bharti

July 03, 2018

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Ref: Bharti Airtel Limited (532454 / BHARTIARTL)

Sub: Notice of the National Company Law Tribunal Convened Meeting of Bharti Airtel Limited

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that pursuant to an order of the Hon'ble Principal Bench of the National Company Law Tribunal (NCLT) at New Delhi dated Wednesday, May 23, 2018, a meeting of the equity shareholders and unsecured creditors of Bharti Airtel Limited (the Company) will be held at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110034 on Friday, the August 03, 2018 at 10:30 A.M. and 01:30 P.M. respectively for the purpose of considering, and if thought fit, approving with or without modification, the proposed scheme of arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013.

The Company is providing Postal Ballot/ e-voting facility to enable the shareholders to vote on the resolutions proposed in the aforesaid notice of the NCLT Convened meeting of the equity shareholders. The Company has engaged Karvy Computershare Private Limited ("Karvy") for the purpose of providing e-voting facility to all its shareholders. The e-voting facility can be availed by logging on to Karvy's e-voting website https://evoting.karvy.com.

Voting through Postal Ballot/ E-voting in connection with the resolutions proposed in the Notice, will commence on and from 09.00 a.m. on Wednesday, July 04, 2018 and will end at 05.00 p.m. on Thursday, August 02, 2018. The Company is also providing facility for voting by way of polling papers at the meeting for the members attending the meeting who have not cast their vote by postal ballot or e-voting.

We are enclosing herewith the copy of the notices of the aforesaid meetings. The said notices are also available on the Company's website www.airtel.com.

Kindly take the same on record.

Thanking you,

Sincerely Yours

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary

Bharti Airtel Limited

CIN: L74899DL1995PLC070609
Registered & Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070
Phone: +91-11-4666 6100 **Fax:** +91-11-4666 6137
Email: compliance.officer@bharti.in **Website:** www.airtel.com

MEETING OF THE EQUITY SHAREHOLDERS OF BHARTI AIRTEL LIMITED

(convened vide order dated May 23, 2018 of the Hon'ble Principal Bench of the National Company Law Tribunal)

DETAILS OF THE MEETING:

Day	:	Friday
Date	:	August 3, 2018
Time	:	10:30 A.M. to 11:30 A.M. (Indian Standard Time)
Venue	:	Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110034

POSTAL BALLOT AND E-VOTING:

Commencing on:	Wednesday, July 4, 2018 at 9:00 A.M. (Indian Standard Time)
Ending on:	Thursday, August 2, 2018 at 5:00 P.M. (Indian Standard Time)

DOCUMENTS ENCLOSED:

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
PRINCIPAL BENCH, AT NEW DELHI
COMPANY APPLICATION NO. (CAA)65/PB OF 2018
(under Sections 230-232 of the Companies Act, 2013)
IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN TATA TELESERVICES (MAHARASHTRA) LIMITED AND BHARTI AIRTEL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

AND

IN THE MATTER OF:

Tata Teleservices (Maharashtra) Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Voltas Premises, TB Kadam Marg, Chinchpokli, Mumbai – 400033, Maharashtra

…Transferor Company

AND

Bharti Airtel Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070

…Applicant Company/ Transferee Company

NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF BHARTI AIRTEL LIMITED

Notice is hereby given that by an order dated the 23rd day of May, 2018 ("Order"), the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("Tribunal"), has directed a meeting to be held of the equity shareholders of Bharti Airtel Limited ("Applicant Company") for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed scheme of arrangement between Tata Teleservices (Maharashtra) Limited and the Applicant Company and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the equity shareholders of the Applicant Company will be held at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110034 on Friday, the 3rd day of August, 2018 from 10:30 A.M. to 11:30 A.M. ("Meeting"), at which place, day, date and time, the said equity shareholders of the Applicant Company are requested to attend.

Copies of the said Scheme and of the statement under Section 230 of the Companies Act, 2013 read with Rule 6(3) of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016, can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Applicant Company at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070 and/or from the office of its advocates, M/s. AZB & Partners at Plot No. A8, Sector 4, Noida - 201301, Uttar Pradesh.

Persons entitled to attend and vote at the Meeting, may vote in person, by proxy, through postal ballot or through electronic means, provided that all proxies in the prescribed form, duly completed and signed or authenticated by the concerned person, are deposited at the registered office of the Applicant Company as mentioned above not later than 48 hours before the scheduled time of the Meeting. Forms of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Applicant Company and/ or from the office of its advocates as mentioned above.

The Hon'ble Tribunal has appointed Mr. J.P. Singh, Senior Advocate, as the Chairperson of the Meeting, including for any adjournment(s) thereof and failing him, Mr. Manuj Nagrath, Advocate, as the Alternate Chairperson of the Meeting, including for any adjournment(s) thereof. The Tribunal has also appointed Mr. Pankaj Jain, Chartered Accountant, as the Scrutinizer for the Meeting, including for any adjournment(s) thereof. The Scheme, if approved by the Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal.

TAKE NOTICE that the following resolution is proposed under Section 230(3) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) *(***"Act"***)* and the provisions of the memorandum of association and the articles of association of Bharti Airtel Limited *(***"Applicant Company"***),* for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed scheme of arrangement between Tata Teleservices (Maharashtra) Limited and the Applicant Company and their respective shareholders and creditors under Sections 230 to 232 of the Act *(***"Scheme"***).*

"RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act"), the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India (to the extent applicable), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (to the extent applicable), the observation letters, both dated March 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited, and subject to the provisions of the memorandum of association and the articles of association of Bharti Airtel Limited *(***"Applicant Company"***)* and subject to the approval of the New Delhi Bench of the Hon'ble National Company Law Tribunal *(***"Tribunal"***)* and subject to such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Applicant Company *(***"Board"***,* which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the scheme of arrangement between Tata Teleservices (Maharashtra) Limited and the Applicant Company and their respective shareholders and creditors under Sections 230 to 232 of the Act ("Scheme") as enclosed to the notice of the Tribunal convened meeting of the equity shareholders of the Applicant Company and placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts of the Applicant Company as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

TAKE FURTHER NOTICE that pursuant to the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws and regulations, as may be applicable, the Applicant Company has also provided the facility of postal ballot and e-voting. Accordingly, the equity shareholders may cast votes through the postal ballot form or electronically (i.e. e-voting). The Applicant Company has engaged the services of Karvy Computershare Private Limited (**"Karvy"**) for the purpose of providing e-voting facility to the equity shareholders. The equity shareholders desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and in the notice and return the Postal Ballot Form duly completed in the attached self-addressed, postage pre-paid Business Reply Envelope, so as to reach the scrutinizer not later than 5:00 P.M. on Thursday, August 2, 2018. If any postal ballot is received after 5:00 P.M. on Thursday, August 2, 2018, it will be considered that no reply from the equity shareholder has been received. The equity shareholders desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions set out in the notes below under the heading *"Voting through electronic means"*.

A copy of the statement under Section 230(3) of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**"Rules"**) (**"Explanatory Statement"**), the Scheme and other enclosures including the Form of Proxy and the Attendance Slip are enclosed and form part of the notice.

Dated this 22nd day of June, 2018.

For Bharti Airtel Limited

Sd/-
Rohit Krishan Puri
(Authorized Signatory)

Registered Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070.
CIN: L74899DL1995PLC070609
Email: compliance.officer@bharti.in

Notes:

1. **ONLY AN EQUITY SHAREHOLDER OF THE APPLICANT COMPANY IS ENTITLED TO VOTE IN PERSON, BY PROXY, THROUGH POSTAL BALLOT OR THROUGH ELECTRONIC MEANS.**
2. **AN EQUITY SHAREHOLDER OF THE APPLICANT COMPANY IS ENTITLED TO ATTEND AND VOTE AT THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS ("MEETING"), EITHER IN PERSON OR BY PROXY OR THROUGH AN AUTHORIZED REPRESENTATIVE, AS THE CASE MAY BE. WHERE A BODY CORPORATE WHICH IS AN EQUITY SHAREHOLDER AUTHORISES ANY PERSON TO ACT AS ITS REPRESENTATIVE AT THE MEETING, A COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS OR OTHER GOVERNING**

BODY OF SUCH BODY CORPORATE AUTHORISING SUCH PERSON TO ACT AS ITS REPRESENTATIVE AT THE MEETING, AND CERTIFIED TO BE A TRUE COPY BY A DIRECTOR, THE MANAGER, THE SECRETARY, OR OTHER AUTHORISED OFFICER OF SUCH BODY CORPORATE SHALL BE LODGED WITH THE APPLICANT COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

3. **AN EQUITY SHAREHOLDER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING, EITHER IN PERSON OR BY PROXY OR THROUGH AN AUTHORIZED REPRESENTATIVE (IN CASE THE EQUITY SHAREHOLDER IS A BODY CORPORATE), AS THE CASE MAY BE. SUCH EQUITY SHAREHOLDER IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD AND ON BEHALF OF SUCH EQUITY SHAREHOLDER AND SUCH PROXY NEED NOT BE AN EQUITY SHAREHOLDER. PROXIES TO BE VALID AND EFFECTIVE SHOULD BE IN THE PRESCRIBED FORM OF PROXY, DULY COMPLETED, STAMPED AND SIGNED OR AUTHENTICATED BY THE CONCERNED PERSON AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE APPLICANT COMPANY NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

4. PURSUANT TO SECTION 105 OF THE COPMANIES ACT, 2013 ("ACT") READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON CAN ACT AS PROXY ON BEHALF OF THE EQUITY SHAREHOLDERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL EQUITY SHARE CAPITAL OF THE APPLICANT COMPANY CARRYING VOTING RIGHTS. AN EQUITY SHAREHOLDER HOLDING MORE THAN 10% OF THE TOTAL EQUITY SHARE CAPITAL OF THE APPLICANT COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR EQUITY SHAREHOLDER.

5. An equity shareholder/ its proxy, attending the Meeting, is requested to bring the Attendance Slip duly completed and signed along with a copy of the deposited Form of Proxy (in case of a proxy). Equity shareholders holding shares in dematerialized form are requested to bring their Client Master List/ Depository Participant Statement/ Delivery Instruction Slip reflecting their Client ID and DP ID Number for easier identification of attendance at the Meeting.

6. In case of joint holders attending the Meeting, only such joint holder whose name appears at the top in the hierarchy of names shall be entitled to vote.

7. An equity shareholder (in case such equity shareholder is an individual) or the authorized representative of the equity shareholder (in case such equity shareholder is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card/ Aadhaar Card/ Passport/ Driving License/ Voter ID Card). Additionally, an equity shareholder (in case such equity shareholderis a sole proprietorship) or the proxy should carry a valid document evidencing the individual as the proprietor of the sole proprietorship.

8. Equity shareholders may avail the nomination facility as provided under Section 72 of the Act.

9. The notice, the Explanatory Statement together with the documents accompanying the same, are being sent through registered post to all those equity shareholders who have not registered their email ID's with the Applicant Company and the Depository Participants and/ or electronically by email to those equity shareholders who have registered their email ID's with the Applicant Company and/or the Depository Participants, whose names appear in the register of members/ list of beneficial owners as received from Karvy on Friday, June 22, 2018.

10. In terms of the directions contained in the Orders, the quorum for the Meeting shall be 200 equity shareholders. Further, in case the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by 30 minutes and thereafter, the equity shareholders, present and voting, shall be deemed to constitute the quorum. For the purposes of computing the quorum, the valid proxies shall also be considered.

11. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders of the Applicant Company if the resolution mentioned in the notice has been approved at the Meeting by a majority in number representing three-fourths in value of the equity shareholding of the Applicant Company, voting in person, by proxy, through postal ballot or through electronic means.

12. In terms of the directions contained in the Order, the advertisement of the Meeting will be published in the *"Indian Express"* (Delhi edition, in English) and *"Jansatta"* (Delhi edition, in Hindi) indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme, the Explanatory Statement and the Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Applicant Company at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070 and/or at the office of its advocates, M/s. AZB & Partners situated at Plot No. A8, Sector 4, Noida - 201301, Uttar Pradesh.

13. It may be noted that the voting facility through ballot/ polling paper will be provided at the Meeting venue.

14. Pursuant to the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Management and Administration Rules (as amended from time to time), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and other applicable provisions, if any, of the Act and of SEBI Listing Regulations, the Applicant Company will be offering postal ballot and e-voting facility to the shareholders to cast their votes

(for or against) on the resolution set forth in the notice.

15. The voting rights of an equity shareholder shall be in proportion to such equity shareholder's equity shareholding in the Applicant Company as on Friday, June 22, 2018.

16. Kindly note that each equity shareholder can opt for only one mode for voting i.e. either by Postal Ballot or by E-voting. If you opt for E-voting, then please do not vote by Postal Ballot and vice versa. In case equity shareholders do cast their vote, via both modes i.e. Postal Ballot as well as E-voting, then voting done through E-voting shall prevail and Postal Ballot of that member shall be treated as invalid.

17. The E-Voting Event Number, User ID and Password along with the detailed instruction are set out below under the section *"Voting through electronic means"*.

18. The voting rights for the purposes of e-voting and postal ballot shall be reckoned on the basis of the paid up value of the equity shares registered in the name of the equity shareholders as on Friday, June 22, 2018 and a person who is not an equity shareholder on such date should treat the notice for information purposes only.

19. It is clarified that casting of votes by e-voting or postal ballot does not disentitle an equity shareholder from attending the Meeting. However, any equity shareholder who has voted through e-voting or postal ballot cannot vote at the Meeting.

20. The scrutinizer will submit his report to the Chairperson or the Alternate Chairperson (as the case may be) after completion of the scrutiny of the postal ballots, e-votes and the polling/ ballot paper submitted by the equity shareholders. The scrutinizer's decision on the validity of the votes shall be final. The results of the voting on the resolution set out in the notice shall be announced on or before Sunday, August 5, 2018. The results of the voting along with the Scrutinizer's Report shall be displayed at the registered office of the Applicant Company situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070 and its website (www.airtel.com) and Karvy's website (https//evoting.karvy.com), besides being communicated to the stock exchanges where the equity shares of the Applicant Company are listed, namely, the National Stock Exchange of India Limited and BSE Limited (collectively, the **"Stock Exchanges"**).

21. Kindly note that an equity shareholder can opt to vote either by physical ballot or postal ballot or e-voting. If you are opting to vote through any one of the aforesaid modes, then do not vote by any of the other modes.

22. The voting period for postal ballot and e-voting commences on Wednesday, July 4, 2018 at 9:00 A.M. and ends on Thursday, August 2, 2018 at 5:00 P.M During this period, the equity shareholders holding equity shares either in physical form or in dematerialized form, as on Friday, June 22, 2018, being the cut-off date, may cast their vote (for or against) electronically. Once the vote on the resolution is cast by an equity shareholder, such equity shareholder will not be allowed to change it subsequently.

23. The Applicant Company is offering e-voting facility as an alternate, for all equity shareholders to enable them to cast their vote electronically instead of dispatching Postal Ballot. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions under the heading *"Voting through Electronic Means"*.

VOTING THROUGH POSTAL BALLOT

24. A Postal Ballot Form along with self-addressed postage Business Reply Envelope is enclosed in loose leaf form. The equity shareholders voting in physical form are requested to carefully read the instructions printed in the enclosed Postal Ballot Form. The equity shareholders who have received the notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from the Applicant Company's website (www.airtel.com) or seek a duplicate Postal Ballot Form from the Applicant Company. The equity shareholders who have not received the postal ballot form may apply to the Applicant Company and obtain a duplicate copy. equity shareholders shall fill in the requisite details and send the duly completed and signed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope to the scrutinizer so as to reach the scrutinizer before 5:00 P.M. on Thursday, August 2, 2018. Any Postal Ballot Form received after such period shall be treated as if the reply from the equity shareholder has not been received.

25. The Postal Ballot Form should be completed and signed by the equity shareholder (as per specimen signature registered with the Applicant Company and/or furnished by the depositories). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his/ her absence, by the next named member. Holder(s) of power of attorney (**"PoA"**) on behalf of an equity shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Applicant Company or enclosing a copy of the PoA authenticated by a notary. In case of equity shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the Postal Ballot Form.

26. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. There will be only one Postal Ballot Form for every registered folio/ client ID irrespective of the number of joint shareholders.

27. The vote on postal ballot cannot be exercised through proxy.

VOTING THROUGH ELECTRONIC MEANS

28. Launch internet browser by typing the URL: https://evoting.karvy.com.

29. Enter the login credentials (i.e. User ID and password mentioned at the bottom of the Postal Ballot Form). Your Folio No./ DP ID/ Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting

your vote. If required, please visit https://evoting.karvy.com for your existing password.

30. After entering these details appropriately, click on "LOGIN".

31. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **IT IS STRONGLY RECOMMENDED THAT YOU DO NOT SHARE YOUR PASSWORD WITH ANY OTHER PERSON AND THAT YOU TAKE UTMOST CARE TO KEEP YOUR PASSWORD CONFIDENTIAL.**

32. You need to login again with the new credentials.

33. On successful login, the system will prompt you to select the E-Voting Event Number for Bharti Airtel Limited.

34. On the voting page enter the number of shares (which represents the number of votes) as on Friday, June 22, 2018under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to resolution and "AGAINST" implies dissent to resolution.

35. Equity shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.

36. You may then cast your vote by selecting an appropriate option and click on "Submit".

37. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the e-voting period, equity shareholders can login any number of times till they have voted on the resolution.

38. Corporate/ Institutional equity shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF format/JPG format) of the board resolution/ authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the scrutinizer at anshul.chhabra@capoc.in with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No.".

39. Once the vote on a resolution is cast by an equity shareholder, the equity shareholder shall not be allowed to change it subsequently.

40. The scrutinizer shall on the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Applicant Company and will prepare and submit, a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the chairperson or alternate chairperson (as the case may be) of the Meeting.

41. The results declared along with the scrutinizer's report will be available on the website of the Applicant Company (www.airtel.com) and on Karvy's website (https://evoting.karvy.com) and shall be communicated to the Stock Exchanges.

42. In case of any query and/ or grievance, pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website https://evoting.karvy.com or contact G.Ramesh of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 at evoting@Karvy.com or phone number 040-67161522 or call Karvy's toll free No. 1-800-34-54-001.

43. In case any person becomes member of the Applicant Company after dispatch of this notice and holds shares as on the cut-off date for e-voting i.e., Friday, June 22, 2018, he/she may obtain the User ID and Password in the manner as mentioned below:

(i) If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD<space> DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

(ii) If the mobile number of the member is registered against shares held in physical form the member may send SMS: MYEPWD<space> Event no. + Folio no. to 9212993399.

Example for Physical:
MYEPWD <SPACE> XXXX1234567890

(iii) If e-mail address of the member is registered against Folio No./ DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

44. For Member whose mobile number and email address is not registered, may call Karvy's toll free number 1800-3454-001 or may send an e-mail request to at evoting@karvy.com or to the Company at compliance.officer@bharti.in.

45. All documents referred to in the notice and the accompanying Explanatory Statement will be available for inspection by the equity shareholders at the registered office of the Applicant Company on all days, except Saturday, Sunday and public holidays, between 11:00 A.M. and 1:00 P.M. upto the date of the Meeting.

46. Any queries/ grievances in relation to notice may be addressed to the company secretary of the Applicant Company through e-mail (compliance.officer@bharti.in). The company secretary of the Applicant Company can also be contacted at 011-46666100.

Enclosures: As above

STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF BHARTI AIRTEL LIMITED

1. This statement is being furnished pursuant to Section 230(3) of the Companies Act, 2013 (**"Act**") and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**"Rules"**) (**"Explanatory Statement"**).

2. Pursuant to the order dated May 23, 2018 passed by the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi (**"Tribunal"**) in Company Application No. (CAA)65/PB/2018 (**"Order"**), a meeting of the equity shareholders of Bharti Airtel Limited (**"Applicant Company"** or **"Transferee Company"** or **"BAL"**) is being convened at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110034 on Friday, the 3rd day of August, 2018 from 10:30 A.M. to 11:30 A.M. (**"Meeting"**), for the purpose of considering and, if thought fit, approving with or without modification(s), the scheme of arrangement between Tata Teleservices (Maharashtra) Limited (**"Transferor Company"** or **"TTML"**, which together with the Applicant Company is hereinafter collectively referred to as the **"Companies"**) and the Applicant Company and their respective shareholders and creditors under Sections 230 to 232 of the Act (**"Scheme"**). The Scheme as filed before the Tribunal is enclosed as ANNEXURE 1. Please refer to paragraphs 37 and 39 of this Explanatory Statement for the rationale and salient and features of the Scheme.

3. The proposed Scheme was placed before the Audit & Risk Management Committee of the Applicant Company (**"BAL Audit Committee"**) at its meeting held on December 19, 2017. On the basis of its evaluation and independent judgment and consideration of the Share Entitlement Report and the Fairness Opinion dated December 19, 2017 issued to the Applicant Company by RBSA Capital Advisors LLP, a merchant banker registered with the Securities and Exchange Board of India (**"SEBI"**), the BAL Audit Committee approved and recommended the Scheme to the board of directors (**"Board"**) of the Applicant Company.

4. The Board of the Applicant Company, based on the independent recommendation of the BAL Audit Committee, approved the Scheme vide resolution dated December 19, 2017. The following directors voted on the resolution passed by the Board of the Transferee Company on December 19, 2017: (i) Mr. Sunil Bharti Mittal; (ii) Mr. Dinesh Kumar Mittal; (iii) Mr. Rakesh Bharti Mittal; (iv) Mr. V.K. Viswanathan.

