



August 14, 2023

National Stock Exchange of India Limited

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

Symbol: BHARTIARTL/ AIRTELPP

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001, India

Scrip Code: 532454/ 890157

Sub: Disclosure under Reg. 30A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/ Ma'am,

Pursuant to Regulation 30A read with Clause 5A of Para A of Part A of Schedule III of SEBI Listing Regulations, the required details under SEBI Circular no. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023 (“SEBI Circular”) received from Bharti Telecom Limited, Promoter of the Company (“BTL”) in relation to Shareholders’ Agreement (“SHA”) for BTL dated January 22, 2009, are enclosed herewith as **Annexure-A**.

Further, the details under SEBI Circular in relation to the SHA for the Company dated January 22, 2009, are enclosed as **Annexure-B**.

Kindly take the same on record.

Thanking you,
Sincerely yours,

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary & Compliance Officer

Encl.: As above

Bharti Airtel Limited

(a Bharti Enterprise)

Regd. Office: Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram – 122015, India
Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India
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CIN: L74899HR1995PLC095967

ANNEXURE-A

Details of the Amended and Restated Shareholders Agreement for Bharti Telecom Limited dated January 22, 2009 (“SHA”) as required under Regulation 30A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sl. No.	Particulars	Details									
a.	If the listed entity is a party to the agreement details of the counterparties (including name and relationship with the listed entity)	No, Bharti Airtel Limited (“Listed Entity”) is not a party to the SHA (<i>as defined below</i>).									
b.	If listed entity is not a party to the agreement:										
	i. Name of the party entering into such an agreement and the relationship with the listed entity;	Bharti Telecom Limited (“ BTL ”), is the promoter of the Listed Entity and holds 38.50% of the share capital of the Listed Entity as on June 30, 2023.									
	ii. Details of the counterparties to the agreement (including name and relationship with the listed entity)	<p>Pastel Limited is part of the promoter group of Listed Entity on account of Regulation 2(pp) of SEBI (Issue of Capital Requirements) Regulations, 2018. Pastel Limited and its affiliates holds 10.51% of the share capital of the Listed Entity as on June 30, 2023.</p> <p>Bharti Enterprises, a partnership firm subsequently converted into Bharti Enterprises (Holding) Private Limited (“BEHPL”) is the holding company of BTL.</p> <p>Bharti Infotel Private Limited has since the execution of the SHA, been merged with BEHPL.</p> <p>Indian Continent Investment Limited (“ICIL”), is a person acting in concert with BTL. ICIL holds 5.95% of the share capital of the Listed Entity as on June 30, 2023.</p>									
	iii. Date of entering into the agreement	January 22, 2009.									
c.	Purpose of entering into the agreement	The agreement was entered into by the parties to set out their <i>inter se</i> rights and obligations in relation to BTL and its subsidiaries (“ SHA ”).									
d.	Shareholding, if any, in the entity with whom the agreement is executed	<p>The shareholding pattern of BTL as on date is as follows:</p> <table border="1"> <thead> <tr> <th>Shareholder of BTL</th> <th>Number of Shares</th> <th>% of Share Capital</th> </tr> </thead> <tbody> <tr> <td>Bharti Enterprises (Holding) Private Limited and its affiliates</td> <td>1,305,663,496</td> <td>50.56%</td> </tr> <tr> <td>Pastel Limited and its affiliates</td> <td>1,276,652,840</td> <td>49.44%</td> </tr> </tbody> </table>	Shareholder of BTL	Number of Shares	% of Share Capital	Bharti Enterprises (Holding) Private Limited and its affiliates	1,305,663,496	50.56%	Pastel Limited and its affiliates	1,276,652,840	49.44%
Shareholder of BTL	Number of Shares	% of Share Capital									
Bharti Enterprises (Holding) Private Limited and its affiliates	1,305,663,496	50.56%									
Pastel Limited and its affiliates	1,276,652,840	49.44%									

