASHRAF ALI**  
Digitally signed by ASHRAF ALI  
Date: 2020.11.21 12:46:52 +05'30'

Name: Ashraf Ali  
Title: Authorised Signatory

**ASHRAF ALI**  
Digitally signed by ASHRAF ALI  
Date: 2020.11.21 12:47:13 +05'30'


Name: Ashraf Ali  
Title: Authorised Signatory

For and on behalf of **Al-Amin Investments Limited**




Name: Gerhardus Adriaan van Niekerk  
Title: Director

For and on behalf of **Asian Telecommunication Investments (Mauritius) Limited**




Name: Gerhardus Adriaan van Niekerk  
Title: Director

For and on behalf of **CCII (Mauritius), Inc.**



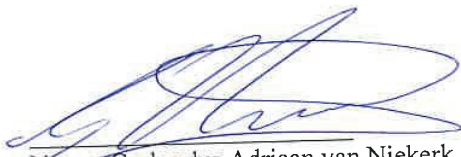
Name: Gerhardus Adriaan van Niekerk  
Title: Director

For and on behalf of **Euro Pacific Securities Ltd**




Name: Gerhardus Adriaan van Niekerk  
Title: Director

For and on behalf of **Mobilvest**



Name: Gerhardus Adriaan van Niekerk  
Title: Director

For and on behalf of **Prime Metals Ltd**



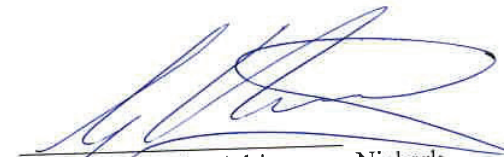
Name: Gerhardus Adriaan van Niekerk  
Title: Director

For and on behalf of **Trans Crystal Ltd**



Name: Gerhardus Adriaan van Niekerk  
Title: Director

For and on behalf of **Vodafone Telecommunications (India) Limited**



Name: Gerhardus Adriaan van Niekerk  
Title: Director

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

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

Date: 23 November 2020

**Part-A - Details of the Acquisition**

Name of the Target Company (TC)	Bharti Infratel Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<ol style="list-style-type: none"> <li>1. Al-Amin Investments Limited</li> <li>2. Asian Telecommunication Investments (Mauritius) Limited</li> <li>3. CCII (Mauritius), Inc.</li> <li>4. Euro Pacific Securities Ltd</li> <li>5. Vodafone Telecommunications (India) Limited</li> <li>6. Mobilvest</li> <li>7. Prime Metals Ltd</li> <li>8. Trans Crystal Ltd</li> <li>9. Omega Telecom Holdings Private Limited</li> <li>10. Usha Martin Telematics Limited</li> </ol> <p>The companies listed in items 1 through 10 above are indirect wholly-owned subsidiaries of Vodafone Group Plc.</p>		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
<i>Details of the acquisition as follows</i>	<i>Number</i>	<i>% w.r.t. total share/voting capital wherever applicable(*)</i>	<i>% w.r.t. total diluted share/voting capital of the TC (**)</i>
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights (all entities listed in items 1 to 10 above)	Nil	N.A.	N.A.
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	Nil	N.A.	N.A.
c) Voting rights (VR) otherwise than by equity shares	Nil	N.A.	N.A.
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)	Nil	N.A.	N.A.

e) Total (a+b+c+d)	Nil	N.A.	N.A.
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired (please see <b>Annexure 1</b> )	757,821,804	28.12%	28.12%
b) VRs acquired otherwise than by equity shares	N.A.	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying VRs in the TC (specify holding in each category) acquired	N.A.	N.A.	N.A.
d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	N.A.	N.A.	N.A.
e) Total (a+b+c+/-d)	757,821,804	28.12%	28.12%
<b>After the acquisition, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights (please see Annexure 1)	757,821,804	28.12%	28.12%
b) VRs otherwise than by equity shares	N.A.	N.A.	N.A.
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	N.A.	N.A.	N.A.
d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	N.A.	N.A.	N.A.
e) Total (a+b+c+d)	757,821,804	28.12%	28.12%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Allotment of equity shares by Bharti Infratel Limited on 19 November 2020 pursuant to the scheme of amalgamation and arrangement between Indus Towers Limited and Bharti Infratel Limited and their respective shareholders and creditors under sections 230-232 of the Companies Act, 2013 sanctioned by the Chandigarh Bench of the National Company Law Tribunal by order dated 31 May 2019 read with order dated 22 October 2020 permitting extension of time for making the scheme effective.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	NOT APPLICABLE		
Date of acquisition of/ date of receipt of intimation of allotment of shares / <del>VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.</del>	Date of allotment is 19 November 2020 (intimation of allotment received on 20 November 2020)		

Equity share capital / total voting capital of the TC before the said acquisition	Rs. 18,49,60,82,460 divided into 1,84,96,08,246 equity shares of Rs.10 each
Equity share capital/ total voting capital of the TC after the said acquisition	Rs.26,949,369,500 divided into 2,694,936,950 equity shares of Rs.10 each
Total diluted share/voting capital of the TC after the said acquisition	Rs.26,949,369,500 divided into 2,694,936,950 equity shares of Rs.10 each

#### ANNEXURE 1

S. No.	Name of the Acquirer along with PACs	Number of Equity Shares Acquired	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
1	Al-Amin Investments Limited	41,639,742	1.55%	1.55%
2	Asian Telecommunication Investments (Mauritius) Limited	50,255,070	1.86%	1.86%
3	CCII (Mauritius), Inc.	22,873,771	0.85%	0.85%
4	Euro Pacific Securities Ltd	204,448,241	7.59%	7.59%
5	Mobilvest	85,894,365	3.19%	3.19%
6	Prime Metals Ltd	112,055,285	4.16%	4.16%
7	Trans Crystal Ltd	74,891,274	2.78%	2.78%
8	Vodafone Telecommunications (India) Limited	83,280,998	3.09%	3.09%
9	Omega Telecom Holdings Private Limited	62,180,258	2.31%	2.31%
10	Usha Martin Telematics Limited	20,302,800	0.75%	0.75%
	<b>TOTAL</b>	<b>757,821,804</b>	<b>28.12%</b>	<b>28.12%</b>

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the Listing Regulations.

(\*\*) 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.

For and on behalf of **Omega Telecom Holdings  
Private Limited**

For and on behalf of **Usha Martin Telematics  
Limited**

**ASHRAF ALI** Digitally signed by ASHRAF  
ALI  
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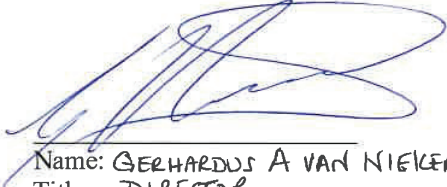
Name: GERHARDUS A VAN NIEKERK  
Title: DIRECTOR  
Place: MAURITIUS

For and on behalf of **Asian Telecommunication Investments (Mauritius) Limited**



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