5. The proposed Scheme was placed before the Audit Committee of the Transferor Company (**"TTML Audit Committee"**) at its meeting held on December 19, 2017. On the basis of its evaluation and independent judgment and consideration of the Share Entitlement Report and the fairness opinion dated December 19, 2017 issued to the Transferor Company by Kotak Mahindra Capital Company Limited, a merchant banker registered with SEBI, the TTML Audit Committee approved and recommended the Scheme to the Board of the Transferor Company.

6. The Board of the Transferor Company, based on the independent recommendation of the TTML Audit Committee, approved the Scheme vide resolution dated December 19, 2017. The following directors voted on the resolution passed by the Board of the Transferor Company on December 19, 2017: (i) Mr. N. Srinath; (ii) Ms. Hiroo Mirchandani; (iii) Mr. D.T. Joseph; and (iv) Mr. Govind Sankaranarayanan.

7. The Scheme is presented under Sections 230 to 232 and other applicable provisions of the Act read with Section 2(19AA) and other applicable provisions of the Income-tax Act, 1961, for the transfer by way of a demerger of the Demerged Undertaking (defined under Clause 1.12 of Part B of the Scheme) of the Transferor Company to the Applicant Company, and the consequent issue of BAL Equity Shares (defined under Clause 1.6 of Part B of the Scheme) to the TTML Equity Holders (defined under Clause 1.29 of Part B of the Scheme) and BAL RPS (defined under Clause 1.7 of Part B of the Scheme) to the TTML RPS Holders (defined under Clause 1.32 of Part B of the Scheme) by the Applicant Company in accordance with Clause 6 of Part C of the Scheme; and various other matters consequential or otherwise integrally connected therewith.

8. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders of the Applicant Company if the resolution mentioned in the notice has been approved at the Meeting by a majority in number representing three-fourths in value of the equity shareholding of the Applicant Company, voting in person, by proxy, through postal ballot or through electronic means.

DETAILS OF THE APPLICANT COMPANY/ TRANSFEREE COMPANY AS PER RULE 6(3) OF THE RULES

9. Details of the Applicant Company:

Bharti Airtel Limited (Applicant Company/ Transferee Company)	
Corporate Identification No. (CIN)	L74899DL1995PLC070609
Permanent Account No. PAN)	AAACB2894G
Incorporation Date	July 7, 1995
Type of Company	Public Limited Company
Registered Office Address	Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070
Email	compliance.officer@bharti.in
Stock Exchange(s) where securities of the Applicant Company are listed	(i) BSE Limited; and
	(ii) National Stock Exchange of India Limited

10. Summary of the main objects as per the memorandum of association of the Applicant Company:

The main objects of the Applicant Company are set out under Clause III(A) of its memorandum of association, which are as under:

"1. To promote & establish Companies, Funds, Associations or Partnerships for providing telecom networks and/or to run and maintain telecom services like basic/fixed line services, cellular/ mobile services, paging, videotext, voice mail and data systems, private switching network services, transmission network of all types, computer networks i.e. local area network, wide area network, Electronic Mail, Intelligent network. Multimedia communication systems or the combinations thereof and for execution of undertakings. Works, projects or enterprises in the Industry whether of a private or public character or any joint venture re with any government or other authority in India or elsewhere and to acquire and dispose of shares/ securities in such companies, and funds and interest in such associations or partnerships.

2. To provide telecom networks and to run and maintain telecom services like basic/fixed line services, cellular/mobile services, paging, video-text, voice mail & data systems, private switching network services, transmission networks of all types, computer networks like local area network, wide area network, Electronic Mail, Intelligent network, Multi media communication systems or the combinations thereof.

3. To carry on the business of manufacturers, merchants, dealers, distributors, importers, exporters, buyers, sellers, agents and stockists, and to market, hire, lease, rent out, assemble, alter, install, service, design, research and improve, develop, exchange, maintain, repair, refurnish, store and otherwise deal in any manner in all types of telephone exchanges, telephone instruments -whether corded, cordless, mobile or of any other kind; tele- terminals, fax machines, telegraphs, recording instruments and devices, telephone message/ answering machines and devices; dialing machines, trunk dialing barring devices, wireless sets and other wireless communication devices like radio pagers, cellular phones, satellite phones etc; telecom switching equipments of all kinds; telecom transmission equipments of all kinds, test equipments, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture thereof and to provide technical services in respect thereof or relating thereto.

4. To buy, sell, manufacture, assemble, repair, design, alter, research and improve, develop, exchange, ware- house, let on hire, import, export, and deal in all sorts of Electronic, non-Electronic, Computerized and Electrical items and equipment including Computer and Data Processing Equipment, Peripherals. Printers. Disc-drives, Intelligent Terminals, Modems, Software, Hardware, Personal Computers, 'CAD'CAM' Computer, Graphic Systems, Office Automation Equipments, Word processors, Photopesetting, Text Editing and Electronic Printing and/or Typing Systems, Circuits, including integrated, hybrid, 'VLSI' Chips, Microprocessors and Microprocessor based equipment, Semiconductor Memories including bubble Memories, Discrete electronic devices, Facsimile Equipments, Copying Machines. Xerox Machines, Telephone Cable Pressurization Systems, Printed Circuit Boards, all sorts of automatic Float charges, Electronic, Electrical and Computerized Systems and Equipment and Plant and Machineries and Field Engineering support and for all above, their incidental and allied equipment, accessories, components, parts, sub-parts, tools, manufactured and semi manufactured goods, raw materials, plant and machineries, substance, goods, articles and things and VCR, VCP, Cassettes, Cameras, Radios, Stereo and Amplifiers, television sets, audio visual equipment, teleprinters, telecommunications satellite Station and electronic equipment, remote control systems, business machines, calculators, hoists, elevators, trolleys and their components including valves, transistors, resistors, condensors, coils and circuits.

5. To guarantee/ counter guarantee the obligations of any of its subsidiary/ associate/ group companies and/or other companies in which the company has equity interest under any agreements/ contracts/ debentures, bonds, stocks, mortgages, charges and securities."

11. Main business carried on by the Applicant Company:

The Applicant Company is presently engaged in the business of providing global telecommunications with operations in 16 countries across Asia and Africa. In India, the Applicant Company's product offerings include 2G, 3G and 4G wireless services, mobile commerce, fixed line services, high speed home broadband, DTH, enterprise services including national & international long distance services to carriers. In the rest of the geographies, it offers 2G, 3G and 4G wireless services and mobile commerce.

12. Details of change of name, registered office and objects of the Applicant Company during the last five years:

Change of Name: The Applicant Company was incorporated on July 7, 1995 under the provisions of the Companies Act, 1956, under the name 'Bharti Tele-Ventures Limited'. Thereafter, on April 24, 2006, the name of the Applicant Company was changed to its present name i.e. "Bharti Airtel Limited". Accordingly,

there has been no change in the name of the Applicant Company during the last five years.

Change of Registered Office: There has been no change in the registered office of the Applicant Company during the last five years.

Change of Objects: There has been no change in the objects of the Applicant Company during the last five years.

13. Details of the capital structure of the Applicant Company including authorized, issued, subscribed and paid-up share capital:

Particulars	Amount (in Rs.)
Authorized Share Capital as on June 22, 2018	
29,50,60,00,000 equity shares having face value of Rs. 5/- each	1,47,53,00,00,000
Total	1,47,53,00,00,000
Issued, Subscribed and Fully Paid-up Share Capital as on June 22, 2018	
3,99,74,00,107 equity shares having face value of Rs. 5/- each	19,98,70,00,535
Total	**19,98,70,00,535**

Please refer to ANNEXURE 16 for details regarding the pre and post-arrangement, expected capital structure and shareholding pattern of each of the Companies.

14. Names of the Promoters of the Applicant Company along with their addresses:

S. No.	Name of the Promoter	Address
1.	Bharti Telecom Limited	Plot No. 16, Udyog Vihar, Phase IV, Gurgaon - 122001, Haryana, India
2.	Pastel Limited	Level 3, Alexender House, 36 Cybercity, Ebene, Mauritius
3.	Indian Continent Investment Limited	6, Sir William Newton Street, Port Louis, Mauritius
4.	Viridian Limited	C/o intercontinental Trust Limited at Level 3, Alexender House, 36 Cybercity, Ebene, Mauritius

Notes:

(i) Bharti Telecom Limited is promoter of Bharti Airtel Limited as prescribed in its IPO Prospectus dated February 7, 2002.

(ii) Pastel Limited qualifies as "deemed promoter" u/r 2(1)(t) of SEBI (Substantial Acquisition and Takeover) Regulations, 2011 but is not having control over the listed company nor is "person acting in concert" with promoter (Bharti Telecom Limited) as specified u/r 2(1)(q) of the Regulations.

(iii) Indian Continent Investment Limited is person acting in concert with promoter "Bharti Telecom Limited".

(iv) Viridian Limited is person acting in concert with Pastel Limited.

15. Names of the directors of the Applicant Company as on June 22, 2018 along with their addresses:

S. No.	Name of the Director and Designation	Address
1.	**Mr. Sunil Bharti Mittal** (Chairman)	Plot No. 16, Udyog Vihar, Phase IV, Gurgaon - 122001, Haryana, India
2.	**Mr. Ben Verwaayen** (Independent Director)	Prince's Gate 1,Flat 7, London SW7 1QJ,United Kingdom
3.	**Ms. Chua Sock Koong** (Non-Executive Director)	15A, Oei Tiong Ham Park, Singapore – 268302
4.	**Mr. Craig Ehrlich** (Independent Director)	Block - B, 6/F, Best View Court, 66, Mac Donnell Road, Hong Kong
5.	**Mr. Dinesh Kumar Mittal** (Independent Director)	B-71, Sector 44, Noida – 201301, Uttar Pradesh, India
6.	**Mr. Gopal Vittal** (Managing Director & CEO (India & South Asia)	A2/1202, World Spa East, Sector 30 & 41, Gurgaon – 122001, Haryana, India
7.	**Mr. Manish Kejriwal** (Independent Director)	Prabhat Building, 3rd Floor, Flat No. 18, B Road, Churchgate, Mumbai – 400020, Maharashtra, India
8.	**Mr. Rakesh Bharti Mittal** (Non-Executive Director)	4 Pearl Lane, DLF Chattarpur Farms, New Delhi – 110074, India
9.	**Mr. Shishir Priyadarshi** (Independent Director)	24, Cret De Champel, Geneva, 1206, Switzerland
10.	**Ms. Tan Yong Choo** (Non-Executive Director)	22, Park Villas Green, Singapore – 545430
11.	**Mr. V.K. Viswanathan** (Independent Director)	F-01, First Floor, Legacy Caldera, 56, SRT Road, Cunningham Road, Bangalore – 560052, Karnataka, India

16. The date of the board meeting at which the Scheme was approved by the Board of the Applicant Company including the names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The Scheme was unanimously approved by the Board of the Applicant Company on December 19, 2017. The details of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as under:

S. No.	Names of the Directors	Votes
1.	**Mr. Sunil Bharti Mittal** (Chairman)	In Favour
2.	**Mr. Gopal Vittal** (Managing Director & CEO (India & South Asia)	Leave of Absence
3.	**Mr. Ben Verwaayen** (Independent Director)	Leave of Absence
4.	**Mr. Craig Ehrlich** (Independent Director)	Leave of Absence
5.	**Mr. Dinesh Kumar Mittal** (Independent Director)	In Favour
6.	**Ms. Chua Sock Koong** (Non-Executive Director)	Leave of Absence
7.	**Mr. Manish Kejriwal** (Independent Director)	Leave of Absence
8.	**Mr. Rakesh Bharti Mittal** (Non-Executive Director)	In Favour
9.	**Mr. Shishir Priyadarshi** (Independent Director)	Leave of Absence
10.	**Ms. Tan Yong Choo** (Non-Executive Director)	Leave of Absence
11.	**Mr. V.K. Viswanathan** (Independent Director)	In Favour

*Ben Verwaayen, Manish Kejriwal, Shishir Priyadarshi, Craig Ehrlich, Tan Yong Choo, directors participated in the meeting / discussions through audio conference and were granted leave of absence from physical presence.

17. As on December 31, 2017, the amount due to the unsecured creditors of the Applicant Company is Rs. 2,44,25,40,00,000/-.

18. Disclosure about the effect of the Scheme on the material interests of directors, key managerial personnel and debenture trustee of the Applicant Company:

None of the directors, the "Key Managerial Personnel" *(as defined under the Act and rules formed thereunder)* of the Applicant Company and their respective "Relatives" (as defined under the Act and rules formed thereunder) have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Transferee Company, if any, and/ or to the extent the said directors are common directors of the Applicant Company and the Transferor Company. The effect of the Scheme on the material interests of the directors and "Key Managerial Personnel" and their respective "Relatives", is not any different from the effect on other shareholders of the Applicant Company and/or the Transferor Company.

Further, the security/ bond trustee appointed in connection with the overseas bonds issued by the Applicant Company and the debenture trustee appointed in connection with the debentures issued by the Applicant Company are not expected to have any material interest in the Scheme.

The details of the shareholding of directors, "Key Managerial Personnel" and their respective "Relatives" as on June 22, 2018 is as follows:

S. No.	Name/ Designation	No. of shares held in the Transferor Company	No. of shares held in Applicant Company
1.	**Mr. Gopal Vittal**	Nil	2,98,885
2.	**Mr. Nilanjan Roy**	Nil	13,003

19. Disclosure about the effect of the Scheme on the following persons:

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders	In terms of Clause 6.1 of Part B of the Scheme, upon the Scheme coming into effect, the Applicant Company will issue and allot: (i) 1 fully paid up equity share of face value Rs. 5 each of the Applicant Company to the equity shareholders of the Applicant Company (**"TTML Equity Shareholders"**) for every 2,014 equity shares of the Applicant Company held in the Applicant Company on the Record Date *(as defined in the Scheme);* (ii) 10 fully paid-up redeemable, non-participating, non-cumulative preference shares of face value Rs. 100 each of the Applicant Company to all (and not each) of the shareholders of the Applicant Company who hold redeemable preference shares (**"TTML RPS Holder"**) in proportion to their holding of fully paid-up redeemable preference shares of the Applicant Company of face value of Rs. 100 on the Record Date *(as defined in the Scheme)*. Further, in terms of Clause 6.2 of Part B of the Scheme, the Applicant Company shall not allot shares in respect of fractional entitlements to which a TTML Equity Holder or a TTML RPS Holder may be entitled on allotment of shares as per Clause 6.1 of Part B of the Scheme. The board of the Applicant Company (**"Board"**) shall consolidate all such fractional entitlements and thereupon issue BAL Equity Shares or BAL RPS, as applicable (which shall be rounded off to the next whole number) in lieu thereof to a person/ trustee authorized by the Board in this behalf who shall hold the shares in trust on behalf of the TTML Equity Holders or TTML RPS Holders entitled to fractional entitlements with the express understanding that such person/trustee shall sell the shares of the Applicant Company so allotted on the Stock Exchange *(as defined in the Scheme)* or otherwise at such time or times and at such price or prices and to such person, as such person/trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the TTML Equity Holders and TTML RPS Holders (as the case may be) in proportion to their respective fractional entitlements.

		Moreover, in terms of Clause 6.3.2 of Part B of the Scheme, the Board shall, if and to the extent required, apply for and obtain any approvals from the concerned Appropriate Authority *(as defined in the Scheme)* and undertake necessary compliance for the issue and allotment of BAL Equity Shares to the TTML Equity Holders and BAL RPS to the TTML RPS Holders (as the case may be) pursuant to Clause 6.1 of Part B of the Scheme. In the event that the approval of an Appropriate Authority is required for the issuance of BAL RPS to the TTML RPS Holders *(as the case may be)* but is not duly obtained after all conditions precedent (setout under Clause 9 of Part C of the Scheme) have been satisfied, then in such event the Company shall pay cash computed at the rate of Rs. 100 per BAL RPS (as defined in the Scheme) to such TTML RPS Holder (as defined in the Scheme) as the case may be.The Applicant Company has only a single class of shareholders i.e., the equity shareholders of the Applicant Company.
2.	Promoters	Please refer to point 1 above regarding effect on the shareholders.
3.	Non-Promoter Shareholders	
4.	Key Managerial Personnel/ Directors	Upon the Scheme coming into effect, the existing directors shall continue on the board of the Applicant Company and the existing KMPs shall continue being with the Applicant Company.
5.	Creditors/ Debenture Holders	The Scheme is expected to be in the best interest of the creditors and debenture holders of the Applicant Company.
6.	Depositors/ Deposit Trustee	Not Applicable. The Applicant Company does not have any depositors nor any deposit trustee.
7.	Debenture Trustee	The Scheme is expected to have no effect on the interests of the security/ bond trustee appointed in connection with the overseas bonds issued by the Applicant Company as well as the debenture trustee appointed in connection with the debentures issued by the Applicant Company.
8.	Employees	In terms of Clause 5.5 of Part B of the Scheme, upon the Scheme coming into effect, all Transferring Employees (as defined in the Scheme) shall be deemed to have become the employees of the Applicant Company, on terms and conditions not less favourable than those on which they are employed by the Transferor Company in the Demerged Undertaking (as defined in the Scheme) and without any interruption of, or break in, service as a result of the transfer of the Demerged Undertaking to the Applicant Company. The Scheme also provides that for the purpose of payment of any compensation, retrenchment compensation, gratuity and other terminal benefits, the past services of the Transferring Employees with the Transferor Company shall also be taken into account, and paid (as and when payable) by the Applicant Company.

20. No investigation proceedings have been instituted and are pending in relation to the Applicant Company under Sections 235 to 251 of the Companies Act, 1956 or under Sections 210 to 227 of the Act.

21. To the knowledge of the Applicant Company, no winding-up petition (including under Section 433 read with Section 434 of the Companies Act, 1956) and/ or insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 have been filed/ instituted and are pending against theApplicant Company.

22. The Applicant Company has filed a copy of the Scheme with the Registrar of Companies, NCT of Delhi & Haryana pursuant to Section 232(2)(b) of the Act.

23. Sub-clauses 3 and 6 of Clause III(B) of the memorandum of association of the Transferee Company contain enabling provisions for undertaking an arrangement as envisaged in the Scheme and the same are extracted below:

"3. To acquire and take over either the whole or any part of the business, goodwill, trade, patents and property, assets and liabilities of any person or persons, firm or corporation, carrying on any business, which the Company is authorized to carry on.

6. To amalgamate with any other Company having objects altogether or in part, similar to those of this Company"

DETAILS OF THE TRANSFEROR COMPANY AS PER RULE 6(3) OF THE RULES

23. Details of the Transferor Company:

Tata Teleservices (Maharashtra) Limited (Transferor Company)	
Corporate Identification No. (CIN)	L64200MH1995PLC086354
Permanent Account No. (PAN)	AAACH1458C
Incorporation Date	March 13, 1995
Type of Company	Public Limited Company
Registered Office Address	Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400033, Maharashtra
Email	investor.relations@tatatel.co.in
Stock Exchange(s) where securities of the Transferor Company are listed	(i) BSE Limited; and
	(ii) National Stock Exchange of India Limited

24. Summary of the main objects as per the memorandum of association of the Transferor Company:

The main objects of the Transferor Company are set out under Clause III(A) of its memorandum of association, which are as under:

"1. To carry on the business of telephone, telegraph cable and wireless company and to act as operators,

designers, manufacturers, processors, assemblers, dealers, traders, distributors, importers, agents, consultants, system designers and contractors for erection and commissioning including on turnkey basis, of telephone Lines, telegraphs, intercom, cable and wireless communications, radio communication and all other systems of communication including fixed and mobile cellular services, paging facilities, E-mail, Voice Mail, Data Mail and Satellite Communication and to provide the latest transmission technology for telephones and video signals along with accessories and components relating thereto or to otherwise deal with the same in any other manner including storing, packing, transporting, converting, repairing, installing, training, servicing maintenance of all types, varieties and kinds of telephone instruments, intercom, and other accessories and components and to provide basic telecommunication services – fixed and mobile, satellite communication system, personal communication service, data service and all analog and digital communication systems.

2. *To provide Telecommunication Services relative to transmission of voice, data, images using terrestrial networks, microwave and satellite technologies including Value Added Services viz. Radio Paging Services, Public Mobile Trunking Services, Closed Users Group Domestic 64 kbps data network via INSAT Satellite System, Videotex Service, Video Conferencing, Internet and allied Services (including e-commerce, e- business, content provision, operating and maintaining web farms), installing, operating and maintaining International Gateways and hosting portal site/s.*

3. *To carry on all kinds of business in connection with all communication equipment like receivers, transmitters, trans-receivers, walkie-talkies, radio, relay equipment, point to point communication equipment, antennas and associated equipment, single channel, multi channel, fixed frequency, variable frequency, static, mobile, airborne, shipborn equipment in any frequency spectrum, TV systems, receivers, transmitters, pattern generators and associated equipment, amplifiers, oscillators, synthesizers, waveform generating, measuring and associated equipment, sonic, ultrasonic and radio frequency ranging and depth finding sonar and telemetry coding and data transmission equipment, data acquisition, processing and logging equipment, calculators, computers, mini-computers, micro-computers, printers, readers display terminal, facsimile transmitting and receiving equipments and systems.*

4. *To plan, build, manufacture, design and use all necessary equipments in respect of signalling, telecommunication and also control equipments used in roads, railways, ships, aircrafts, ports, airports, railway stations, public places/residential and industrial complexes, cities, villages, remote areas and any other utilities.*

5. *To carry on the business of manufacturing, buying, selling, importing, exporting, storing, packing, distributing and otherwise dealing and trading in all kinds of signal transmission equipment including insulated and uninsulated wires and cables whether of copper, aluminium, ally steel, or any other substance and fibre optic cables and coaxial cables, microwave and other wireless transmission equipment for providing telephone signals and other multimedia services to the consumers.*

6. *To carry on development of all communication software and hardware and to deal sell, buy, trade, import, export, design, collaborate the same."*

25. Main business carried on by the Transferor Company:

The Transferor Company holds an Unified License with Access Service Authorisations for Mumbai service area and Maharashtra service i.e. rest of Maharashtra and Goa and a national Internet Service Provider (**"ISP"**) authorisation (collectively, referred to as the **"Telecom Licenses"**). The Transferor Company is engaged in businesses in the telecom sector including, inter alia, (i) consumer mobile telephony business; (ii) enterprise business; (iii) retail wireline voice and broadband business and (iv) wi-fi business, which are all provided under the same Telecom Licenses.

