



March 31, 2022

**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: Update**

Dear Sir/ Ma'am,

With reference to the communication dated January 14, 2020 (Appendix A), we are enclosing the announcement issued by the Company w.r.t. an adjustment to the Conversion price of outstanding 1.50% Foreign Currency Convertible Bonds due 2025 of USD 1,000 million.

Kindly take the same on record.

Thanking you,  
Sincerely yours,

For **Bharti Airtel Limited**

**Rohit Krishan Puri**  
**Dy. Company Secretary & Compliance Officer**





March 31, 2022

**Singapore Exchange Limited**

11 North Buona Vista Drive, #06-07  
The Metropolis Tower 2  
Singapore 138589

**Sub: Intimation on adjustment to the Conversion price of outstanding 1.50%  
Foreign Currency Convertible Bonds due 2025 of USD 1,000 million, listed on  
Singapore Exchange Limited**

Dear Sir/ Ma'am,

Reference is made to an Equity Rights Issue of approximately 392 million partly-paid up Shares at an issue price of INR 535/- (the "Equity Rights Issue") conducted by Bharti Airtel Limited, which opened on October 5, 2021 and closed on October 21, 2021. Such Equity Rights Issue constitutes a grant, issue and offer to the shareholders of Bharti Airtel Limited entitling them to subscribe for or purchase Shares, and as the consideration receivable by the Issuer was at a price per Share less than 95 per cent. of the relevant Current Market Price, an adjustment to the Conversion Price is required pursuant to the Terms & Condition 6.3.5 of the Foreign Currency Convertible Bonds (Bonds) .

Accordingly, the Conversion Price has been adjusted to INR 525/- per share in accordance with the said Terms and Conditions of the Bonds

The Issuer reserves all rights with respect to further adjustments to the Conversion Price relating to the Equity Rights Issue. All capitalised terms used herein and not defined shall bear the same meaning as set forth in the Terms and Conditions of the Bonds.

Kindly take the same on record.

Thanking you,  
Sincerely yours,

For **Bharti Airtel Limited**



**Rohit Krishan Puri**  
**Dy. Company Secretary & Compliance Officer**



January 14, 2020

Appendix A

**National Stock Exchange of India Limited**

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

**ESE Limited**

Phiroze Jeejeebhoy Towers  
Calal Street,  
Mumbai-400001

Dear Sir/ Madam,

**Ref: Bharti Airtel Limited (BHARTIARTL/532454)**

**Sub:**

- (i) Qualified Institutions Placement of equity shares of face value of Rs. 5 each ("Equity Shares") under Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and applicable provisions of the Companies Act, 2013 and the rules framed thereunder, each as amended ("Companies Act") (the "Issue"); and
- (ii) Issuance of Foreign Currency Convertible Bonds ("FCCBs").

Further to our communications dated January 08, 2020 and January 09, 2020, we wish to inform you that the Special Committee of Directors for Fund Raising of the Company (the "Committee") at its meeting held today, i.e., January 14, 2020 has, *inter alia*, approved the following:

**A. Qualified Institutions Placement of Equity Shares:**

- Closure of the Issue period today i.e. January 14, 2020;
- Issue Price: Rs. 445 per Equity Share (including a premium of Rs. 440 per Equity Share), which is at a discount of 1.57% to the floor price of Rs. 452.09 per Equity Share determined as per the formula prescribed under SEBI ICDR Regulations, in respect of 323,595,505 Equity Shares to be allotted to eligible QIBs;
- Approved and finalised the confirmation of allocation note to be sent to the successful Bidders, intimating them of allocation of Equity Shares pursuant to the Issue; and
- Adoption of the Placement Document dated January 14, 2020.

**B. Issuance of U.S. \$ 1,000 million of 1.50 per cent. Foreign Currency Convertible Bonds due 2025 of Bharti Airtel Limited ("FCCBs"):**

- Approved the terms of FCCBs including the Issue price for FCCBs: 100.0% of the principal amount of the FCCBs, Initial Conversion price of Rs. 534 per Conversion Equity Share and the allotment of U.S. \$ 1,000 million of 1.50 per cent. Foreign Currency Convertible Bonds due 2025, convertible into fully paid-up equity shares of face value of Rs. 5 each of the Company ("Conversion Equity Shares") at a price of Rs. 534 per Conversion Equity Share (which is at a conversion premium of 20% on the QIP Issue Price) to the initial purchasers subject to receipt of funds, satisfaction of other conditions precedent and settlement as per applicable laws and procedures and relevant agreements; and
- Approved the Final Offering Circular dated January 14, 2020.



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](http://www.airtel.com)  
CIN: L74899DL1995PLC070609

12



The details as required to be given under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed as '**Annexure A**'.

The meeting of the Committee commenced at IST 20 00 Hrs. and concluded at IST 2 330 Hrs.

Kindly take the above on record.

Thanking you,  
Sincerely yours

For Bharti Airtel Limited

Rohit Krishan Puri

Dy. Company Secretary & Compliance Officer



Encl.: Annexure A

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CIN: L74899DL1995PLC070609



## Annexure A

1. **Type of securities:**
  - a) Equity shares of face value of Rs. 5 each; and
  - b) U.S. \$ 1,000 million of 1.50 per cent. Foreign Currency Convertible Bonds due 2025 of Bharti Airtel Limited.
2. **Type of issuance:**
  - a) Qualified Institutions Placement of Equity shares; and
  - b) Issuance of FCCBs.
3. **Total number of securities or the total amount for which the securities will be issued (approximately):**
  - a) Equity shares: 323,595,505; and
  - b) FCCBs: An aggregate principal amount of US\$ 1,000 million of 1.50 per cent. due 2025.

### With respect to the issuance of FCCBs, please note the following:

S.No.	Particulars	Details
a)	Name of the stock exchange(s) where FCCBs are listed (opening – closing status) / proposed to be listed	Singapore Exchange Securities Trading Limited
b)	Proposed no. of Equity Shares on conversion of FCCBs	Approximately 134,880,700 Equity Shares (assuming full conversion of the FCCBs at the initial conversion price)
c)	Proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's	<u>Date of allotment of FCCBs to Initial purchasers:</u> January 14, 2020. <u>Tenure and Date of maturity:</u> Unless previously redeemed, converted or purchased and cancelled as provided in the Terms and Conditions of the FCCBs, the Company will redeem each FCCB at 102.66 per cent. of its principal amount on February 17, 2025, together with accrued interest (if any) (calculated up to but excluding the Maturity Date). <u>Coupon offered, if any of FCCB's:</u> FCCB bear interest from and including January 17, 2020 at the rate of 1.50 per cent. per annum payable semi-annually in arrear in equal instalments of U.S.\$7.50 per Calculation Amount on February 17 and August 17 in each year, provided that, for the first Interest Period, the amount of interest payable on the first Interest Payment Date shall be U.S.\$8.75 per Calculation Amount.
d)	Issue price of FCCBs (in terms of USD and in INR after considering conversion rate)	100% of the principal amount of the FCCBs.
e)	Change in terms of FCCBs, if any	Fresh issuance
f)	Details of defaults, if any, by the listed entity in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any)	Not Applicable



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2