Sl. No.	Particulars	Details
e.	Significant terms of the agreement (in brief)	<p>1. Composition of the Board of BTL: The SHA provides for the composition of the board of directors of BTL as follows:</p> <ul style="list-style-type: none"> (i) Bharti Entities (as defined in the SHA and includes BEHPL) has the right to appoint majority directors on the terms as set out in the SHA. (ii) Pastel has a right to appoint directors in proportion to Pastel' shareholding in BTL. <p>2. Pastel Limited has certain protective rights in relation to certain specified actions that may be undertaken by BTL and/or its subsidiaries (which includes the Listed Entity), details of which are provided in the Articles of Association ("AOA") of BTL.</p> <p>3. The above rights of nomination and the protective rights are available to Bharti Entities and Pastel Limited (as applicable) so long as they maintain agreed shareholding percentages in BTL as provided for in the AOA of BTL.</p> <p>For additional details please refer to the AOA of BTL, accessible at the 'Constitutional Documents' tab under 'Investor Relation' section on the website of BTL at: https://www.bhartitelecom.in/investorRelation.html</p>
f.	Extent and the nature of impact on management or control of the listed entity	BTL has control over the Listed Entity. Pastel Limited has certain protective rights as stated above.
g.	Details and quantification of the restriction or liability imposed upon the listed entity	Please refer to paragraph (e) above.
h.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	<p>BTL is the promoter of the Listed Entity.</p> <p>Pastel Limited is a member of the promoter group of Listed Entity on account of Regulation 2(pp) of SEBI (Issue of Capital Requirements) Regulations, 2018.</p> <p>Bharti Enterprises, is a partnership firm, subsequently converted into BEHPL.</p> <p>BEHPL is the holding company of BTL.</p> <p>Bharti Infotel Private Limited has since the execution of the SHA, been merged with BEHPL.</p> <p>ICIL is a person acting in concert with BTL and forms part of promoter group of Listed Entity.</p>

Sl. No.	Particulars	Details
i.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Not Applicable
j.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
k.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
l.	<p>In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):</p> <p>i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)</p>	Not Applicable.

ANNEXURE-B

Details of the Amended and Restated Shareholders Agreement for Bharti Airtel Limited (“Company”) dated January 22, 2009 as required under Regulation 30A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sl. No.	Particulars	Details
a.	If the listed entity is a party to the agreement, details of the counterparties (including name and relationship with the listed entity)	<p>Yes.</p> <p>The amended and restated Shareholders Agreement (“SHA”) dated January 22, 2009 was executed between the Company and:</p> <ol style="list-style-type: none">1. Bharti Telecom Limited (“BTL”), the promoter of the Company;2. Pastel Limited (“Pastel”), part of the promoter group of the Company on account of Regulation 2(pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. <p>The terms of the SHA form part of the Articles of Association (“AOA”) of the Company which is accessible at www.airtel.in.</p>
b.	If listed entity is not a party to the agreement: i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity) iii. date of entering into the agreement	Not Applicable.
c.	Purpose of entering into the agreement	The SHA was entered into by the parties to set out <i>inter-se</i> rights and obligations of BTL and Pastel in relation to the Company and its subsidiaries.
d.	Shareholding, if any, in the entity with whom the agreement is executed	<p>BTL holds 2,299,875,172 equity shares of the Company constituting 38.50% of the share capital of the Company as on June 30, 2023.</p> <p>Pastel along with its affiliate holds 628,006,887 equity shares of the Company constituting 10.51% of the share capital of the Company as on June 30, 2023.</p>
e.	Significant terms of the agreement (in brief)	<p>1. Composition of the Board of the Company:</p> <ol style="list-style-type: none">(i) BTL has the right to appoint majority directors on the board of the Company in accordance with the terms as set out in the SHA.

Sl. No.	Particulars	Details
		<p>(ii) Pastel has the right to appoint such number of directors which is proportionate to its shareholding in the Company.</p> <p>2. The SHA provides for some protective rights to Pastel in relation to certain matters which may be undertaken by the Company and its subsidiaries.</p> <p>3. The above mentioned board nomination rights of BTL and Pastel (set out in paragraph 1 above) and the protective rights of Pastel (set out in paragraph 2 above) are available as long as each maintains the agreed shareholding percentages as set out in the AOA of the Company.</p> <p>For additional details, please refer to the AOA of the Company which is accessible at www.airtel.in.</p>
f.	Extent and the nature of impact on management or control of the listed entity	BTL has control over the Company. Pastel Limited has certain protective rights as stated above.
g.	Details and quantification of the restriction or liability imposed upon the listed entity	Please refer to sub-paragraph (e) above.
h.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	<p>BTL is the promoter of the Company.</p> <p>Pastel is a member of the promoter group of the Company on account of Regulation 2(pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p>
i.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Not Applicable.
j.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable.
k.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Please refer to sub-paragraph (e) above.

Sl. No.	Particulars	Details
I.	<p>In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):</p> <p>i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)</p>	Not Applicable.