26. Details of change of name, registered office and objects of the Transferor Company during the last five years:

Change of Name: The Transferor Company was incorporated on March 13, 1995 under the provisions of the Companies Act, 1956 under the name "Hughes Ispat Limited". Thereafter, on April 26, 2000, the name of the Transferor Company was changed to "Hughes Tele.com (India) Limited". Subsequently, on February 13, 2003, the name of the Transferor Company was changed to its present name i.e. "Tata Teleservices (Maharashtra) Limited". Accordingly, there has been no change in the name of the Transferor Company during the last five years.

Change of Registered Office: There has been no change in the registered office of the Transferor Company during the last five years.

Change of Objects: There has been no change in the objects of the Transferor Company during the last five years.

27. Details of the capital structure of the Transferor Company including authorized, issued, subscribed and paid-up share capital:

Particulars	Amount (in Rs.)
Authorized Share Capital as on June 22, 2018	
2,50,00,00,000 equity shares of Rs. 10/- each	25,00,00,00,000
2,35,00,00,000 preference shares of Rs. 100/- each	2,35,00,00,00,000
50,00,00,000 unclassified shares of Rs. 100/- each	50,00,00,00,000
Total	**3,10,00,00,00,000**

Issued, Subscribed and Fully Paid-up Share Capital as on June 22, 2018	
1,95,49,27,727 fully paid up equity shares of Rs. 10/- each	19,54,92,77,270
20,18,00,000 fully paid up preference shares of Rs. 100/- each	20,18,00,00,000
Total	**39,72,92,77,270**

There will not be any change in the capital structure of the Transferor Company pursuant to the Scheme.

Please refer to **ANNEXURE 16** for details regarding the pre and post-arrangement, expected capital structure and shareholding pattern of each of the Companies.

28. Names of the Promoters of the Transferor Company as on April 30, 2018, along with their addresses:

S. No.	Name of the Promoter	Address
1.	Tata Teleservices Limited	K L K Estate, Fateh Maidan Road, Hyderabad – 500001
2.	Tata Sons Limited	Bombay House, 24 Homi Mody Street, Mumbai – 400001
3.	Tata Power Company Limited	Standard Chartered Bank, Crescenzo, Securities Services, 3rd Floor, C-38/39 G-Block, BKC Bandra (East), Mumbai – 400051
4.	Panatone Finvest Limited	Ewart House, 3rd Floor, Homi Mody Street, Mumbai – 400001

29. Names of the directors of the Transferor Company as on April 30, 2018 along with their addresses:

S. No.	Name of the Director and Designation	Address
1.	**Mr. N. Srinath** (Managing Director)	201, Domus Josephi Building, Plot No. 160, Master Vinayak Road (formerly Perry Road), Bandra West, Mumbai – 400050
2.	**Ms. Hiroo Mirchandani** (Independent Director)	Flat D-1601, Ireo Uptown, Sector -66, Golf Course Extension Road, Gurgaon (Haryana) - 122101
3.	**Mr. D. T. Joseph** (Independent Director)	Flat No. 52, 5th Floor, Jasmine CHS., Madhusudan Kalelkar Marg, Bandra (East), Mumbai - 400051
4.	**Mr. Govind Sankaranarayanan** (Non-Executive Director)	41, Sealand, Flat No 10, 4th Floor, Cuffe Parade, Mumbai - 400005

30. The date of the board meeting at which the Scheme was approved by the Board of the Transferor Company including the names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The Scheme was unanimously approved by the Board of the Transferor Company on December 19, 2017. The details of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as under:

S. No.	Names of the Directors	Votes
1.	**Mr. N. Srinath** (Managing Director)	In Favour
2.	**Mr. Gopal Vittal** (Managing Director & CEO (India & South Asia)	In Favour
3.	**Mr. D.T. Joseph** (Independent Director)	In Favour
4.	**Mr. Govind Sankaranarayanan** (Non-Executive Director)	In Favour

31. As on March 31, 2018, the amount due to the unsecured creditors of the Transferor Company is Rs. 164,78,00,00,000/-.

32. Disclosure about the effect of the Scheme on the material interests of directors, key managerial personnel and debenture trustee of the Transferor Company:

None of the directors, the "Key Managerial Personnel" (as defined under the Act and rules formed thereunder) of the Transferor Company and their respective "Relatives" *(as defined under the Act and rules formed thereunder)* have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Transferor Company as set out below.

S. No.	Name/ Designation	No. of shares held in the Transferor Company	No. of shares held in Applicant Company
1.	Mr. Kiran Thacker (Company Secretary)	226	Nil

Please refer to paragraph 33 below for the effect of the Scheme on material interests of directors, key managerial personnel, debenture trustee and other stakeholders.

33. Disclosure about the effect of the Scheme on the following persons:

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Equity Shareholders	In terms of Clause 6 of Part C of the Scheme, BAL will allot 1 (one) fully paid up equity shares of BAL of face value Rs. 5 each to equity shareholders of TTML for every 2,014 (two thousand fourteen) equity shares of TTML held in TTML on the Record Date. Even after the allotment of the equity shares by BAL, the equity shareholders of TTML will continue to hold the equity shares of TTML held by them as on the Record Date.

2.	Preference Shareholders	In terms of Clause 6 of Part C of the Scheme, BAL will allot 10 (ten) fully paid-up redeemable, non-participating, non-cumulative preference shares of face value Rs. 100 each of BAL to all (and not each) shareholders of TTML who hold redeemable preference shares in proportion to their holding of fully paid-up redeemable preference shares of TTML of face value of Rs. 100 on the Record Date. Even after the allotment of the RPS by BAL, the preference shareholders of TTML will continue to hold the preference shares of TTML held by them as on the Record Date.
3.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in TTML as detailed in S. Nos. 1 and 2 above.
4.	Non-Promoter Shareholders	Please refer to S. Nos. 1 and 2 above regarding effect on the non-promoter shareholders.
5.	Key Managerial Personnel and Directors	None of the Key Managerial Personnel (**"KMP"**) of TTML (i.e. chief executive officer, company secretary, whole-time director, chief financial officer etc.) will be transferred to BAL as part of the Scheme. The KMPs will continue with TTML for the other businesses of TTML.
6.	Creditors	The Scheme is expected to be in the best interest of TTML's creditors.
7.	Depositors	Not Applicable. TTML does not have any depositors.
8.	Debenture holders	Not Applicable. TTML does not have any debentures.
9.	Deposit Trustee	Not Applicable.
10	Debenture Trustee	Not Applicable.
11	Employees	In terms of Clause 5.5 of Part C of the Scheme, upon the Scheme coming into effect, all Transferring Employees (as defined in the Scheme) shall be deemed to have become the employees of the Applicant Company, on terms and conditions not less favourable than those on which they are employed by the Transferor Company in the Demerged Undertaking (as defined in the Scheme) and without any interruption of, or break in, service as a result of the transfer of the Demerged Undertaking to the Applicant Company. The Scheme also provides that for the purpose of payment of any compensation, retrenchment compensation, gratuity and other terminal benefits, the past services of the Transferring Employees with the Transferor Company shall also be taken into account, and paid (as and when payable) by the Applicant Company.

34. No investigation or proceedings have been instituted or are pending in relation to the Transferor Company under the Act.

35. The Transferor Company has filed a copy of the Scheme with the Registrar of Companies, Maharashtra pursuant to Section 232(2)(b) of the Act.

36. **Relationship between the Applicant Company and the Transferor Company:**

There is no relationship between the Applicant Company and the Transferor Company.

37. **Rationale of the Scheme and the benefits of the Scheme as perceived by the Board of Directors of the Applicant Company and the Transferor Company**

Para III of Part A of the Scheme (i.e. Rationale and Benefits of the Scheme) states as under:

"This Scheme for the demerger and vesting of the Demerged Undertaking (as defined hereinafter) of TTML to BAL, results in the following benefits:

(a) expanding the business of the Transferee Company in the growing markets of India, thereby creating greater value for the shareholders/ stakeholders of the Transferee Company;

(b) consolidation of the consumer wireless telecom business of the Transferor Company with the Transferee Company, thereby providing an opportunity to the shareholders of the Transferor Company to acquire an interest in the Transferee Company;

(c) availability of increased resources and assets which can be utilized for strengthening the customer base of the Transferee Company and servicing existing as well as prospective customers of the Transferee Company, innovatively and efficiently;

(d) the combination of the Demerged Undertaking and the Transferee Company is a strategic fit for serving existing market and for catering to additional volume linked to new consumers;

(e) enhance competitive strength, achieve cost reduction, efficiencies and productivity gains by pooling the technologies and resources of the Transferee Company and the Transferor Company thereby significantly contributing to future growth and maximizing shareholders value;

f) increase in customer base and also acquisition of new customers;

(g) provision of state of the art services to the customers using the spectrum and other assets; and

(h) enhanced generation of revenues and therefore enhanced license fee to the Government.

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Parties."

38. **Appointed Date, Effective Date, Record Date and Share Exchange Ratio and Other Considerations:**

Appointed Date: The appointed date for the Scheme

is either of (a) the Effective Date; or (b) such other date as may be agreed in writing by the Board of Directors of the Transferor as well as the Applicant Company, and thereafter approved by the NCLT.

Effective Date:The effective date is the date on which the Scheme takes effect in accordance with Clause 9 of the Scheme.

Record Date: The record date means the date to be mutually agreed by the Transferor Company and the Applicant Company, for the purpose of reckoning the TTML Equity Holders or TTML RPS Holders eligible to receive BAL Equity Shares and BAL RPS (each as defined in the Scheme), as applicable, in accordance with Clause 6.1 of the Scheme.

Consideration for the Demerger – Share Entitlement Ratio:

In consideration of vesting of the Demerged Undertaking (as defined in the Scheme) of the Transferor Company in the Applicant Company in terms of the Scheme, the Applicant Company shall, without any further application, act or deed, issue and allot:

- 1 BAL Equity Share to TTML Equity Holders on the Record Date for every 2,014 TTML Equity Shares each held in TTML on the Record Date; and
- 10 BAL RPS to all (and not each) TTML RPS Holders in proportion to their holding of TTML RPS on the Record Date.

39. **Salient Features of the Scheme:**

"1. DEFINITIONS

Capitalised terms used herein but not defined shall have the meaning assigned to them in the draft of the Scheme enclosed as Annexure 1.

1.2 "Appointed Date" means either of (a) the Effective Date; or (b) such other date as may be agreed in writing by the Board of Directors of the Transferor as well as the Transferee Company, and thereafter approved by the NCLT;

1.12 "Demerged Undertaking" means the entire consumer wireless mobile business, undertakings, activities and operations of the Transferor Company in the TTML Circles to be transferred to BAL as a going concern with effect from the Appointed Date and, unless mutually agreed to and/ or identified between Parties, includes without limitation:

(a) all Assets used by the Transferor Company primarily in connection with the Demerged Undertaking, including without limitation:

(i) the Spectrum allocated in relation to the Demerged Undertaking as set out in Schedule 1;

(ii) various resources granted by the DoT in relation to the TTML Circles. Such resources, include but are not limited to, frequencies for microwave backhaul (MW access and backbone carriers), access codes, MSC codes, MCC and MNC codes, SP codes, mobile numbering series, location routing number (LRN) codes, SACFA clearance certificates, wireless operating licences, other relevant licences/ permissions access spectrum, import licences, other administratively assigned frequencies, VSAT links, etc.;

(iii) all current assets, deposits including accrued interest, loans and advances, accrued to, or available with, the Transferor Company as on the Appointed Date;

(iv) the Cash pertaining to the Demerged Undertaking, accrued to, or available with, the Transferor Company as on the Appointed Date;

(v) all statutory and regulatory approvals, licenses except UL and ISP, agreements, permissions, approvals or consents to carry on the operations of the Demerged Undertaking including permissions for establishing cellular towers (including cell site licenses) or receiving stations and/ or approvals for bandwidth, spectrum, wireless access network and any other licenses, approvals, clearances, registrations (except the registration as infrastructure provider), permissions, authorities, allocations including but not limited to coverage test certificates, lawful interception clearances, approvals related to launch of mobile services and other service authorization permissions, EMF test certificates, remote access permissions, various security clearances including security policy filed with the DoT and audit certificates, permissions for various products/services and other miscellaneous approvals, etc. used by the Transferor Company primarily in owning or operating the Demerged Undertaking;

(vi) the base station transmitting and/or receiving equipment and other active equipment installed at any site, which is primarily used by the Transferor Company for operating the Demerged Undertaking, including base station controllers, switches, packet core, router and switches, Mobility IN/HLR/VAS, antennas, microwave dishes, wireless cable runs, panels, conduits, radio, amplifiers, filters and other transmission or communications equipment (including microwave transmitters operating in licensed band allocated for mobile networks, receivers and accessories);

(vii) plant and machinery, utilities, vehicles, furniture, office equipment, appliances, accessories, information technology and related infrastructure used by the Transferor Company primarily in the operations of the

Demerged Undertaking;

(viii) all Intellectual Property and goodwill used primarily in relation to the Demerged Undertaking; and

(ix) indefeasible right to use a part of the optical fibre network of the Transferor Company on terms mutually agreed to between the relevant Parties.

(b) the freehold and leasehold properties (and properties under leave and license arrangements) that are used in relation to the Demerged Undertaking;

(c) specified Tax benefits, CENVAT credits, goods and services Tax credits, other indirect Tax credits, brought forward accumulated tax losses, unabsorbed depreciation, privileges, advantages, benefits and all other rights and facilities of every kind, nature and description, whatsoever, in relation to the foregoing and pertaining to the Demerged Undertaking;

(d) all employees of the Transferor Company who are either (A) employed (whether primarily or exclusively) with the Demerged Undertaking as on the Effective Date, or (B) are mutually agreed between the Parties to be directly involved and responsible for the operations of the Demerged Undertaking ("Transferring Employees");

(e) all subscribers of the Demerged Undertaking in the TTML Circles other than the subscribers of the Residual Undertaking;

(f) all Liabilities of the Demerged Undertaking;

*(g) all Contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature relating exclusively to the Demerged Undertaking and to which the Transferor Company is a party or to the benefit of which the Demerged Undertaking may be eligible, and which are subsisting or have effect (**"Transferring Contracts"**);*

(h) all deposits and balances with Appropriate Authorities and any other persons, earnest moneys and/or security deposits paid by the Transferor Company directly or indirectly in connection with or relating to the Demerged Undertaking, by way of cash, deposits, bank guarantees including without limitation the DoT Bank Guarantees, etc. which shall be substituted by the Transferee Company except identified bank guarantees, as mutually agreed to between the Parties;

(i) all civil, legal or other proceedings in relation to the Demerged Undertaking, except the Excluded Litigations ("Transferring Litigations");

(j) all necessary books, tax books, records, files, papers, product specification, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, catalogues, quotations and other records whether in physical or electronic form relating exclusively to the Demerged Undertaking; and

(k) the microwave backhaul of the Transferor Company.

*1.15 **"Effective Date"** means the date on which the Scheme takes effect in accordance with Clause 9 of the Scheme. References in the Scheme to the date of "coming into effect of this Scheme" or "Scheme becoming effective" shall be construed accordingly;*

*1.22 **"Record Date"** shall mean a date to be mutually agreed by the Transferor Company and the Transferee Company, for the purpose of reckoning the TTML Equity Holders or TTML RPS Holders eligible to receive BAL Equity Shares and BAL RPS, as applicable, in accordance with Clause 6.1.*

6. CONSIDERATION FOR DEMERGER

6.1 Upon Part C of the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking of the Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application, act or deed, issue and allot:

(i) 1 (one) BAL Equity Share to TTML Equity Holders on the Record Date for every 2,014 (two thousand fourteen) TTML Equity Shares each held in TTML on the Record Date; and

(ii) 10 (Ten) BAL RPS to all (and not each) TTML RPS Holders in proportion to their holding of TTML RPS on the Record Date.

6.2 The Transferee Company shall not allot shares in respect of fractional entitlements to which a TTML Equity Holder or a TTML RPS Holder may be entitled on allotment of shares as per Clause 6.1. The Board of Transferee Company shall consolidate all such fractional entitlements and thereupon issue BAL Equity Shares or BAL RPS, as applicable (which shall be rounded off to the next whole number) in lieu thereof to a person/ trustee authorized by the Board of Transferee Company in this behalf who shall hold the shares in trust on behalf of the TTML Equity Holders or TTML RPS Holders entitled to fractional entitlements with the express understanding that such person/trustee shall sell the shares of Transferee Company so allotted on the Stock Exchange or otherwise at such time or times and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the TTML Equity Holders and TTML RPS Holders (as the case may be) in proportion to their respective fractional entitlements.

6.3 For the purpose of issue and allotment of shares pursuant

to this Clause 6, the following terms shall apply:

6.3.1 The BAL Equity Shares to be issued and allotted by Transferee Company to the shareholders of Transferor Company shall rank pari passu in all respects with the then existing BAL Equity Shares.

6.3.2 The Board of Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the concerned Appropriate Authority and undertake necessary compliance for the issue and allotment of BAL Equity Shares to the TTML Equity Holders and BAL RPS to the TTML RPS Holders (as the case may be) pursuant to Clause 6.1 of the Scheme. In the event that the approval of an Appropriate Authority is required for the issuance of BAL RPS to the TTML RPS Holders (as the case may be) but is not duly obtained after all Conditions Precedent have been satisfied, then in such event the Transferee Company shall pay cash computed at the rate of INR 100 (Rupees one hundred) per BAL RPS to such TTML RPS Holder as the case may be.

6.3.3 The BAL Equity Shares shall be issued in dematerialized form to the shareholders of the Transferor Company into the account in which shares of the Transferor Company are held or such other account as is intimated in writing by the shareholders to Transferor Company and/ or its registrar and transfer agent provided such intimation has been received by the Transferor Company and/or its registrar before the Effective Date. The BAL RPS issued pursuant to Clause 6.1 shall be issued in dematerialized or physical form as the Transferor Company and Transferee Company may mutually agree.

6.3.4 Approval of the Scheme by the equity shareholders of Transferee Company shall be deemed to be in due compliance of the provisions of Section 42, Section 55 and Section 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the BAL Equity Shares and BAL RPS by Transferee Company as provided in the Scheme.

6.3.5 The BAL RPS to be issued by Transferee Company pursuant to Clause 6.1 of the Scheme will not be listed and/ or admitted to trading on the Stock Exchanges.

6.3.6 The BAL Equity Shares to be issued by Transferee Company to the TTML Equity Holders of Transferor Company pursuant to Clause 6.1 of the Scheme will be listed and/ or admitted to trading on the Stock Exchanges within 45 (forty five) days of the Effective Date. The Transferee Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for Transferee Company with the formalities of the said Stock Exchange as may be required for listing of the BAL Equity Shares. The BAL Equity Shares of Transferee Company allotted pursuant to the Scheme shall remain frozen in the depository system till listing and trading permission is given by the Stock Exchanges.

7. Accounting Treatment

7.1 In the books of the Transferee Company:

Upon the Scheme becoming effectiveScheme becoming effective, with effect from the Appointed Date, the Transferee Company shall account for the transfer and vesting of Demerged Undertaking in its books in accordance with the requirements of Ind AS 103 'Business Combinations' as notified under Section 133 of the Companies Act, 2013:

(i) The Transferee Company shall, on the Scheme becoming effective, record all assets (tangible and intangible) and liabilities of the Demerged Undertaking;

(ii) For the liabilities of the Demerged Undertaking recognised in (i) above against which indemnification has been provided, corresponding indemnification asset, to the extent allowed under Ind AS, would be accounted;

(iii) The Transferee Company shall record the consideration transferred (shares of Transferee Company issued to equity holders of Transferor Company pursuant to the Scheme);

(iv) The difference, if any, being excess/ deficit arising pursuant to the Scheme shall be accounted as capital reserve/ goodwill; and

(v) To the extent there are inter-corporate balances between the Transferee Company and the Demerged Undertaking, the obligations in respect thereof shall stand cancelled.

9. CONDITIONS PRECEDENT

9.1 The effectiveness of the Scheme shall be conditional upon satisfaction or waiver (if applicable) of the following conditions ("Conditions Precedent") and the Scheme shall take effect from the later of any of the dates set out below:

9.1.1 The written approvals of the DoT with respect to the transactions contemplated under the Scheme shall have been received.

9.1.2 Later of the dates of certified copies of the orders of the respective NCLTs sanctioning the Scheme being filed with the respective Registrars of Companies having jurisdiction over the Parties.

9.1.3 Execution of an agreement between the Parties in relation to the Scheme and fulfilment/ waiver of the conditions precedent thereunder in the manner stated therein."

THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME, THE EQUITY

SHAREHOLDERS ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME (ANNEXED HEREWITH) TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF AND THE RATIONALE OF THE SCHEME.

40. Summary of the Valuation Report including basis of valuation and the Fairness Opinion of the Registered Valuer:

The Share Entitlement Reportrecommends the share entitlement ratio for the proposed demerger of the consumer mobile business ("CMB") of the Transferor Company into the Applicant Company. The Share Entitlement Report recommends that the share entitlement ratio for the proposed transaction should be anywhere in the following range:

- Lower Range: 1 equity share of the Applicant Company of Rs. 5 each fully paid up for every 5,964 shares of the Transferor Company of Rs. 10 each fully paid up *(reference invited to Table A of the Share Entitlement Report).*
- Upper Range: 1 equity share of the Applicant Company of Rs. 5 each fully paid up for every 1,575 shares of the Transferor Company of Rs. 10 each fully paid up *(refer invited to Table B of the Share Entitlement Report).*

The Share Entitlement Report states that the above is based on the overlapping equity ranges for CMB of the Transferor Company as per the valuers' workings of Rs. 0.09 per share to Rs. 0.33 per share and that the issuance of redeemable preference shares by the Applicant Company to the RPS holders in the Transferor Company were not considered for the estimation of the share entitlement ratio. The Share Entitlement Report further states that any other matter including economic rationale for the proposed transaction per se or accounting, legal or tax matters involved in the proposed transaction have not been examined.

Moreover, the fairness opinion dated December 19, 2017 issued to Bharti Airtel Limited by RBSA Capital Advisors LLP, a merchant banker registered with SEBI ("Fairness Opinion") has been issued in respect of the Share Entitlement Report. No special valuation difficulties were reported by the valuers.

Please refer to the Share Entitlement Report and the Fairness Opinion that are enclosed as **ANNEXURE 3** and **ANNEXURE 4,** respectively.

41. **Details of capital or debt restructuring, if any:** The details of the capital structure of the Applicant Company as on June 22, 2018 is provided at paragraph 13 of this Explanatory Statement. Further, the details of the capital structure of the Transferor Company as on June 22, 2018 is provided at paragraph 27 of this Explanatory Statement. Further, there shall be no capital restructuring and/ or debt restructuring of the Companies pursuant to the Scheme.

42. **Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme:**

a) The equity shares of the Applicant Company are listed on BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) (collectively, the **"Stock Exchanges"**). The NSE was appointed as the designated stock exchange by the Applicant Company for the purpose of coordinating with SEBI, pursuant to the Circular No. CFD/DIL3/CIR/2017/21dated March 10, 2017, as amended from time to time,issued by SEBI (**"SEBI Circular"**). The Applicant Company has received observation letters, both dated March 20, 2018, from the Stock Exchanges wherein the Stock Exchanges have granted their no objection to filing the Scheme with the Tribunal. The said observation letters are issued by the BSE and the NSE are enclosed as **ANNEXURE 8** and **ANNEXURE 9,** respectively.

b) As required by the SEBI Circular, the Applicant Company has filed its Complaint Report with BSE and NSE, respectively, on February 14, 2018. The Complaint Report filed by the Applicant Company indicates that it has received 'nil' complaints. A copy of the Complaint Report is enclosed as **ANNEXURE 6.**

c) The Competition Commission of India ("CCI") has provided its approval on the transaction contemplated in the Scheme under Section 31(1) of the Competition Act, 2002 by way of an order dated November 16, 2017. A copy of the order of the CCI is enclosed as **ANNEXURE 17.**

d) The Scheme was filed by the Applicant Company with the Tribunal, on April 10, 2018. Consequently, the Hon'ble Principal Bench of the Tribunal vide order dated May 23, 2018, has directed, inter alia, the convening of the Meeting.

e) *Pursuant to Clause 3(a) of the "Guidelines for transfer/ merger of various categories of telecommunication service / licenses/ authorization under unified license on compromises, arrangements, and amalgamation of the Companies"* dated February 20, 2014 (**"DoT Merger Guidelines"**) issued by the Department of Telecommunications (**"DoT"**), the Applicant Companies were required to notify the DoT of the Scheme. Accordingly, in accordance with the DoT Merger Guidelines, the Applicant Company and the Transferor Company separately notified the DoT vide letter dated April 18, 2018 bearing No. RP/FY18-19/037/328 and letter dated April 17, 2018 bearing No. TTML/Demerger/ Merger/2018/01, respectively. Consequently, the DoT has issued a letter to the Applicant Company dated June 18, 2018 bearing No. AS-21/I/2018-AS-V-Part(1).

43. **Inspection of Documents:** The following documents will be open for inspection to the equity shareholders of the Applicant Company at its registered office situated

at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070 on all days except Saturday, Sunday and public holidays between 11:00 A.M. and 1:00 P.M. up to the date of the Meeting:

a) Copy of the order dated May 23, 2018 passed by the Hon'ble Principal Bench of the Tribunal in Company Application No. (CAA)65/PB/2018, directing inter alia, the convening of the Meeting;

b) Copy of the order dated May 11, 2018 passed by the Hon'ble Mumbai Bench of the Tribunal in Company Application No. 194 of 2018 in relation to the Transferor Company;

c) Copy of the Scheme, as filed before the Hon'ble Tribunal;

d) Copy of the share entitlement report dated December 19, 2017 issued by S.R. Batliboi & Co. LLP and Walker Chandiok & Co LLP;

e) Copy of the fairness opinion dated December 19, 2017 issued to the Applicant Company by RBSA Capital Advisors LLP, a merchant banker registered with SEBI;

f) Copy of the fairness opinion dated December 19, 2017 issued to the Transferor Company by Kotak Mahindra Capital Company Limited, a merchant banker registered with SEBI;

g) Copy of the Complaints Report submitted by the Applicant Company to the Stock Exchanges on February 14, 2018;

h) Copy of the Complaints Report submitted by the Transferor Company to the Stock Exchanges on February 13, 2017;

i) Copies of the observation letters, both dated March 20, 2018, issued by the Stock Exchanges to the Applicant Company;

j) Copies of the observation letters, both dated March 21, 2018, issued by the Stock Exchanges to the Transferor Company;

k) Copies of the certificate of incorporation dated July 7, 1995, the certificate for commencement of business dated January 18, 1996 and the fresh certificate of incorporation consequent upon change of name dated April 24, 2006along with copies of the memorandum of association and articles of association of the Applicant Company;

l) Copies of the certificate of incorporation dated March 13, 1995, the certificate for commencement of business dated March 20, 1995 and the fresh certificates of incorporation consequent on change of name dated April 26, 2000 and February 13, 2003, respectively, along with copies of the memorandum of association and articles of association of the Transferor Company;

m) Copy of the certificate dated December 19, 2017 issued by Deloitte Haskins & Sells LLP, Chartered Accountants, the statutory auditor of the Applicant Company in terms of the proviso to Section 230(7)/ 232(3) of the Act, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Act;

n) Copy of the certificate dated February 23, 2018 issued by Price Waterhouse Chartered Accountants LLP, the statutory auditor of the Transferor Company in terms of the proviso to Section 230(7)/ 232(3) of the Act, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Act;

o) Copies of the annual reports of the Applicant Company for the last three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016;

p) Copies of the audited financial statements for the period ended March 31, 2018 of each of the Companies;

q) Copies of the extract of the resolutions dated December 19, 2017 passed by the respective Boards' of the Companies, inter alia, approving the Scheme and the filing thereof with the Tribunal;

r) Report of the Audit & Risk Management Committee of the Applicant Company dated December 19, 2017 recommending the Scheme to the Board of the Applicant Company;

s) Report of the Audit Committee of the Transferor Company dated December 19, 2017 recommending the Scheme to the Board of the Transferor Company;

t) Reports adopted by the respective Boards of the Companies pursuant to Section 232(2)(c) of the Act;

u) Copy of the order of the Competition Commission of India dated November 16, 2017 approving the transaction contemplated in the Scheme under Section 31(1) of the Competition Act, 2002;

v) Letter dated June 18, 2018 bearing No. AS-21/I/2018-AS-V-Part(1) issued by the DoT to the Applicant Company pursuant to the DoT Merger Guidelines;

w) Other documents displayed on the websites of the Stock Exchanges and the Applicant Company in terms of the SEBI Circular;

x) any other contracts or agreements material to the Scheme; and

y) Copies of the paper books filed in Company Application No. (CAA)65/PB/2018.

Dated this 22nd day of June, 2018

For Bharti Airtel Limited

Sd/-
Rohit Krishan Puri
(Authorized Signatory)

Registered Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070.
CIN: L74899DL1995PLC070609
Email: compliance.officer@bharti.in

SCHEME OF ARRANGEMENT

(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)

AMONGST

TATA TELESERVICES (MAHARSHTRA) LIMITED
(TTML or Transferor Company)

AND
BHARTI AIRTEL LIMITED
(BAL or Transferee Company)

AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS



PART A – GENERAL

I. PREAMBLE AND OVERVIEW OF THE SCHEME

(a) This scheme of arrangement ("**Scheme**", as more particularly defined below) is presented under Sections 230 to 232 and other applicable provisions of the Act (as defined below) read with Section 2(19AA) and other applicable provisions of the Income-tax Act, 1961, between Tata Teleservices (Maharashtra) Limited ("**TTML**" or the "**Transferor Company**") and Bharti Airtel Limited ("**BAL**" or the "**Transferee Company**") and their respective shareholders and creditors.

(b) This Scheme provides for the following:

(i) the transfer by way of a demerger of the Demerged Undertaking (as defined below) of the Transferor Company to the Transferee Company , and the consequent issue of BAL Equity Shares to the TTML Equity Holders and BAL RPS to the TTML RPS Holders by the Transferee Company in accordance with Clause 6 below; and

(ii) various other matters consequential or otherwise integrally connected therewith.

II. INTRODUCTION

(a) TTML is a public listed company incorporated on March 13, 1995 under the provisions of the Companies Act, 1956 with Corporate Identification Number L64200MH1995PLC086354. Its registered office is situated Voltas Premises, TB Kadam Marg, Chinchpokli, Mumbai, 400033. TTML holds an Unified License with Access Service Authorisations for Mumbai service area and Maharashtra service i.e. rest of Maharashtra and Goa and a national Internet Service Provider ("**ISP**") authorisation (collectively, referred to as the "**Telecom Licenses**"). TTML is engaged in businesses in the telecom sector including, *inter alia*, (i) consumer mobile telephony business; (ii) enterprise business; (iii) retail wireline voice and broadband business and (iv) wi-fi business, which are all provided under the same Telecom License. The consumer mobile telephony business as carried out by TTML as a part of the Demerged Undertaking and the enterprise business and other businesses carried on as part of the Residual Undertaking are separate and different business of TTML.The equity shares of TTML are listed on the Stock Exchanges (defined below).

(b) BAL is a public listed company incorporated on July 7, 1995 under the provisions of the Companies Act, 1956 with Corporate Identification Number L74899DL1995PLC070609. Its registered office is situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070. BAL is engaged in the business of providing global telecommunication services with operations in 17 (seventeen) countries across Asia and Africa. In India, the Transferor Company's product offerings include consumer mobile services (2G, 3G and 4G), mobile commerce, fixed line services, high speed home broadband, DTH, enterprise services including national and international long distance services to carriers. It has Unified License to operate in Punjab, Himachal Pradesh, Karnataka, Andhra Pradesh, Delhi and Kolkata and Unified Access Service License in remaining circles except in Rajasthan and North-Eastern circle. In the rest of the geographies, it offers consumer mobile services (2G, 3G and 4G) and mobile commerce.

III. RATIONALE AND BENEFITS OF THIS SCHEME



This Scheme for the demerger and vesting of the Demerged Undertaking (as defined hereinafter) of TTML to BAL, results in the following benefits:

(a) expanding the business of the Transferee Company in the growing markets of India, thereby creating greater value for the shareholders/ stakeholders of the Transferee Company;

(b) consolidation of the consumer wireless telecom business of the Transferor Company with the Transferee Company, thereby providing an opportunity to the shareholders of the Transferor Company to acquire an interest in the Transferee Company;

(c) availability of increased resources and assets which can be utilized for strengthening the customer base of the Transferee Company and servicing existing as well as prospective customers of the Transferee Company, innovatively and efficiently;

(d) the combination of the Demerged Undertaking and the Transferee Company is a strategic fit for serving existing market and for catering to additional volume linked to new consumers;

(e) enhance competitive strength, achieve cost reduction, efficiencies and productivity gains by pooling the technologies and resources of the Transferee Company and the Transferor Company thereby significantly contributing to future growth and maximizing shareholders value;

(f) increase in customer base and also acquisition of new customers;

(g) provision of state of the art services to the customers using the spectrum and other assets; and

(h) enhanced generation of revenues and therefore enhanced license fee to the Government.

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Parties.

IV. PARTS OF THE SCHEME

The Scheme is divided into following parts:

(a) **Part A** deals with background of the Parties and the rationale and benefits of the Scheme;

(b) **Part B** deals with the Definitions, Interpretation and Share Capital;

(c) **Part C** deals with demerger of the Demerged Undertaking as a going concern into the Transferee Company, in compliance with Section 2(19AA) of the Income-tax Act, 1961;

(d) **Part D** deals with the General Terms and Conditions applicable to the Scheme.

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PART B - DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the meanings respectively assigned against them:

1.1. "**Act**" means the Companies Act, 2013 and the Companies Act, 1956 (to the extent the same is in force and applicable), the rules and regulations made thereunder and shall include any statutory modification or re-enactment thereof for the time being in force;

1.2. "**Appointed Date**" means either of (a) the Effective Date; or (b) such other date as may be agreed in writing by the Board of Directors of the Transferor as well as the Transferee Company, and thereafter approved by the NCLT;

1.3. "**Applicable Law**" means (a) all applicable statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, listing agreements, notifications, guidelines or policies of any applicable country and/ or jurisdiction; (b) administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or approvals of, or agreements with, any Appropriate Authority or recognized stock exchange; and (c) international treaties, conventions and protocols, as may be in force from time to time;

1.4. "**Appropriate Authority**" means any national, state, provincial, local or similar governmental, statutory, regulatory, administrative authority, agency, commission, departmental or public body or authority, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders, in each case having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, or any stock exchange in India or any other country including the Registrar of Companies, Regional Director, DoT, CCI, Reserve Bank of India, SEBI, Stock Exchanges, NCLT, and such other sectoral regulators or authorities as may be applicable;

1.5. "**Assets**" shall mean and include without limitation, assets or properties of every kind, nature, character and description whether movable, immovable, tangible, intangible, whether owned or leased or otherwise acquired by or in the possession of the Transferor Company, in connection with or pertaining or relatable to the Demerged Undertakings;

1.6. "**BAL Equity Shares**" means fully paid up equity shares of BAL of face value INR 5 (Rupees five only) each in the share capital of the Transferee Company;

1.7. "**BAL RPS**" means fully paid-up redeemable, non-participating, non-cumulative preference shares of face value INR 100 (Rupees hundred only) each in the share capital of Transferee Company 1 and having the terms set forth in Schedule 3;

1.8. "**Board**" in respect of a company means the board of directors of such company at the relevant time, and, unless it is repugnant to the context, shall include a committee duly constituted and authorized thereby;

1.9. "**Cash**" means and includes, the aggregate amount in respect of the following items, including without limitation: (a) cash and bank balances; (b) securities held by or on behalf of the Transferor Company which are readily convertible into cash (i.e. cash equivalents); (c) fixed deposit receipts and any interest accrued thereon; and (d) any other cash equivalents;

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1.10. "**Contract**" means any contract, lease, licence, indenture, agreement, commitment or any other legally binding arrangement;

1.11. "**CCI**" means the Competition Commission of India;

1.12. "**Demerged Undertaking**" means the entire consumer wireless mobile business, undertakings, activities and operations of the Transferor Company in the TTML Circles to be transferred to BAL as a going concern with effect from the Appointed Date and, unless mutually agreed to and/ or identified between Parties, includes without limitation:

(a) all Assets used by the Transferor Company primarily in connection with the Demerged Undertaking, including without limitation:

(i) the Spectrum allocated in relation to the Demerged Undertaking as set out in Schedule 1;

(ii) various resources granted by the DoT in relation to the TTML Circles. Such resources, include but are not limited to, frequencies for microwave backhaul (MW access and backbone carriers), access codes, MSC codes, MCC and MNC codes, SP codes, mobile numbering series, location routing number (LRN) codes, SACFA clearance certificates, wireless operating licences, other relevant licences/ permissions access spectrum, import licences, other administratively assigned frequencies, VSAT links, etc.;

(iii) all current assets, deposits including accrued interest, loans and advances, accrued to, or available with, the Transferor Company as on the Appointed Date;

(iv) the Cash pertaining to the Demerged Undertaking, accrued to, or available with, the Transferor Company as on the Appointed Date;

(v) all statutory and regulatory approvals, licenses except UL and ISP, agreements, permissions, approvals or consents to carry on the operations of the Demerged Undertaking including permissions for establishing cellular towers (including cell site licenses) or receiving stations and/ or approvals for bandwidth, spectrum, wireless access network and any other licenses, approvals, clearances, registrations (except the registration as infrastructure provider), permissions, authorities, allocations including but not limited to coverage test certificates, lawful interception clearances, approvals related to launch of mobile services and other service authorization permissions, EMF test certificates, remote access permissions, various security clearances including security policy filed with the DoT and audit certificates, permissions for various products/services and other miscellaneous approvals, etc. used by the Transferor Company primarily in owning or operating the Demerged Undertaking;

(vi) the base station transmitting and/or receiving equipment and other active equipment installed at any site, which is primarily used by the Transferor Company for operating the Demerged Undertaking, including base station controllers, switches, packet core, router and switches, Mobility IN/HLR/VAS, antennas, microwave dishes, wireless cable runs, panels, conduits, radio, amplifiers, filters and other transmission or communications equipment (including microwave transmitters operating in licensed band allocated for mobile networks, receivers and accessories);

(vii) plant and machinery, utilities, vehicles, furniture, office equipment, appliances, accessories, information technology and related infrastructure used by the Transferor Company primarily in the operations of the Demerged Undertaking;

(viii) all Intellectual Property and goodwill used primarily in relation to the Demerged Undertaking; and

(ix) indefeasible right to use a part of the optical fibre network of the Transferor Company on terms mutually agreed to between the relevant Parties.

(b) the freehold and leasehold properties (and properties under leave and license arrangements) that are used in relation to the Demerged Undertaking;

(c) specified Tax benefits, CENVAT credits, goods and services Tax credits, other indirect Tax credits, brought forward accumulated tax losses, unabsorbed depreciation, privileges, advantages, benefits and all other rights and facilities of every kind, nature and description, whatsoever, in relation to the foregoing and pertaining to the Demerged Undertaking;

(d) all employees of the Transferor Company who are either (A) employed (whether primarily or exclusively) with the Demerged Undertaking as on the Effective Date, or (B) are mutually agreed between the Parties to be directly involved and responsible for the operations of the Demerged Undertaking ("**Transferring Employees**");

(e) all subscribers of the Demerged Undertaking in the TTML Circles other than the subscribers of the Residual Undertaking;

(f) all Liabilities of the Demerged Undertaking;

(g) all Contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature relating exclusively to the Demerged Undertaking and to which the Transferor Company is a party or to the benefit of which the Demerged Undertaking may be eligible, and which are subsisting or have effect ("**Transferring Contracts**");

(h) all deposits and balances with Appropriate Authorities and any other persons, earnest moneys and/or security deposits paid by the Transferor Company directly or indirectly in connection with or relating to the Demerged Undertaking, by way of cash, deposits, bank guarantees including without limitation the DoT Bank Guarantees, etc. which shall be substituted by the Transferee Company except identified bank guarantees, as mutually agreed to between the Parties;

(i) all civil, legal or other proceedings in relation to the Demerged Undertaking, except the Excluded Litigations ("**Transferring Litigations**");

(j) all necessary books, tax books, records, files, papers, product specification, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, catalogues, quotations and other records whether in physical or electronic form relating exclusively to the Demerged Undertaking; and

(k) the microwave backhaul of the Transferor Company.

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1.13. "**DoT**" means the Department of Telecommunications, Government of India;

1.14. "**DoT Bank Guarantees**" means all the bank guarantees provided by TTML to DoT in terms of any notice inviting application issued by DoT or UL held by TTML or as mutually agreed to and/ or identified between the Parties;

1.15. "**Effective Date**" means the date on which the Scheme takes effect in accordance with Clause 9. References in this Scheme to the date of "coming into effect of this Scheme" or "Scheme becoming effective" shall be construed accordingly;

1.16. "**Excluded Litigations**" means:

(a) all criminal proceedings (including before any statutory or quasi-judicial authority or tribunal), under any statute, by or against the Transferor Company arising and pertaining to the period prior to a specified date, as mutually agreed to between the relevant Parties; and

(b) any other civil, legal, regulatory, taxation or other litigation or proceedings (including before any statutory or quasi-judicial authority or tribunal), as are specifically agreed to between the relevant Parties, including under or in accordance with any definitive agreement(s) that may be entered into by and between the relevant Parties in relation to the Scheme.

1.17. "**INR**" means Indian Rupees;

1.18. "**Intellectual Property**" means all intellectual properties including trademarks, service marks, logos, trade names, domain names, database rights, design rights, rights in know-how, trade secrets, copyrights, moral rights, confidential processes, patents, inventions and any other intellectual property or proprietary rights (including rights in computer software), in relation to the Demerged Undertakings, excluding Intellectual Property owned by Tata Sons Limited and NTT Docomo Inc. and Future Corporate Resources Limited;

1.19. "**Liabilities**" means liabilities determined and identified after due consideration of the applicable provisions of Section 2(19AA) of the Income-tax Act, 1961, and includes without limitation:

(a) liabilities in connection with or pertaining or relatable to the Demerged Undertakings of every kind, nature and description, and recognized as liabilities in the books of accounts of the Transferor Company, as on the Appointed Date, in accordance with applicable accounting standards and/ or generally accepted accounting principles in India;

(b) the specific loans or borrowings (including debentures, if any, raised, incurred and utilized solely for the activities or operations) of the Demerged Undertakings; and

(c) in cases other than those referred to in (a) or (b) above, so much of the amounts of general or multipurpose borrowings, if any, of Transferor Company, as stand in the same proportion which the value of the assets transferred with the Demerged Undertaking bears to the total value of the assets of the Transferor Company immediately prior to the Appointed Date.

1.20. "**NCLT**" means the National Company Law Tribunal at New Delhi and the National Company Law Tribunal at Mumbai having jurisdiction in relation to the Parties as constituted and authorized as per the provisions of the Act for approving any scheme of arrangement,



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compromise or reconstruction of companies under Sections 230 to 232 of the Act and shall include, if applicable, such other forum or authority as may be vested with the powers of a tribunal for the purposes of Sections 230 to 232 of the Act as may be applicable;

1.21. "**Parties**" mean Transferor Company and the Transferee Company collectively;

1.22. "**Record Date**" shall mean a date to be mutually agreed by the Transferor Company and the Transferee Company, for the purpose of reckoning the TTML Equity Holders or TTML RPS Holders eligible to receive BAL Equity Shares and BAL RPS, as applicable, in accordance with Clause 6.1;

1.23. "**Residual Undertaking**" means the remaining activities, assets, business, contracts, employees and liabilities (actual and contingent) of the Transferor Company that are not part of the demerger of the Demerged Undertaking to the Transferee Company in terms of and upon the effectiveness of this Scheme. For the avoidance of doubt, it is hereby clarified that the Residual Undertaking shall also mean and include, without limitation, the following:

(a) wireline business, wi-fi business, managed services business (such as internet of things, cloud and SaaS services) and wholesale data services business and undertakings of the Transferor Company;

(b) the optical fibre and copper fibre network and the indefeasible right to use the optical fibre and copper fibre network of other operators;

(c) retail wireline voice and broadband business of the Transferor Company;

(d) the Transferor Company's passive infrastructure assets (not including telecom towers owned by the Transferor Company) comprising of the following, unless mutually agreed otherwise between the Parties: all the uninterrupted power supply, rectifier power supplies, electrical panels, air conditioners, battery banks, DG sets and associated power cables, fire alarm and fire suppression systems;

(e) infrastructure and allocations including unlicensed band radios network associated with, or related to (a) to (d);

(f) the UL and ISP; and

(g) the IPV4/IPV6 allocations and SDCA based numbering series, SMS codes (alpha numeric) given to subscribers of the businesses mentioned at (a) to (d) above, toll free services numbering series;

1.24. "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this scheme of arrangement in as modified from time to time, as per Clause 8 of the Scheme;

1.25. "**SEBI**" means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;

1.26. "**Spectrum**" means the spectrum allotted to the Transferor Company, details of which are set out in Schedule 1;

1.27. "**Stock Exchange**" means BSE Limited and/ or the National Stock Exchange of India Limited and "**Stock Exchanges**" shall mean both collectively

1.28. **"Taxes" or "Tax" or "Taxation"** means: (a) all forms of direct tax and indirect tax, levy, duty (including stamp duty), charge, impost, withholding or other amount whenever or

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wherever created or imposed under Applicable Laws; and (b) all charges, interest, penaltie and fines (by whatever name called) incidental or relating to any Tax falling within (a) abov or which arise as a result of the failure to pay any Tax on the due date or to comply with an obligation relating to Tax;

1.29. "**TTML Equity Holders**" means a person recorded in the Transferor Company's register c members as the owner of one or more TTML Equity Shares as on the relevant Record Dat and shall include the respective heirs, executors, administrators or other legal representativ or other successors in title of such person;

1.30. "**TTML Equity Shares**" means fully paid up equity shares of TTML of face value INR 1 (Rupees ten only) each in the share capital of TTML;

1.31. "**TTML RPS**" means fully paid-up, redeemable preference shares of TTML of face valu INR 100 (Rupees hundred only) each in the share capital of TTML;

1.32. "**TTML RPS Holders**" means a person recorded in the Transferor Company's register o members as the owner of one or more TTML RPS as on the relevant Record Date and shal include the respective heirs, executors, administrators or other legal representative or othe successors in title of such person;

1.33. "**Transferee Company**" or "**BAL**" shall have the meaning set out in Preamble I (a);

1.34. "**Transferor Company**" or "**TTML**" shall have the meaning set out in Preamble I (a);

1.35. **"Transferring Contracts"** shall have the meaning set out in Clause 1.12(g);

1.36. **"Transferring Employees"** shall have the meaning set out in Clause 1.12(d)

1.37. "**Transferring Litigations**" shall have the meaning set out in Clause 1.12(i);

1.38. **"TTML Circles"** means the telecom service areas of Mumbai and Maharashtra;

1.39. "**UL**" mean Unified License with access service authorization for Maharashtra and Mumba service area granted by the DoT to TTML.

2. INTERPRETATION

2.1.1. References to clauses and schedules, unless otherwise provided, are to clauses and schedule of and to this Scheme.

2.1.2. The headings herein shall not affect the construction or interpretation of this Scheme.

2.1.3. Unless the context otherwise requires, reference to any law or to any provision thereof shal include references to any such law or to any provision thereof as it may, after the date hereof from time to time, be amended, supplemented or re-enacted, or to any law or any provisio which replaces it, and any reference to a statutory provision shall include any subordinat legislation made from time to time under that provision.

2.1.4. Any phrase introduced by the terms "including", "include", "in particular" or any simila expression shall be construed as illustrative and shall not limit the sense of the word preceding those terms.

2.1.5. References to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives body (whether or not having separate legal personality).

2.1.6. An asset, contract, proceeding, resource or other matter that is mutually agreed in writing by the Parties to be or not to be primarily relatable to or used in a Demerged Undertaking shall be deemed for the purposes of this Scheme to be or not be (respectively) primarily relatable to or used in a Demerged Undertaking.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme shall be operative and effective from the Appointed Date.

4. SHARE CAPITAL

4.1. The authorized, issued and paid up share capital of the Transferor Company as on December 15, 2017 is as under:

Share Capital	**Amount (INR and in Crores.)**
Authorized Share Capital	
2,50,00,00,000 equity shares of INR 10 each	2,500
2,35,00,00,000 preference shares of INR 100 each	23,500
50,00,00,000 unclassified shares of INR 100 each	5,000
TOTAL	**31,000**
Issued and paid-up Share Capital	
1,95,49,27,727 fully paid up equity shares of INR 10 each	1954.93
20,18,00,000 fully paid up preference shares of INR 100 each	2018
TOTAL	**3972.93**

4.2. The authorized, issued and paid up share capital of BAL as on December 15, 2017 is as under:

Share Capital	**Amount (INR in crores)**
Authorized Share Capital	
5500,000,000 equity shares of INR 5 each	2750
TOTAL	2750
Issued and paid-up Share Capital	
3,997,400,102 equity shares of INR 5 each	1998.7
TOTAL	1998.7

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PART C - DEMERGER AND VESTING OF DEMERGED UNDERTAKING OF TRANSFEROR COMPANY INTO TRANSFEREE COMPANY

5. DEMERGER AND VESTING OF DEMERGED UNDERTAKING

5.1. Upon the Scheme becoming effective, the Demerged Undertaking shall, in accordance with Section 2(19AA) of the Income-tax Act, 1961 and Sections 230 to 232 of the Act, without any further act or deed, stand transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company as a going concern.

5.2. **Transfer of Assets**

5.2.1. Upon the Scheme becoming effective and subject to any agreement between the Parties:

(i) all the Assets relating primarily to the Demerged Undertaking and capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed as the case may be to the Transferee Company and shall become the property of the Transferee Company in pursuance of the provisions of Section 232 of the Act, without requiring any deed or instrument of conveyance for transfer of the same;

(ii) in respect of the Assets relating to the Demerged Undertaking other than those specified in Clause 5.2.1(i) above the same shall, on and from the Appointed Date, stand transferred to the Transferee Company and to the extent such Asset is a debt, loan, receivable, advance or deposit, appropriate entries should be passed in their respective books to record the aforesaid change, without any notice or other intimation to such debtors. Provided that the Transferee Company may itself, at its sole discretion and shall, at any time after coming into effect of this Scheme in accordance with the provisions hereof and shall, if so required under any law, give notices in such form as it may deem fit and proper, to each person, as the case may be, that pursuant to the Scheme becoming effective, the said debt, loan receivable, advance or deposit stands transferred and vested in the Transferee Company and be paid or made good or held on account of the Transferee Company as the person entitled thereto;

(iii) the Assets relating to the Demerged Undertaking that are immovable in nature shall be vested in and/or be deemed to have been vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company and/or the Transferee Company. With effect from the Effective Date, the Transferee Company shall be entitled to exercise all rights and privileges attached to such immovable properties and shall be liable to pay the ground rent and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the Appropriate Authorities pursuant to the sanction of this Scheme by the NCLT and upon the Scheme becoming effective in accordance with the terms hereof; and

(iv) for purposes of taking on record the name of the Transferee Company in the records of the Appropriate Authorities in respect of transfer of immovable properties to the Transferee Company pursuant to this Scheme, the Boards of the Transferor Company and the Transferee Company may approve the execution of such documents or deeds as may be necessary, including deed of assignment of lease or leave or licence (as the case may be) by the Transferor Company in favour of the Transferee Company.

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(v) It is hereby clarified that for continuation of the non-wireless business (i.e. the wireline business), the Residual Undertaking will retain the UL and the ISP.

5.3. **Transfer of Liabilities**

5.3.1. Upon the Scheme becoming effective, without any further act or deed, all the Liabilities relating to the Demerged Undertaking shall be transferred or deemed to be transferred to the Transferee Company so as to become as and from the Appointed Date, the debts, liabilities, duties, obligations of the Transferee Company which it undertakes to meet, discharge and satisfy to the exclusion of Transferor Company such that except as may be otherwise agreed between the Parties, the Transferor Company shall in no event be responsible or liable in relation to any such Liabilities relating to the Demerged Undertaking and it shall not be necessary to obtain the consent of any person in order to give effect to the provisions of this Clause.

5.3.2. The provisions of this Clause 5.3 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing to which the relevant Liability relates or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified by the foregoing provisions, provided that the provisions of this Clause shall be subject to any agreement entered into amongst the Parties.

5.4. **Legal Proceedings**

5.4.1. Upon the Scheme becoming effective, all Transferring Litigations, pending on the Effective Date, shall be continued, prosecuted and enforced by or against the Transferee Company, in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the Transferor Company.

5.4.2. The Transferee Company: (a) shall be replaced/added as party to Transferring Litigations; and (b) shall prosecute or defend such proceedings at its own cost and subject to any agreement between the Parties, the liability of the Transferor Company shall consequently stand nullified. Each of the Parties shall make relevant applications in that behalf, as may be required.

5.5. **Employees**

5.5.1. Upon the Scheme becoming Effective, all Transferring Employees shall be deemed to have become the employees of the Transferee Company, on terms and conditions not less favourable than those on which they are employed by the Transferor Company in the Demerged Undertaking and without any interruption of, or break in, service as a result of the transfer of the Demerged Undertaking to the Transferee Company.

5.5.2. The Transferee Company agrees that for the purpose of payment of any compensation, retrenchment compensation, gratuity and other terminal benefits, the past services of the Transferring Employees with the Transferor Company shall also be taken into account, and pay the same as and when payable.

5.5.3. On the Scheme becoming effective, in so far as all employee benefits including the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of Transferor Company are concerned (collectively referred to as the "**Employee Benefit Funds**"), such proportion of the investments made in the funds and liabilities which are referable to the Transferring Employees shall be transferred to the similar funds existing or created by the Transferee

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Company and shall be held for their benefit pursuant to this Scheme, or maintained as separate funds by Transferee Company.

5.6. **Contracts, Deeds, etc.**

Notwithstanding anything to the contrary contained in any Transferring Contracts, upon the coming into effect of the Scheme, all Transferring Contracts subsisting or having effect on the Effective Date, shall continue in full force and effect and all rights and obligations stipulated therein (except as otherwise agreed) shall be for the benefit of the Transferee Company, and may be enforced effectively by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto from inception.

5.7. **Permits**

5.7.1. All governmental approvals and other consents, permissions, quotas, rights, authorisations, entitlements, no-objection certificates and licenses, including those relating to tenancies, privileges, powers and facilities of every kind and description of whatsoever nature, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be entitled to use and which may be required to carry on the operations of the Demerged Undertaking, and which are subsisting or in effect immediately prior to the Effective Date, shall be, and remain, in full force and effect in favour of the Transferee Company and may be enforced as fully and effectually as if, the Transferee Company had been a party, a beneficiary or an obligee thereto.

5.7.2. The Transferee Company shall be entitled to undertake and carry out the business pertaining to the Demerged Undertaking pursuant to the effectiveness of the Scheme on its own account, pending the transfer of any approvals and other consents, permissions, quotas, rights, authorisations, entitlements, no-objection certificates and licenses, privileges, powers and facilities of every kind and description, that may be required under Applicable Law in the name of the Transferee Company and would be entitled to make any applications, requests and the like in this regard.

5.8. **Taxes and Taxation**

5.8.1. Upon the Scheme becoming effective, the Transferor Company and the Transferee Company are expressly permitted to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Income-tax Act, 1961, central sales tax, applicable state value added tax, service tax laws, excise duty laws and other Tax laws, and to claim refunds and/or credit for Taxes paid (including, tax deducted at source, wealth tax, etc.) and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.

5.8.2. Without prejudice to the generality of the above, all benefits, incentives, losses, credits (including, without limitation, in respect of income tax, tax deducted at source, wealth tax, service tax, excise duty, central sales tax, applicable state value added tax etc.) to which the Transferor Company is entitled in terms of Applicable Laws in relation to the Demerged Undertaking, shall be available to and vest in the Transferee Company, upon this Scheme coming into effect.

5.8.3. This Scheme complies with the conditions relating to "demerger" as defined under Section 2(19AA), Section 47, Section 72A and other relevant sections and provisions, of the Income-tax Act, 1961 and is intended to apply accordingly. If any terms or clauses of this Scheme are found to be or interpreted to be inconsistent with any of the said provisions (including the conditions set out therein) at a later date whether as a result of a new enactment or any

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amendment or coming into force of any provision of the Income-tax Act, 1961 or any other law or any judicial or executive interpretation or for any other reason whatsoever, Parties shall negotiate in good faith to modify this Scheme in a mutually satisfactory manner that ensures compliance of this Scheme with such provisions.

6. CONSIDERATION FOR DEMERGER

6.1. Upon Part C of this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking of the Transferor Company in the Transferee Company in terms of this Scheme, the Transferee Company shall, without any further application, act or deed, issue and allot:

(A) 1 (one) BAL Equity Share to TTML Equity Holders on the Record Date for every 2,014 (two thousand fourteen) TTML Equity Shares each held in TTML on the Record Date; and

(B) 10 (Ten) BAL RPS to all (and not each) TTML RPS Holders in proportion to their holding of TTML RPS on the Record Date.

6.2. The Transferee Company shall not allot shares in respect of fractional entitlements to which a TTML Equity Holder or a TTML RPS Holder may be entitled on allotment of shares as per Clause 6.1. The Board of Transferee Company shall consolidate all such fractional entitlements and thereupon issue BAL Equity Shares or BAL RPS, as applicable (which shall be rounded off to the next whole number) in lieu thereof to a person/ trustee authorized by the Board of Transferee Company in this behalf who shall hold the shares in trust on behalf of the TTML Equity Holders or TTML RPS Holders entitled to fractional entitlements with the express understanding that such person/trustee shall sell the shares of Transferee Company so allotted on the Stock Exchange or otherwise at such time or times and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the TTML Equity Holders and TTML RPS Holders (as the case may be) in proportion to their respective fractional entitlements.

6.3. For the purpose of issue and allotment of shares pursuant to this Clause 6, the following terms shall apply:

6.3.1. The BAL Equity Shares to be issued and allotted by Transferee Company to the shareholders of Transferor Company shall rank *pari passu* in all respects with the then existing BAL Equity Shares.

6.3.2. The Board of Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the concerned Appropriate Authority and undertake necessary compliance for the issue and allotment of BAL Equity Shares to the TTML Equity Holders and BAL RPS to the TTML RPS Holders (as the case may be) pursuant to Clause 6.1 of the Scheme. In the event that the approval of an Appropriate Authority is required for the issuance of BAL RPS to the TTML RPS Holders (as the case may be) but is not duly obtained after all Conditions Precedent have been satisfied, then in such event the Transferee Company shall pay cash computed at the rate of INR 100 (Rupees one hundred) per BAL RPS to such TTML RPS Holder as the case may be.

6.3.3. The BAL Equity Shares shall be issued in dematerialized form to the shareholders of the Transferor Company into the account in which shares of the Transferor Company are held or such other account as is intimated in writing by the shareholders to Transferor Company and/ or its registrar and transfer agent provided such intimation has been received by the

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Transferor Company and/or its registrar before the Effective Date. The BAL RPS issued pursuant to Clause 6.1 shall be issued in dematerialized or physical form as the Transferor Company and Transferee Company may mutually agree.

6.3.4. Approval of this Scheme by the equity shareholders of Transferee Company shall be deemed to be in due compliance of the provisions of Section 42, Section 55 and Section 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the BAL Equity Shares and BAL RPS by Transferee Company as provided in this Scheme.

6.3.5. The BAL RPS to be issued by Transferee Company pursuant to Clause 6.1 of this Scheme will not be listed and/ or admitted to trading on the Stock Exchanges.

6.3.6. The BAL Equity Shares to be issued by Transferee Company to the TTML Equity Holders of Transferor Company pursuant to Clause 6.1 of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges within 45 (forty five) days of the Effective Date. The Transferee Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for Transferee Company with the formalities of the said Stock Exchange as may be required for listing of the BAL Equity Shares. The BAL Equity Shares of Transferee Company allotted pursuant to the Scheme shall remain frozen in the depository system till listing and trading permission is given by the Stock Exchanges.

7. ACCOUNTING TREATMENT

7.1. Notwithstanding anything contained in any other clause in the Scheme, Transferor Company shall give effect to the demerger in its books of accounts as per the applicable accounting principles and as on the date as prescribed under Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time. In case of the Transferee Company, the accounting treatment shall also take into account the provisions of Clause 7.2 below:

7.2. **Accounting treatment in the books of the Transferee Company**

7.2.1 On this Scheme becoming effective, with effect from the Appointed Date, the Transferee Company shall account for the transfer and vesting of Demerged Undertaking in its books in accordance with the requirements of Ind AS 103 'Business Combinations' as notified under Section 133 of the Companies Act, 2013:

(i) The Transferee Company shall, on this Scheme becoming effective, record all assets (tangible and intangible) and liabilities of the Demerged Undertaking;

(ii) For the liabilities of the Demerged Undertaking recognised in (i) above against which indemnification has been provided, corresponding indemnification asset, to the extent allowed under Ind AS, would be accounted;

(iii) The Transferee Company shall record the consideration transferred (shares of Transferee Company issued to equity holders of Transferor Company pursuant to this Scheme);

(iv) The difference, if any, being excess / deficit arising pursuant to this Scheme shall be accounted as capital reserve / goodwill; and

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(v) To the extent there are inter-corporate balances between the Transferee Company and the Demerged Undertaking, the obligations in respect thereof shall stand cancelled.



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PART D - GENERAL TERMS AND CONDITIONS

8. MODIFICATION OR AMENDMENTS TO THE SCHEME

The Transferor Company and the Transferee Company shall have the right to amend or modify the Scheme, as they deem fit, subject to Applicable Law. Provided that no amendment or modification will be made to the Scheme without specific and written approval of the authorized signatory of each of the Transferor Company and the Transferee Company.

9. CONDITIONS PRECEDENT

9.1. The effectiveness of this Scheme shall be conditional upon satisfaction or waiver (if applicable) of the following conditions ("**Conditions Precedent**") and this Scheme shall take effect from the later of any of the dates set out below:

9.1.1. The written approvals of the DoT with respect to the transactions contemplated under the Scheme shall have been received.

9.1.2. Later of the dates of certified copies of the orders of the respective NCLTs sanctioning the Scheme being filed with the respective Registrars of Companies having jurisdiction over the Parties.

9.1.3. Execution of an agreement between the Parties in relation to the Scheme and fulfilment/ waiver of the conditions precedent thereunder in the manner stated therein.

10. COSTS AND EXPENSES

Stamp duty costs incurred in connection with this Scheme (including any order sanctioning this Scheme) shall be borne by the Parties in such manner as may be mutually agreed.

11. RESIDUAL PROVISIONS

The consent of the shareholders and creditors of each of the Parties to the Scheme in accordance with the Act, as applicable, shall be deemed to be sufficient for purposes of effecting all the actions set out in this Scheme and no additional actions of the Parties shall be separately required.

12. POWER TO REMOVE DIFFICULTIES

The authorised signatories of the Parties, either by themselves or through a committee appointed by them in this behalf, may jointly and as mutually agreed in writing, including without limitation through any definitive agreement(s) that may be entered into by and between the relevant Parties in relation to the Scheme:

(a) give such directions (acting jointly) as may be mutually agreed in writing by the Parties as they may consider necessary to settle any question or difficulty arising under this Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those;

(b) do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect; and

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(c) make any inclusions or exclusions (including without limitation in relation to Assets, Liabilities, Excluded Litigations and/ or the like) to the Demerged Undertakings.

13. SEVERABILITY

If any part of this Scheme is found to be invalid, unenforceable or unworkable for any reason whatsoever, the same shall not, subject to the decision of the Boards of the respective Parties, affect the validity or implementation of the other parts and/or provisions of this Scheme.

14. CONDUCT OF BUSINESS OF THE RESIDUAL UNDERTAKING OF THE TRANSFEROR COMPANY

14.1. The Residual Undertaking and all the assets, liabilities, rights, title, interest or obligations thereto shall continue to belong to and be vested in and be managed by the Transferor Company and the Transferee Company shall have no right, claim or obligation in relation to the Residual Undertaking.

14.2. All legal, taxation and other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against the Transferor Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter, and in each case pertaining to the Residual Undertaking and the Excluded Litigations shall be continued and enforced by or against the Transferor Company. The Transferee Company shall, except as agreed between the Transferor Company and the Transferee Company, not be responsible or liable in relation to any such legal or other proceeding against the Transferor Company.

14.3. With effect from and beyond the Effective Date, the Transferor Company:

(i) shall be deemed to have been carrying on and to be carrying on all the business and activities relating to the Residual Undertaking for and on its own behalf; and

(ii) all profits accruing to the Transferor Company thereon or losses arising or incurred by it relating to the Residual Undertaking shall for all purposes be treated as the profits or losses, as the case may be, of the Transferor Company.



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Schedule 1

Spectrum (auction acquired) forming part of Demerged Undertaking

800 Mhz	Mhz	Auction Year	Allotment letter date	Spectrum Expiry date	Price/Mhz (Rs crs)	Cost (Rs crs)
Maharashtra	2.50	Mar15	28-May-15	27-May-35	799	1,999
Mumbai	2.50	Mar15	21-Apr-16	20-Apr-36	727	1,819
1800 Mhz						
Mumbai	0.60	Oct16	10-Nov-16	9-Nov-36	489	294
Mumbai	4.40	Oct16	10-Nov-16	29-Sep-37	489	2,152
Maharashtra	4.00	Oct16	10-Nov-16	9-Nov-36	318	1,272
Maharashtra	1.00	Oct16	10-Nov-16	29-Sep-37	318	318
2100 Mhz						
Maharashtra	5.00	Jun10	1-Sep-10	31-Aug-30	252	1,258

BHARTI AIRTEL LIMITED NEW DELHI

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Schedule 2

Terms of BAL RPS

1.	Dividend	10% per annum
2.	Face value	INR 100
3.	Term and Redemption	Mandatorily redeemable at par at the end of 18 months from the date of issuance
4.	Transferability	Transferable
5.	Voting/Non-Voting	Non- Voting

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

PRINCIPAL BENCH

NEW DELHI

Company Application No. (CAA) 65/PB/2018

Judgment dated: 23/05/2018

Coram:

CHIEF JUSTICE (Rtd.) SHRI M.M. KUMAR,

HON'BLE PRESIDENT

&

MR. S.K. MOHAPATRA,

MEMBER (TECHNICAL)

In the matter of:

Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

BETWEEN

1. **TATA TELESERVICES (MAHARASHTRA) LIMITED**

Company registered under the Companies Act, 1956

National Company Law Tribunal

Having Registered Office at:

Voltas Premises, TB Kadam Marg, Chinchpokli

Mumbai-400033

..... Non- Applicant Company / Transferor Company

2. **BHARTI AIRTEL LIMITED**

Company registered under the Companies Act, 1956

Having Registered Office at:

Bharti Crescent, 1, Nelson Mandela Road,

Vasant Kunj, Phase II,

New Delhi-110070

... Applicant Company /Transferee Company

For the Applicants: Mr Sanjeev Puri, Senior Advocate

Mr. Kamal Shankar, Mr. Bharat Apte, Mr. Pradyumna Sharma, Mr. Rushil Oberoi, Advocates

ORDER

M.M. KUMAR, PRESIDENT

1. This is an application filed by the applicant companies under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (for brevity 'The Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (for brevity 'The Rules') in relation to the

Scheme of Amalgamation (for brevity the "SCHEME") proposed between the applicants. The said Scheme is also annexed [Annexure "A1 "].

In terms of Sections 230 and 232 of the 2013 Act following prayers have been made for orders:-

a) *This Hon'ble Tribunal may be pleased to pass appropriate order/directions for holding and convening the meeting of the shareholders of the Transferee Company, to consider and, if thought fit, approve, with or without modification, the Scheme, at such time, date and venue as this Hon'ble Tribunal may deem fit; and direct the appointment of a Chairperson, an Alternate Chairperson and a Scrutinizer (if required) for conducting such meeting of the shareholders of the Transferee Company to be held on such terms as this Hon'ble Tribunal may deem fit and who shall report the result thereof to this Hon'ble Tribunal; and direct that individual notices of the meeting may be sent by the transferee Company to the shareholders of the Transferee Company through registered post or speed post or through courier or through e-mail in accordance with applicable law and in such other manner as this Hon'ble Tribunal may deem fit; and direct the publication of the notices in relation of the said meeting in the newspapers, namely "Indian Express" (English, Delhi Edition) and "Jansatta" (Hindi, Delhi Edition), by way of a joint advertisement, if required;*

b) *This Hon'ble Tribunal may be pleased to pass appropriate orders/directions for dispensing with the requirement of holding and convening the meeting of the secured creditors of the Transferee Company, to consider and, if thought fit, approve, with or without modification, the Scheme, in view of the consent given by the only secured creditor of the Transferee Company;*

Alternatively, in the event this Hon'ble Tribunal holds that the meeting of the secured creditors of the Transferee Company cannot be dispensed with, this Hon'ble Tribunal may be pleased to pass directions for holding and convening a meeting of the secured creditors of the Transferee Company, to consider and, if thought fit, approve, with or without modification, the Scheme, at such time, date and venue as this Hon'ble Tribunal may deem fit; and direct the appointment of a Chairperson, an Alternate Chairperson and a Scrutinizer (if required) for conducting such meeting of the secured creditors of the Transferee Company to be held on such terms as this Hon'ble Tribunal may deem fit and who shall report the result thereof to this Hon'ble Tribunal; and direct that individual notices of the meeting may be sent by the transferee Company to the secured creditors of the Transferee Company through registered post or speed post or through courier or through e-mail in accordance with applicable law and in such other manner as this Hon'ble Tribunal may deem fit; and direct the publication of the notices in relation of the said meeting in the newspapers, namely "Indian Express" (English, Delhi Edition) and "Jansatta" (Hindi, Delhi Edition), by way of an advertisement, if required;

c) *This Hon'ble Tribunal may be pleased to pass appropriate order/directions for holding and convening the meeting of the unsecured creditors of the Transferee Company, to consider and, if thought fit, approve, with or without modification, the Scheme, at such time, date and venue as this Hon'ble Tribunal may deem fit; and direct the appointment of a Chairperson, an Alternate Chairperson and a Scrutinizer (if required) for conducting such meeting of the unsecured creditors of the Transferee Company to be held on such terms as this Hon'ble Tribunal may deem fit and who shall report the result thereof to this Hon'ble Tribunal; and direct*

that individual notices of the meeting may be sent by the transferee Company to the unsecured creditors of the Transferee Company through registered post or speed post or through courier or through e-mail in accordance with applicable law and in such other manner as this Hon'ble Tribunal may deem fit; and direct the publication of the notices in relation of the said meeting in the newspapers, namely "Indian Express" (English, Delhi Edition) and "Jansatta" (Hindi, Delhi Edition), by way of an advertisement, if required;

d) *This Hon'ble Tribunal may be pleased to direct service of notice under Section 230 (3) read with Section 230 (5) of the Companies Act, 2013 along with all the documents in such form as may be prescribed to the statutory authorities and such other sectoral regulators or authorities which are likely to be affected by the Scheme as per Section 230 (5) of the Companies Act, 2013;and*

e) *This Hon'ble Tribunal may be pleased to pass such further and other orders as deemed proper in the facts and circumstances on the instant case."*

2) An Affidavit in support of the application sworn for and on behalf of the Applicant Company has been filed by Mr. Rohit Krishan Puri being the authorized representative.

3) It is represented that the Scheme does not contemplate any corporate debt restructuring exercise as contemplated under Section 230(2) of the Act. Learned Counsel has taken us through the averments made in the application as well as the typed set of documents annexed there with. It is further

represented that the application filed by the applicant is maintainable in view of Rule 3(2) of the Rules and Learned Counsel also represented that the registered office of the applicant company is situated within the territorial jurisdiction of this Tribunal and fall within domain of Registrar of Companies, NCT, New Delhi. It is pertinent to mention that the registered office of the Transferor Company is in Maharashtra.

4) In relation to the Transferee/ Applicant Company, it has been represented that company has 2,00,450 Equity Shareholders and no Preference Shareholders as on 23.03.2018. We are further apprised that the Transferee / Applicant Company has only one Secured Creditor who has already accorded his consent affidavit to the Scheme. It is further stated that Transferee/ Applicant Company has 10,376 Unsecured Creditors. Therefore, in relation to the Equity Shareholders and Unsecured Creditors Transferee / Applicant Company seeks a direction for convening and holding of meetings for the purpose of obtaining their approval to the proposed Scheme.

5) The above application has been placed before us and this Tribunal proceeds to entertain the same. The registered office the applicant company is situated within New Delhi which is subject to the territorial jurisdiction of Registrar of Companies, NCT, New Delhi as well as that of this Tribunal.

6) We have perused the application and the connected documents filed along with the Scheme of Arrangement contemplated between the Companies.

7) Applicant Company was incorporated in the state of Delhi under the provisions of Companies Act, 1956 on 07.07.1995 under the name "*Bharti-Tele-Ventures Limited*". Thereafter on 24.04.2006, the name of the Transferor Company was changed to the present name i.e. "*Bharti Airtel Limited*".The authorised share capital of the Transferor Company is Rs 27,50,00,00,000 divided into 5,50,00,00,000 equity shares having face value of Rs. Five each. The issued, subscribed and paid-up share capital of the Company is Rs. 19,98,70,00,510 only divided into 3,99,74,00,102 equity shares having face value of Rs. five each. The equity shares of the Transferor Company are listed on the National Stock Exchange of India Limited and BSE Limited.

8) The Scheme provides for the transfer by way of demerger of the Demerged Undertaking of the Transferor Company to the Transferee Company and the subsequent issue of Equity shares of Bharti Airtel Limited to the Tata Teleservices (Maharashtra) Limited Equity Holders and Bharti Airtel Limited Redeemable Preference Shares to the Tata Teleservices (Maharashtra) Limited Redeemable Preference Shares Holders by the Transferee Company in accordance with the terms of the Scheme.

9) The Board of Directors of the Transferee Company vide meeting held on 19.12.2017 has unanimously passed a resolution and approved the proposed Scheme as contemplated above and a copy of the resolution has also been placed on record by the Company.

10) A certificate dated 19.12.2017 issued by Deloitte Haskins & Sells LLP, Charted Accountants, the statutory auditor of Transferee Company in terms of proviso to Section 230 (7)/ 232 (3) of the Companies Act, 2013, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Companies Act, 2013.

11) Taking into consideration the application and the documents filed therewith, we propose to issue the following directions with respect to calling, convening and holding of the meetings of the Shareholders, Secured and Unsecured Creditors or dispensing with the same which are as follows:-

A. In relation to the Applicant / Transferee Company:

i. With respect to Equity Shareholders:

It is represented by the Applicant Company that there are 2,00,450 Equity Shareholders in the Company. Meeting of Shareholders be convened on 03.08.2018; at Ocean Pearl Retreat, Chattarpur Mandir

Road, Satbari I, New Delhi. The Quorum of the meeting shall be Two hundred (200) (10.30 AM to 11.30 AM)

ii. With respect to Secured Creditors:

Since it is represented by the Applicant No. 1 that there are is only one Secured Creditor in the Company, who has already accorded his consent by way of an affidavit, the meeting of Secured Creditors is dispensed with.

iii. With respect to Unsecured Creditors:

It is represented by the Applicant No. 1 that there are 10,376 Unsecured Creditors in the Company. Meeting of Unsecured Creditors be convened at the same venue at 1.30 PM to 2.30 PM. The Quorum of the meeting shall be One hundred (100)

B. In case the Quorum as noted above for the above meetings of the applicant companies are not present, in the meetings, then the meetings shall be adjourned for half an hour, and thereafter, the person present shall be deemed to constitute the quorum. For the purpose of computing the quorum, the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, are duly filed with registered office of the applicant companies at least 48 hours before the meetings. The Chairperson and the Alternate Chairperson

appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained.

C. Mr. J.P. Singh, Senior Advocate (Mobile No.9810034286) is appointed as the Chairperson and Mr. Manuj Nagrath (Mobile No.9417502808) is appointed as Alternative Chairperson for the meetings of Applicant Company as has been directed to be convened by this Tribunal.

D. The fee for the Chairperson for the aforesaid meetings shall be Rs.1,50,000/- and the fee for the Alternate Chairperson shall be Rs.75,000/- in addition to meeting their incidental expenses. Mr. Pankaj Jain, Chartered Accountant (Mobile No.9810286606) is appointed as a Scrutinizer and would be entitled to fee of Rs.75,000/- for his services in addition to meeting his incidental expenses. The Chairperson will file their reports within two weeks from the date of holding of the above said meetings.

E. The individual notices of the said meetings shall be sent as required and prescribed by the Companies Act, 2013 through registered post or speed post or through courier or through e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, place and time as aforesaid, together with a copy of scheme of arrangement, a copy of explanatory statement. The prescribed form of proxy shall be sent along

with and in addition to the above documents, any other documents as may be prescribed under the Act may also be duly sent with the notice.

F. That the applicant company shall publish advertisement with a gap of at least 30 clear days before the aforesaid meetings, indicating the day, date, place and time as aforesaid in the English Daily 'Indian Express' and Hindi Daily 'Jansatta' (Delhi Edition) stating the copies of Scheme of Arrangement, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the Applicant Companies.

G. Voting shall be allowed on the proposed Scheme by voting in person or by proxy, as may be applicable to the respective companies under the Act and rules framed there under. The Chairperson shall be responsible to report the result of the meeting to this Tribunal within two weeks of the conclusion of the meeting with regard to the proposed scheme.

H. The Companies shall individually send notice to the Central Government, the Income Tax Authorities, concerned Registrar of Companies, NCT of Delhi & Haryana, Official Liquidator, BSE Limited, National Stock Exchange of India Ltd, Securities and Exchange Board of India and any sectoral regulators who may have significant bearing on the operation of the

applicant companies along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

I. All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

The application stands allowed in the aforesaid terms.

-Sd-

(M.M. KUMAR)
PRESIDENT

-Sd-

(S.K. MOHAPATRA)
MEMBER (TECHNICAL)

23/05/2018

29.5.2018

Registrar
National Company Law Tribunal
New Delhi

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(vidya)

S.R. BATLIBOI & CO. LLP Golf View Corporate Tower – B, Sector – 42, Sector Road, Gurgaon – 122 002, Haryana, India.	**Walker Chandiok & Co LLP** (Formerly Walker, Chandiok & Co) 5th Floor, No.65/2, Block 'A', Bagmane Tridib, Bagmane Tech Park, CV Raman Nagar Bengaluru – 560 093.

Dated: 19 December 2017

To

The Board of Directors

Tata Teleservices (Maharashtra) Limited
A, E & F Blocks, Voltas Premises
TB Kadam Marg, Chinchpokli
Mumbai – 400 033

The Board of Directors

Bharti Airtel Limited
Bharti Crescent,
1, Nelson Mandela Road, Vasant Kunj Phase II
New Delhi – 110070

Sub: Recommendation of share entitlement ratio for the proposed demerger of the consumer mobile business of Tata Teleservices (Maharashtra) Limited ('TTML') into Bharti Airtel Limited ('BAL')

Dear Sir,

We refer to the engagement letters wherein

- Bharti Airtel Limited (hereinafter referred to as 'BAL') has appointed Walker Chandiok & Co LLP (hereinafter referred to as 'WCC' or 'Valuer 1'), and
- Tata Teleservices (Maharashtra) Limited (hereinafter referred to as 'TTML') has appointed S.R. Batliboi & Co. LLP (hereinafter referred to as 'SRBC' or 'Valuer 2')

respectively to recommend a share entitlement ratio for the proposed demerger of the consumer mobile business of TTML into BAL.

TTML and BAL are together hereinafter referred to as the 'Companies'.

WCC and SRBC are together hereinafter referred to as 'Valuers' (or 'we' or 'us' or 'our').

SCOPE AND PURPOSE OF THIS REPORT

TTML is a telecom company headquartered in Mumbai, India. TTML provides basic and cellular telecommunication services to retail, large corporate and small and medium enterprises in Maharashtra and Goa, India. It offers wireline services, code division multiple access services, global system for mobile communications services and 3G services; and voice, data and other enterprise services, such as connectivity and managed services, verticals based mobile applications and cloud services. The company also provides high speed Internet access services. Consumer Mobile Business of TTML (hereinafter referred to as 'CMB of TTML') refers to the wireless business providing CDMA/2G/3G services and excludes the enterprise business and the wireline/broadband business. For the year ended 31 March 2017, the total revenue of TTML is INR 27,614 million and the loss for the year is INR 23,565 million.

S.R. BATLIBOI & CO. LLP CHARTERED ACCOUNTANTS

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BHARTI AIRTEL LIMITED NEW DELHI

Bharti Airtel Limited ("BAL"), together with its subsidiaries, operates as a telecommunications company. The company operates within various segments such as Mobile business segment, Airtel business segment, Tower Infrastructure Services segment, Homes Services segment and Digital TV Services segment. BAL also offers fixed line, DSL broadband, mobile commerce and infrastructure sharing service. It was founded in 1995 and is headquartered in New Delhi, India. For the year ended 31 March 2017, BAL reported a consolidated revenue (including other income) of INR 955,889 million and profit after tax of INR 42,414 million.

We understand from the management of the Companies (hereinafter referred to as "Management") that they are contemplating transfer by way of a demerger of the CMB of TTML into BAL ('Proposed Transaction') through a Scheme of Arrangement under the provisions of Section 230-232 of the Companies Act, 2013 ('Scheme'). Under the Proposed Transaction, TTML equity shareholders would be issued equity shares of BAL ('Share Entitlement Ratio').

For the aforesaid purpose, BAL and TTML have respectively appointed WCC and SRBC to prepare a report (the 'Report') on the Share Entitlement Ratio to be placed before the Board of Directors of the Companies.

The Valuers have been appointed separately and have worked independently in their analysis. WCC owns responsibility only to BAL and SRBC owns responsibility only to TTML.

The Valuers have received same information and clarifications from the Companies. For recommending the Share Entitlement Ratio, the Valuers have independently arrived at different values. However, to arrive at the consensus on the Share Entitlement Ratio, appropriate discussions, averaging and rounding off in the values arrived at by the Valuers have been done.

We have considered facts made known (past or future) to us till the date of our Report.

This Report is our deliverable in respect of our recommendation of Share Entitlement Ratio for the purpose of the Proposed Transaction.

The Management has informed us that there would not be any material change in the equity share capital of TTML and BAL till the closing of the Proposed Transaction, except to the extent of Employee Stock Options Schemes (ESOPs) of BAL.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

S.R. BATLIBOI & CO. LLP CHARTERED ACCOUNTANTS

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BHARTI AIRTEL LIMITED NEW DELHI

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management/their representatives and / or gathered from public domain:

- With respect to TTML/CMB business
  - Annual report of TTML for the year ended 31 March 2017
  - Carved out unaudited balance sheet of CMB of TTML as at 30 September 2017
  - Details of assets/liabilities proposed to be transferred
  - The amount of debt proposed to be transferred to BAL, which is INR 9,500 million
  - Carved out unaudited profit and loss statements (upto EBITDA) of CMB for FY 2016-17 and six months ended 30 September 2017
  - Expected revenue and EBITDA of CMB for the year ended 31 March 2018
  - Historical circle-wise key operational parameters of the CMB of TTML for FY 2016-17 and for six months ended 30 September 2017

- With respect to BAL
  - Audited financial statement of BAL for the year ended 31 March 2017.
  - Quoted share prices and the traded volumes at NSE and BSE.

- Others
  - Draft Composite Scheme of Amalgamation.

During the discussions with the Management, we have also obtained explanations and information considered reasonably necessary for our exercise. The Management has been provided with the opportunity to review the draft Report (without value recommendations) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final Report.

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PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Discussions (physical / over call) to:
  - Understand the business and fundamental factors that affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance.
  - Enquire about business plans, future performance estimates, or budgets.
- Requested and received financial and qualitative information on the CMB of TTML
- Undertook Industry Analysis:
  - Research publicly available market data including economic factors and industry trends that may impact the valuation
  - Analysis of key trends and valuation multiples of comparable companies/comparable transactions using:
    - Valuers' internal transactions database
    - Proprietary databases subscribed by the Valuers'
  - Other publically available information.
- Analysis of information
- Selection of appropriate internationally accepted valuation methodology/(ies) after deliberations

Further, at the request of the Management, we have had discussions with fairness opinion providers appointed by BAL and TTML on the valuation approach adopted and assumptions made.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

The recommendation contained herein is not intended to represent value at any time other than valuation date of 18 December 2017 ('Valuation Date').

This Report, its contents and the results herein are (i) specific to the purpose of valuation agreed as per the terms of our engagement; (ii) the Valuation Date and (iii) are based on the data detailed in the section – Sources of Information. An analysis of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the Valuation Date. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

The recommendation(s) rendered in this Report only represent our recommendation(s) based upon information till date, furnished by the Management (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).

The determination of a Share Entitlement Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single undisputed Share Entitlement Ratio. While we have provided our recommendation of the Share Entitlement Ratio based on the information available to us and within the scope of our engagement, others may have a different opinion. The final responsibility for the determination of the Share Entitlement Ratio at which the Proposed Transaction shall take place will be with the Board of Directors of the Companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.

In the course of the valuation, we were provided with both written and verbal information, including information as detailed in the section - Sources of Information. We have not audited, reviewed or otherwise investigated the financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusions are based on the assumptions and information given by/on behalf of the Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Also, we assume no responsibility for technical information furnished by the Companies. However nothing has come to our attention to indicate that the information

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provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this valuation Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the financial statements of the Companies.

This Report does not look into the business/ commercial reasons behind the Proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. In addition, this Report does not in any manner address the prices at which equity shares of BAL and TTML will trade following announcement of the Proposed Transaction and we express no opinion or recommendation as to how the shareholders of the Companies should vote at any shareholders' meeting(s) to be held in connection with the Proposed Transaction.

No investigation/inspection of the Companies' claim to title of assets has been made for the purpose of this Report and the Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

The fee for the engagement is not contingent upon the results reported.

We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any third party to the Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Companies, their directors, employees or agents.

This valuation Report is subject to the laws of India.

The Report should be used in connection with the Scheme

Our appointment was formalized via engagement letters dated 15 December 2017 for WCC and 18 December 2017 for SRBC respectively, however, the work had started earlier.

S.R. BATLIBOI & CO. LLP CHARTERED ACCOUNTANTS

BHARTI AIRTEL LIMITED NEW DELHI

EQUITY SHARE CAPITAL

Tata Teleservices (Maharashtra) Limited

The issued, subscribed and paid up equity share capital of TTML as at 30 September 2017 is INR 19,549 million, consisting of 1,954,927,727 equity shares of face value of INR 10 each fully paid up. The shareholding pattern is as follows:

Shareholding pattern as at 30 September 2017	No. of shares	% shareholding
Promoter & Group	1,45,36,72,327	74.36%
Non Promoter	50,12,55,400	25.64%
Total	**1,95,49,27,727**	**100.00%**

Source: BSE filing

Bharti Airtel Limited

The issued, subscribed and paid up equity share capital of BAL as at 30 September 2017 is INR 19,987 million consisting of 3,99,74,00,102 equity Shares of INR 5 each fully paid up. The shareholding pattern is as follows:

Shareholding pattern as at 30 September 2017	No. of shares	% shareholding
Promoter & Group	2,68,37,81,555	67.14%
Non Promoter	1,31,25,16,810	32.83%
Employee Benefit Trust	11,01,737	0.03%
Total	**3,99,74,00,102**	**100.00%**

Source: BSE filing

APPROACH - BASIS OF PROPOSED TRANSACTION

We understand from the Management that the proposed Scheme of Arrangement contemplates the demerger of the CMB of TTML to BAL pursuant to sections 230 to 232 of the Companies Act, 2013. Arriving at the Share Entitlement Ratio for the proposed demerger of the CMB of TTML into BAL would require determining the value of the CMB of TTML relative to value of equity shares of BAL. These values are to be determined independently without considering the current Proposed Transaction.

There are several commonly used and accepted methods for determining the value of CMB of TTML and BAL, which have been considered in the present case, to the extent relevant and applicable, including:

1. Market Price method
2. Comparable Companies Multiples method
3. Discounted Cash Flows method
4. Net Asset Value method

It should be understood that the valuation of any business / company or its assets is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the companies, and other factors which generally influence the valuation of business / companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner, based on our previous experience of assignments of a similar nature.

Market Price (MP) Method

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market or when market prices do not seem to be reflective of financial performance. Further, in the case of a demerger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

In the present case, the shares of BAL are listed on BSE and NSE and there are regular transactions in their equity shares with reasonable volumes. In these circumstances, the volume

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weighted average share price observed on NSE for BAL over a reasonable period has been considered for determining the value of BAL under the market price methodology.

For TTML, since the CMB is only one of the many businesses, we have not used the market price method. Further, it would be difficult to attribute value to CMB from the total Market Capitalisation of TTML.

Comparable Companies' Market/Transaction Multiple (CCM) method

Under this method, value of the company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies and transaction valuations of listed or unlisted comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

We identified listed comparable companies and available transactions, based on business of TTML and thereafter adjusted the selected multiples based on size, growth, profitability and the circles in which TTML operates.

Considering that BAL is well traded, we did not apply CCM method for arriving at per share value of BAL.

Discounted Cash Flows (DCF) Method

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to all providers of the company's capital – both debt and equity.

Appropriate discount rate to be applied to cash flows i.e. the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

We have not been provided with mid-term/long term forecasts by TTML. TTML management informed us that they could not prepare the same considering uncertainities surrounding the continuation of the business. Hence, we have not considered DCF method for valuation purpose.

S.R. BATLIBOI & CO. LLP

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Considering that BAL is well traded, we did not apply the DCF method for arriving at per share value of BAL.

Net Asset Value (NAV) Methodology

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis.

In case of CMB of TTML, a large portion of assets in the books is represented by purchased telecom spectrum. The Management has informed us that the 30 September 2017 financials of TTML (prepared although yet to be approved by the Board) are expected to have significant impairment write downs for CMB assets including spectrum.

According to us, the spectrum price benchmarks for 2016 auctions have limited relevance now due to the following factors:

- Unsold spectrum in the auctions
- Reduction in number of players due to
  - Consolidation (eg. Idea-Vodafone, Bharti-Telenor)
  - Possible discontinuation of business (eg. Reliance Communication, Aircel)
- Increase in spectrum holdings due to consolidation and asset purchases (eg. Tikona-Bharti)

Additionally, telecom sector is moving towards 4G making 3G bands non-lucrative. TTML did not have any 4G spectrum and management of TTML informed us that they had already considered all possible strategic options for CMB. As per management of TTML, considering limited scope of meaningful revival of profitability, there were no other realistic options available to them.

Considering the uncertainties around possible sale/pricing of individual assets in this situation and consequential costs/liabilities, we believe estimation of realizable value of assets would not be realistically possible with sufficient degree of objectivity.

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MAJOR FACTORS THAT WERE TAKEN INTO ACCOUNT DURING THE VALUATION

- CMB of TTML has witnessed decline in revenues and has negative EBITDA margins.
- Challenging competitive environment which limited the scope of meaningful revival of profitability of CMB of TTML.
- TTML has limited visibility on the continuity of the operations of the CMB and therefore has not been able to provide mid/long term cash flow forecasts.
- The equity shares of BAL are frequently traded on both the stock exchanges, BSE & NSE in India.

BASIS OF PROPOSED TRANSACTION

The basis of valuation would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove.

CMB of TTML has been valued using CCM method and BAL using MP method.

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion by the Valuer and judgment taking into accounts all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognised in judicial decisions.

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend that the Share Entitlement Ratio for the Proposed Transaction should be anywhere in the following range:

- Lower Range: 1 equity share of BAL of INR 5 each fully paid up for every 5,964 shares of TTML of INR 10 each fully paid up (refer Table A below)

- Upper Range: 1 equity share of BAL of INR 5 each fully paid up for every 1,575 shares of TTML of INR 10 each fully paid up (refer Table B below)

This is based on the overlapping equity ranges for CMB of TTML as per the Valuers' workings of INR 0.09 per share to INR 0.33 per share.

Please note that we have not considered the issuance of Redeemable Preference Shares ("RPS") by BAL to the RPS holders in TTML for the estimation of the Share Entitlement Ratio.

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The Computation of Share Entitlement Ratio as derived by the Valuers, is given below:

Table A: Lower Range

Valuation Approach	CMB of TTML (A)		BAL (B)	
Asset Approach	NA		NA	
Income Approach	NA		NA	
Market Approach – Market Price method	NA		514.66	100%
Market Approach – Comparable Companies' Multiple method	0.09	100%	-	-
Relative Value per Share	**0.09**		**514.66**	
Exchange Ratio (rounded off) (B/A)			**5,964**	

Table B: Upper Range

Valuation Approach	CMB of TTML (A)		BAL (B)	
Asset Approach	NA		NA	
Income Approach	NA		NA	
Market Approach – Market Price method	NA		514.66	100%
Market Approach – Comparable Companies' Multiple method	0.33	100%	-	-
Relative Value per Share	**0.33**		**514.66**	
Exchange Ratio (rounded off) (B/A)			**1,575**	

It should be noted that we have not examined any other matter including economic rationale for the Proposed Transaction per se or accounting, legal or tax matters involved in the Proposed Transaction.

Respectfully submitted,

S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration No.: 301003E/E300005

Per Sanjay Vij

Partner

Membership No: 95169

Place: Gurgaon

Date: 19 December 2017

Walker Chandiok & Co LLP

(Formerly Walker, Chandiok & Co)

Chartered Accountants

ICAI Firm Registration No.: 001076N/N500013

Per Shashishekhar Chaugule

Partner

Membership No: 212151

Place: Bengaluru

Date: 19 December 2017

Encls:
Annexures

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BHARTI AIRTEL LIMITED NEW DELHI

Annexure 1: SRBC's computation of Equity Value of TTML's CMB Unit per equity share of TTML

Currency INR mn	Notes	Weight (%)	CMB of TTML Lower Range	CMB of TTML Upper Range
Trading multiple				
Enterprise Value based on EV/Revenue multiple	1	100%	9,426	10,557
Enterprise Value			**9,426**	**10,557**
Less: gross debt			(9,500)	(9,500)
Equity Value			-	**1,057**
Equity Value in INR per share			-	**0.54**

Note 1: Enterprise Valuation of TTML's CMB unit based on EV/ Revenue multiple

Currency INR mn	Value-Lower Range	Value-Upper Range
EV/ Revenue multiple		
Chosen multiple	1.25	1.40
Revenue - TTML's CMB Unit - FY18 estimate	7,541	7,541
Enterprise Value of TTML's CMB Unit	**9,426**	**10,557**

S.R. BATLIBOI & CO. LLP CHARTERED ACCOUNTANTS

BHARTI AIRTEL LIMITED NEW DELHI

Annexure 2: WCC's computation of Equity Value of TTML's CMB Unit per equity share of TTML

Currency INR mn	Notes	Weight (%)	CMB of TTML Lower Range	CMB of TTML Upper Range
Trading multiple				
Enterprise Value based on EV/Revenue multiple	1	100%	9,669	10,139
Enterprise Value			**9,669**	**10,139**
Less: gross debt			(9,500)	(9,500)
Equity Value			**169**	**639**
Equity Value in INR per share			**0.09**	**0.33**

Note 1: Enterprise Valuation of TTML's CMB unit based on EV/ Revenue multiple

Currency INR mn	Value-Lower Range	Value-Upper Range
EV/ Revenue multiple		
Chosen multiple	1.28	1.34
Revenue - TTML's CMB Unit - FY18 estimate	7,541	7,541
Enterprise Value of TTML's CMB Unit	**9,669**	**10,139**

S.R. BATLIBOI & CO. LLP CHARTERED ACCOUNTANTS

BHARTI AIRTEL LIMITED NEW DELHI

RBSA Capital Advisors LLP

SEBI Registered Category 1 Merchant Banker
Registration Code: INM000011724

Report Ref No: RCA/FAS/2017-18/1204

December 19, 2017

The Board of Directors,
Bharti Airtel Limited
Bharti Crescent 1,
Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi – 110070

Sub: Fairness Opinion on the proposed demerger of "Consumer Wireless Mobile Business" of Tata Teleservices (Maharashtra) Limited into Bharti Airtel Limited

Dear Sirs,

We refer our engagement letter dated December 15, 2017, wherein Bharti Airtel Limited ("BAL") has requested us to provide fairness opinion on the joint report of Walker Chandiok & Co LLP, Chartered Accountants and S.R.Batliboi & Co. LLP, Chartered Accountants (together referred to as the "Valuers") dated December 19, 2017, in relation to the proposed demerger of the "Consumer Wireless Mobile Business" ("CWMB") of Tata Teleservices (Maharashtra) Limited ("TTML") into Bharti Airtel Limited ("BAL").

BAL and TTML are hereinafter jointly referred as the "Companies".

Scope and Purpose of this Report

BAL is leading integrated pan-India telecom service provider. The company is engaged in the business of providing global telecommunications with operations in 17 countries across Asia and Africa. In India, the company's product offerings include 2G, 3G and 4G wireless services, mobile commerce, fixed line services, high speed DSL broadband, IPTV, DTH, enterprise services including national & international long-distance services to carriers.

The shares of BAL are listed on the National Stock Exchange ("NSE") and BSE Limited ("BSE"). The issued, subscribed and paid up share capital of the company as on September 30, 2017 is INR 19,987 Mn consisting of 3,997,400,102 equity shares of INR 5 each fully paid up.

TTML is engaged in businesses in the telecom sector including inter alia (i) consumer mobile telephony business; (ii) enterprise business; (iii) retail wireline voice and broadband business and (iv) WiFi business, which are all provided under the same Telecom License. The company offers integrated telecom solutions to its customers across wireline and wireless networks on GSM & 3G platforms. The

Head Office: 912, Venus Atlantis Corporate Park, Anandnagar Main Road, Prahaladnagar, Ahmedabad – 380015 Tel: +91 79 4050 6000
Corporate Office: 21-23, T.V. Industrial Estate, 248-A, S.K. Ahire Marg, Off. Dr. A.B. Road, Worli, Mumbai – 400030 Tel: +91 22 6130 6000

company currently owns two Unified Licenses, one for Mumbai Service Area and another for the rest of Maharashtra and Goa. The company also holds 3G spectrum in Maharashtra and Goa.

The shares of TTML are listed on the NSE and BSE. The issued, subscribed and paid up share capital of TTML as on September 30, 2017 is INR 19,549.3 Mn consisting of 1,954,927,727 equity shares of INR 10 each fully paid up and 201,800,000 preference shares of INR 100 each.

We understand that the Board of Directors of Companies are proposing a scheme of arrangement to demerge the CWMB of TTML into BAL pursuant to a scheme of arrangement under the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 (the "Scheme").

In order to comply with the requirements of the regulator, the Companies have appointed Valuers to determine the share entitlement ratio pursuant to the Scheme. In this connection, the management of BAL (the "Management") has engaged RBSA Capital Advisors LLP ("RBSA Advisors") to submit a report on the fairness of the ratio recommended by the Valuers with respect to the transaction. Our scope of work includes commenting only on the fairness of the recommendation in the report by the Valuers and not on the fairness or economic rationale of the transaction per se.

This report is our deliverable in respect of our fairness opinion on report by Valuers for the demerger of CWMB of TTML into BAL.

This report is subject to the scope, assumption, exclusion, limitations and disclaimers detailed hereinafter. As such the report is to be read in totality, not in parts and in conjunction with the relevant documents referred to herein. The report has been issued only for facilitating the demerger and should not be used for any other purpose.

Sources of Information

For arriving at the fairness opinion set forth below, we have relied upon the following sources of information received from Management and/ or available in public domains as follows:

a) Joint Report of the Valuers dated December 19, 2017;
b) Annual Report of BAL and TTML for FY 2016-17;
c) Carved out financials of CWMB for the year ended March 31, 2017 and for the 6 months period ended September 30, 2017;
d) Expected revenue and EBITDA of CWMB of TTML for the year ending March 31, 2018;
e) Details of circle wise spectrum holding of CWMB;
f) Reviewed historical stock prices and trading volume of BAL's shares on NSE;
g) Draft Composite Scheme of Arrangement;
h) Details of debt proposed to be taken over by BAL from TTML
i) Other relevant information made available to us by management of the BAL/TTML through virtual data room, emails and discussions.

In addition to the above, we have also obtained such other information and explanations, which were considered relevant for our analysis. Further we have also relied on the representation given to us by the management of the Companies.

Exclusions and Limitations

- We have not carried out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not conducted any independent appraisal of any assets or liabilities of CWMB / BAL.
- Our work did not constitute a validation of the financial statements of the Companies, and accordingly, we do not express any opinion on the same. If there were any omissions, inaccuracies or misrepresentations of the information provided by the Management, it may have a material effect on our findings.
- No consideration has been given to liens or encumbrances against the assets, beyond the loans and disclosed in the accounts. Therefore, no liabilities have been assumed for matters of legal nature.
- In rendering our opinion, we have assumed that the scheme will be implemented on the terms described therein, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary regulatory or third-party approvals for the Scheme, no delay, limitations, restrictions or condition will be imposed that would have an adverse effect on the Companies.
- This opinion is based on business, economic, market and other conditions as they existed as of December 18, 2017. Subsequent events or circumstances that could affect the conclusions set forth in the Opinion include, without limitation, adverse changes in industry performance or market conditions and changes to the business, financial condition and results of operations of the Companies. RBSA Advisors is under no obligation to update, revise or reaffirm the Opinion.
- RBSA Advisors has relied upon the representations that the information provided to it is accurate and complete in all material respects. While all public information (including industry and statistical information) was obtained from sources we believe are reliable, RBSA Advisors makes no representation as to the accuracy or completeness thereof, and we have relied upon such public information without further verification.
- The opinion should not be construed, to be investment advice in any manner whatsoever. Furthermore, no opinion, counsel or interpretation is intended in matters that require legal, accounting, tax or other appropriate professional advice. It is assumed that such opinions, counsel or interpretations have been or will be obtained from the appropriate professional sources.
- The fee for our services is not contingent upon the result of the proposed demerger. This opinion is subject to laws of India.
- Our opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with scheme or any matter related thereto.

Valuers Recommendation

As stated and elaborated in the valuation report, the Valuers have considered Comparable Companies Market/ Transaction multiple for TTML and Market Price method for BAL, for the purposes of arriving at the share entitlement ratio. The Market Price method has not been considered for valuation of TTML as

CWMB is one of the businesses within TTML and it is difficult to attribute value to CWMB from the total market capitalization of TTML. The Discounted Cash Flow method has not been considered as TTML had not provided mid-term/long-term forecasts, considering uncertainties surrounding continuation of business. The Net Asset Value method was not considered due to the uncertainties around possible sale/pricing of individual assets and consequential costs/liabilities. The realizable value of assets could not be estimated with sufficient degree of objectivity.

The Valuers have recommended a share entitlement ratio in the following range:

- Lower Range: 1 (one) share of BAL of INR 5 each fully paid up for every 5,964 (Five Thousand Nine Hundred Sixty Four) shares of TTML of INR 10 each fully paid up
- Upper Range: 1 (one) share of BAL of INR 5 each fully paid up for every 1,575 (One Thousand Five Hundred Seventy Five) shares of TTML of INR 10 each fully paid up

Our Comment on the Valuer's Report

In the circumstance, having regards to the relevant factors and based on information and explanations provided to us, in our view, the proposed share swap entitlement range as recommended by the Valuers, which forms the basis for the proposed demerger, is fair in our opinion.

The detailed terms and conditions of the demerger are more fully set forth in the draft scheme of arrangement. We have issued the fairness opinion with the understanding that scheme of arrangement shall not be materially altered, and the parties hereto agree that the Fairness Opinion would not stand good in case the final scheme of arrangement alters the transaction.

Yours Truly,

For **RBSA Capital Advisors LLP**
SEBI Registered Category I Merchant Banker
Registration Code: INM000011724

RBSA CAPITAL ADVISORS LLP

Rajeev Shah
Managing Director

kotak Investment Banking

December 19, 2017

The Board of Directors
Tata Teleservices Maharashtra Limited
Voltas Premises,
T.B. Kadam Marg,
Chinchpokli,
Mumbai – 400 033

Dear Sir,

Sub: Proposed demerger of Consumer Mobile Business of Tata Teleservices Maharashtra Limited ("TTML") into Bharti Airtel Limited ("Bharti") ("Proposed Transaction")

TTML has requested us to issue a fairness opinion ("Opinion") from a financial point of view on the share entitlement ratio in relation to the Proposed Transaction ("Share Entitlement Ratio") vide engagement letter dated December 18, 2017 which contains our terms and conditions.

Proposed Transaction background: TTML and Bharti are proposing to enter a Scheme of Arrangement, which envisages demerger of Consumer Mobile Business from TTML into Bharti.

Our scope is restricted to providing an Opinion on the Share Exchange Ratio for the demerger of Consumer Mobile Business of TTML into Bharti.

In arriving at our Opinion, we have reviewed historical and future financial and limited business projections and listed stock price data. We have also reviewed certain publicly available information, and have taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions. We have also reviewed the report dated December 19, 2017, jointly issued to TTML by S.R. Batliboi & Co. LLP and Walker Chandiok & Co LLP recommending range of the Share Entitlement Ratio as

- 1 equity share of Bharti of Rs. 5 each fully paid up for every 5,964 shares of TTML of Rs. 10 each fully paid up at lower end, and
- 1 equity share of Bharti of Rs. 5 each fully paid up for every 1,575 shares of TTML of Rs. 10 each fully paid up at upper end

We have also assumed that the final Scheme of Arrangement will be substantially the same as the scheme discussed with and reviewed by us.

We have had discussions with members of the management of the TTML to understand the past and current business operations of the concerned businesses, their future prospects and operations, and have received management representation letter from TTML ("Management Representation Letter").

Kotak Mahindra Capital Company Limited
CIN U67120MH1995PLC134050
Registered Office:
27BKC
C - 27, "G" Block
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051, India
T +91 22 43360000
F +91 22 67132445
www.investmentbank.kotak.com

Further, we have had discussions with S.R. Batliboi & Co. LLP and Walker Chandiok & Co LLP, the valuation advisors, on such matters which we believed were necessary or appropriate for the purpose of issuing this Opinion.

Based on our examination and according to the information and explanation provided to us, we note that the Proposed Transaction entails demerger of the Consumer Mobile Business of TTML into Bharti.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable and we would urge TTML to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment. We have further assumed that the Transaction would be carried out in compliance with applicable laws, rules and regulations.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us by TTML either in verbal or written form and discussed with or reviewed by or for us. We have been given to understand that all information required by us that was relevant for the purpose of our exercise was disclosed to us. We have not conducted any evaluation or appraisal of any assets or liabilities of TTML nor have we evaluated the solvency or fair value of TTML, under any laws relating to bankruptcy, insolvency or similar matters. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of TTML.

Our Opinion does not factor overall economic environment risk, material adverse change and other risks and is purely based on the information and representations provided to us.

We express no view as to, and our Opinion does not address, the underlying business decision of TTML to effect the Proposed Transaction or the merits of the Proposed Transaction. Our Opinion does not constitute a recommendation to any shareholder or creditor of TTML as to how such shareholder or creditor should vote on the Proposed Transaction or any matter related thereto. We are not expressing any opinion herein as to the prices at which the shares of TTML or Bharti will trade following the announcement or consummation of the proposed transaction or as to the prices at which the shares of Bharti or TTML may be transacted.

Our Opinion is necessarily based on financial, economic, market and other conditions as in effect on the date of this issuing the Opinion, and the information made available to us as of, the date hereof, including the capital structure of TTML.

We will receive a fee for our services in connection with the delivery of this Opinion from TTML. In addition, TTML has agreed to indemnify us from any claims arising in relation to our engagement in providing the Opinion.

We and our affiliates in the last five years provided, and currently provide, services to TTML and Bharti and their affiliates unrelated to the Proposed Transaction for which services we and such affiliates have received and expect to receive compensation, including, without limitation as creditors and as financial advisors for the purchase/sale of assets/businesses/securities by/to Bharti and TTML (as the case may be).

In the ordinary course of business, we and our affiliates may actively trade or hold securities of companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, we and our affiliates maintain relationships with TTML and Bharti, and their respective affiliates.

This Opinion is provided solely for the benefit of the Board of Directors of TTML, and shall not confer rights or remedies upon, any shareholder of TTML, or any other person other than the members of the Board of Directors of TTML, or be used for any other purpose. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of TTML, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Letter may be shown or who may acquire a copy of this Letter.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Opinion the courts of competent jurisdiction in India shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, it is our view that, as of the date hereof, the proposed range of the Share Entitlement Ratio is Fair from a financial point of view.

Yours faithfully,

For **Kotak Mahindra Capital Company Limited**

Authorised Signatory

SHUBHAM MAJUMDER
HEAD - TELECOM, MEDIA, TECHNOLOGY, EDUCATION
KOTAK INVESTMENT BANKING

bharti

February 14, 2018

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Ref.: Bharti Airtel Limited (532454/BHARTIARTL)

Sub: Submission of Complaint Report as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 w.r.t. draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited (Transferor Company) and Bharti Airtel Limited (Transferee Company) and their respective shareholders and creditors, under Sections 230 to 232 of the Companies Act, 2013.

Dear Sir / Madam,

In furtherance to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) dated December 27, 2017 w.r.t. draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited (Transferor Company) and Bharti Airtel Limited (Transferee Company) and their respective shareholders and creditors, under Sections 230 to 232 of the Companies Act, 2013 ('the Scheme'), we are enclosing the report on Complaints as received by the Company during the period of 21 days from the date of filing of the Scheme to the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) and hosting of the Scheme along with other documents on the Company's website and hosting of the same on the website of the Stock Exchanges.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Bharti Airtel Limited

BHARTI AIRTEL LIMITED NEW DELHI

Rohit Krishan Puri
Dy. Company Secretary

bharti

Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved / Pending)
---------- Not Applicable ----------			

For Bharti Airtel Limited



Rohit Krishan Puri
Dy. Company Secretary

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
CIN: L74899DL1995PLC070609

Format for Report on Complaints

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	0
2	Number of complaints forwarded by Stock Exchange / SEBI	0
3	Total Number of complaints/comments received (1+2)	0
4	Number of complaints resolved	0
5	Number of complaints pending	0

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

For Tata Teleservices (Maharashtra) Limited

Kiran Thacker
Company Secretary

Date: February 13, 2018

TATA TELESERVICES (MAHARASHTRA) LIMITED
Registered Office : Voltas Premises T. B. Kadam Marg Chinchpokli Mumbai 400 033
Tel.:91 22 6667 1414 Fax: 91 22 6660 5335 email : investor.relations@tatatel.co.in
CIN: L64200MH1995PLC086354 Website www.tatateleservices.com

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DCS/AMAL/AJ/R37/1070/2017-18

March 20, 2018

The Company Secretary
BHARTI AIRTEL LTD.
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase - II, New Delhi ,Delhi-110070

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited

We are in receipt of Draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and Creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated March 20, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT. Copy of the NCLT approved Scheme;

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

Nitin Pujari
Sr. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50 Stock of the nation

Ref: NSE/LIST/14623 March 20, 2018

The Company Secretary
Bharti Airtel Limited
Bharti Crescent, 1
Nelson Mandela Road
Vasant Kunj, Phase II
New Delhi – 110 070

Kind Attn.: Mr. Kiran Thacker

Dear Sir,

Sub: **Observation Letter for Draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited**

We are in receipt of the draft scheme of arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and creditors, filed by Bharti Airtel Limited vide application dated December 27, 2017.

Based on our letter reference no Ref: NSE/LIST/37777 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated March 20, 2018, has given following comments:

a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the receipt of this letter is displayed on the website of the listed company.*

b. *The Company shall duly comply with various provisions of the Circulars.*

c. *The Company is advised that the observations of SEBI/ Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from March 20, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For **National Stock Exchange of India Ltd.**

Hiren Shah
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed
Signer: Hiren Narendra Shah
Date: Tue, Mar 20, 2018 18:46:03 IST
Location: NSE

Regd. Office: Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Cor NSE E), Mumbai 400 051, India
CIN: U67120MH1992PLC069769 Tel: +91 22 26598235/36, 26598346, 26598459/26598458 Web site: www.nseindia.com

DCS/AMAL/AJ/R37/1071/2017-18

March 21, 2018

The Company Secretary
TATA TELESERVICES (MAHARASHTRA) LTD.
C Block, Voltas Premises,
T.B. Kadam Marg, Chinchpokli,
Mumbai, Maharashtra-400033

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited

We are in receipt of Draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and Creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated March 20, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

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The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

Nitin Pujari
Sr. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50 Stock of the nation

Ref: NSE/LIST/14646 March 21, 2018

The Company Secretary
Tata Teleservices (Maharashtra) Limited
D-26, TTC Industrial Area,
MIDC, Sanpada,
PO Turbhe, Navi Mumbai – 400703

Kind Attn.: Mr. Kiran Thacker

Dear Sir,

Sub: **Observation Letter for Draft Scheme of Arrangement amongst Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and creditors.**

We are in receipt of the draft scheme of arrangement amongst Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and creditors, filed by Tata Teleservices (Maharashtra) Limited vide application dated December 27, 2017.

Based on our letter reference no Ref: NSE/LIST/14646 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated March 20, 2018, has given following comments:

a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the receipt of this letter is displayed on the website of the listed company.*

b. *The Company shall duly comply with various provisions of the Circulars.*

c. *The Company is advised that the observations of SEBI/ Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from March 21, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For **National Stock Exchange of India Ltd.**

Kautuk Upadhyay
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed
Signer: Kautuk Rohit Upadhyay
Date: Wed, Mar 21, 2018 16:52:20 IST
Location: NSE

Regd. Office: Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051, India
CIN: U67120MH1992PLC069769 Tel: +91 22 26598235/36, 26598346, 26598459/26598458 Web site: www.nseindia.com

bharti

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF BHARTI AIRTEL LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013

1. Background

1.1 The proposed scheme of arrangement amongst Tata Teleservices (Maharashtra) Limited ("**Transferor Company**") and Bharti Airtel Limited ("**Company**") and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") was approved by the board of directors of the Company ("**Board**") *vide* resolution dated December 19, 2017.

1.2 Thereafter, the Scheme was filed by the Company with the New Delhi Bench of the Hon'ble National Company Law Tribunal ("**Tribunal**"). The Hon'ble Tribunal *vide* an order dated May 23, 2018, directed that the respective meetings of the equity shareholders and the unsecured creditors of the Company be held on Friday, August 3, 2018 at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110070 from 10:30 A.M. to 11:30 A.M. and from 1:30 P.M. to 2:30 P.M., for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme (collectively, the "**Meetings**").

1.3 The provisions of Section 232(2)(c) of the Act require the directors of the Company to adopt a report explaining the effect of the arrangement pursuant to the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and to lay out in particular, the share exchange ratio, specifying any special valuation difficulties. In terms of the Section 232(2) (c) of the Act, the said report as adopted by the directors of the Company is required to be circulated along with the notices convening the concerned Meetings.

1.4 Accordingly, this report of the Board is being made in pursuance of the requirements of Section 232(2)(c) of the Act and in this connection, the following documents were presented/ shared with the Board:

(a) The Scheme as approved by the Board *vide* resolution dated December 19, 2017;

(b) The share entitlement report dated December 19, 2017 issued by S.R. Batliboi & Co. LLP and Walker Chandiok & Co LLP ("**Share Entitlement Report**");

(c) The fairness opinion dated December 19, 2017 issued to the Company by RBSA Capital Advisors LLP, a merchant banker registered with the Securities and Exchange Board of India ("**Fairness Opinion**"); and

(d) The report of the Audit & Risk Management Committee of the Company dated December 19, 2017.

2. Effect of the Scheme in terms of Section 232(2)(c) of the Act

S. NO.	EFFECT OF THE SCHEME ON	
1.	**Key Managerial Personnel / Employees of the Company**	Upon the Effective Date (*defined under Clause 1.15 of Part A of the Scheme*), all Transferring Employees shall be deemed to have become the employees of the Company, on terms and conditions not less favourable than those on which they are employed by the Transferor Company in the Demerged Undertaking (*defined under Clause 1.12 of*

		Part A of the Scheme) and without any interruption of, or break in, service as a result of the transfer of the Demerged Undertaking to the Company. The Transferring Employees are defined as all employees of the Transferor Company who are either (A) employed (whether primarily or exclusively) with the Demerged Undertaking as on the Effective Date, or (B) are mutually agreed between the Parties to be directly involved and responsible for the operations of the Demerged Undertaking.
2.	**Equity shareholders:** Promoters of the Company	In terms of Clause 6.1 of Part B of the Scheme, upon Part C of the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking of the Transferor Company in the Company, the Company shall, issue and allot: 1 (one) BAL Equity Share (*defined under Clause 1.6 of Part A of the Scheme*) to TTML Equity Holders (*defined under Clause 1.29 of Part A of the Scheme*) on the Record Date (*defined under Clause 1.22 of Part A of the Scheme*) for every 2,014 (two thousand fourteen) TTML Equity Shares (*defined under Clause 1.30 of Part A of the Scheme*) each held in the Transferor Company on the Record Date; and 10 (Ten) BAL RPS (*defined under Clause 1.7 of Part A of the Scheme*) to all (and not each) TTML RPS Holders (*defined under Clause 1.32 of Part A of the Scheme*) in proportion to their holding of TTML RPS (*defined under Clause 1.31 of Part A of the Scheme*) on the Record Date. Further, in terms of Clause 6.2 of Part B of the Scheme, the Company shall not allot shares in respect of fractional entitlements to which a TTML Equity Holder or a TTML RPS Holder may be entitled on allotment of shares as per Clause 6.1 of Part B of the Scheme. The Board shall consolidate all such fractional entitlements and thereupon issue BAL Equity Shares or BAL RPS, as applicable (which shall be rounded off to the next whole number) in lieu thereof to a person/ trustee authorized by the Board in this behalf who shall hold the shares in trust on behalf of the TTML Equity Holders or TTML RPS Holders entitled to fractional entitlements with the express understanding that such person/trustee shall sell the shares of the Company so allotted on the Stock Exchange (*defined under Clause 1.27 of Part A of the Scheme*) or otherwise at such time or times and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the TTML Equity Holders and TTML RPS Holders (as the case may be) in proportion to their respective fractional entitlements.
3.	**Equity shareholders:** Non promoter shareholders of the Company	

		Moreover, in terms of Clause 6.3.2 of Part B of the Scheme, the Board of Company shall, if and to the extent required, apply for and obtain any approvals from the concerned Appropriate Authority (*defined under Clause 1.4 of Part A of the Scheme*) and undertake necessary compliance for the issue and allotment of BAL Equity Shares to the TTML Equity Holders and BAL RPS to the TTML RPS Holders (as the case may be) pursuant to Clause 6.1 of Part B of the Scheme. In the event that the approval of an Appropriate Authority is required for the issuance of BAL RPS to the TTML RPS Holders (as the case may be) but is not duly obtained after all conditions precedent (*setout under Clause 9 of Part C of the Scheme*) have been satisfied, then in such event the Company shall pay cash computed at the rate of Rs. 100 per BAL RPS to such TTML RPS Holder as the case may be. The Company has only a single class of shareholders i.e., the equity shareholders of the Company.

3. Valuation

3.1 The above mentioned Share Entitlement Report recommends the share entitlement ratio for the proposed demerger of the consumer mobile business ("**CMB**") of the Transferor Company into the Company. The said Share Entitlement Report recommends that the share entitlement ratio for the proposed transaction should be anywhere in the following range:

- Lower Range: 1 equity share of the Company of Rs. 5 each fully paid up for every 5,964 shares of the Transferor Company of Rs. 10 each fully paid up (*reference invited to Table A of the Share Entitlement Report*).

- Upper Range: 1 equity share of the Company of Rs. 5 each fully paid up for every 1,575 shares of the Transferor Company of Rs. 10 each fully paid up (*refer invited to Table B of the Share Entitlement Report*).

3.2 The Share Entitlement Report states that the above is based on the overlapping equity ranges for CMB of the Transferor Company as per the valuers' workings of Rs. 0.09 per share to Rs. 0.33 per share and that the issuance of redeemable preference shares by the Company to the RPS holders in the Transferor Company were not considered for the estimation of the share entitlement ratio.

3.3 The Share Entitlement Report further states that any other matter including economic rationale for the proposed transaction per se or accounting, legal or tax matters involved in the proposed transaction have not been examined.

3.4 Moreover, the above mentioned Fairness Opinion has been issued in respect of the Share Entitlement Report.

3.5 No special valuation difficulties were reported by the valuers.

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4. Adoption of the Report by the Board

4.1 The Board has adopted this report after noting and considering the information set forth in this report.

Certified True Copy
For and on behalf of the Bharti Airtel Limited



Rohit Krishan Puri
Dy. Company Secretary

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF TATA TELESERVICES (MAHARSHTRA) LIMITED (THE "COMPANY"/"TRANSFEROR COMPANY") ON JUNE 20, 2018 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT AMONGST THE COMPANY AND BHARTI AIRTEL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

The Board of Directors of the Company ("**Board**") at its meeting held on December 19, 2017 approved a scheme of arrangement amongst the Company and Bharti Airtel Limited (**"BAL" or "Transferee Company"**) and their respective shareholders and creditors (the **"Scheme"**) under Section 230 to 232 of the Companies Act, 2013 ("**Act**"). The Board noted that under Section 232(2)(c) of the Act a report is required to be adopted by the Directors explaining, *inter alia*, the effect of the Scheme on shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties and the report is required to be circulated to the Shareholders and creditors.

Accordingly, the Board considered the following documents and adopted the report as required by Section 232(2)(c) of the Act, which is annexed hereto as Annexure 1.

1. The Scheme.
2. Valuation Report dated December 19, 2017 issued by S. R. Batliboi & Co. LLP and Walker Chandiok & Co. LLP, Chartered Accountants ("Valuation Report").
3. Fairness opinion dated December 19, 2017 issued by Kotak Mahindra Capital Company Limited.
4. The Report of the Audit Committee dated December 19, 2017.

EFFECT OF THE SCHEME OF ARRANGEMENT AMONGST TATA TELESERVICES (MAHARSHTRA) LIMITED (**"TTML"** OR **"TRANSFEROR COMPANY"**) AND BHARTI AIRTEL LIMITED (**"BAL"** OR **"TRANFEREE COMPANY"**) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (THE "**SCHEME**") ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE TRANSFEROR COMPANY

Sr. No.	Persons	Effect of the Scheme
1.	Equity Shareholders	In terms of Clause 6 of the Scheme, BAL will allot 1 (one) fully paid up equity shares of BAL of face value INR 5 each to equity shareholders of TTML for every 2,014 (two thousand fourteen) equity shares of TTML held in TTML on such date as may be mutually agreed by TTML and BAL (**"Record Date"**). Even after the allotment of the equity shares by BAL, the equity shareholders of TTML will continue to hold the equity shares of TTML held by them as on the Record Date.
2.	Preference Shareholders	In terms of Clause 6 of the Scheme, BAL will allot 10 (ten) fully paid-up redeemable, non-participating, non-cumulative preference shares of face value INR 100 each of BAL to all (and not each) shareholders of TTML who hold redeemable preference shares in proportion to their holding of fully paid-up redeemable preference shares of TTML of face value of INR 100 on the Record Date. Even after the allotment of the RPS by BAL, the preference shareholders of TTML will continue to hold the preference shares of TTML held by them as on the Record Date.

Sr. No.	Persons	Effect of the Scheme
3.	Key Managerial Personnel	None of the Key Managerial Personnel of TTML (i.e., Chief Executive Officer, Company Secretary, Whole-Time Director, Chief Financial Officer etc.) will be transferred to BAL as part of the Scheme. The KMPs will continue with TTML for the other businesses of TTML.
4.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in TTML as detailed in point 1 and 2 above.
5.	Non-Promoter Shareholders	Please refer point 1 and 2 above regarding effect on the equity shareholders.

Particulars of Share Exchange Ratio:

As per Clause 6.1 of the Scheme, the consideration for demerger shall be in the form of equity and redeemable preference shares to be issued by the Transferee Company as set out in detail below.

"Upon the coming into effect of the Scheme and in consideration of vesting of the Demerged Undertaking of the Transferor Company in the Transferee Company in terms of this Scheme, the Transferee Company shall, without any further application, act or deed, issue and allot:

i. 1 (one) BAL Equity Share (fully paid up equity shares of BAL of face value INR 5 (Rupees five only) each) to TTML Equity Holders on the Record Date for every 2,014 (two thousand fourteen) TTML Equity Shares each held in TTML on the Record Date; and

ii. 10 (ten) BAL RPS (fully paid-up redeemable, non-participating, non-cumulative preference shares of face value INR 100 (Rupees hundred only) each) to all (and not each) TTML RPS Holders in proportion to their holding of TTML RPS on the Record Date."

The ratio in which equity and redeemable preference shares of the Transferee Company are to be issued and allotted to the relevant members of the Transferor Company as set out above is herein referred to as the "**Share Exchange Ratio**".

The Share Exchange Ratio has been arrived at by following Comparable Companies' Market/Transaction Multiple ("CCM") method. The Valuer identified listed comparable companies and available transactions, based on business of TTML and thereafter adjusted the selected multiples based on size, growth, profitability and the circles in which TTML operates.

For and on behalf of Board of Directors of Tata Teleservices (Maharashtra) Limited

N Srinath
Managing Director
DIN: 00058133

Date: June 20, 2018

Place: Mumbai

Deloitte
Haskins & Sells LLP

Chartered Accountants
7th Floor, Building 10, Tower B
DLF Cyber City Complex
DLF City Phase - II
Gurugram - 122 002
Haryana, India

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BHARTI AIRTEL LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **BHARTI AIRTEL LIMITED** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2018, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act,2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act,2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether the Standalone Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Standalone Financial Statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 23(i)(f)(v) to the Standalone Financial Statements which describes the uncertainties related to the legal outcome of Department of Telecommunications demand with respect to one time spectrum charges.

Our opinion is not modified in respect of this matter.

Other Matter

The comparative financial information of the Company for the year ended March 31, 2017 prepared in accordance with Ind AS included in these Standalone Financial Statements have been audited by the predecessor auditor. The report of the predecessor auditor on comparative financial statements for the year ended and as at March 31, 2017 dated May 9, 2017 expressed an unqualified opinion. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.

e) On the basis of the written representations received from the directors of the Company as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

   ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Place: New Delhi
Date: April 24, 2018

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Bharti Airtel Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018 , based on the criteria for internal control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Place: New Delhi
Date: April 24, 2018

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i. In respect of its fixed assets:

a) The Company has maintained proper records showing full particulars with respect to most of its fixed assets, and is in the process of updating quantitative and situation details with respect to certain fixed assets in the records maintained by the Company.

b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us, the records examined by us and based on examination of property tax receipts, utility bills, lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed or court orders approving schemes of arrangements /amalgamations provided to us, we report that, the title in respect of self-constructed buildings and the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

In respect of immovable properties that have been taken on lease and disclosed as property, plant and equipment in the financial statements, based on our examination of the lease agreements or court orders approving the schemes of arrangement or amalgamations, we report that the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.

ii. As explained to us, the inventories, except for those lying with the third parties, were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

iii. According to information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

iv. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect

of which provisions of Section 185 and 186 of the Companies Act, 2013 are applicable.

v. According to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable.

vi. The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company is regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Services Tax, Customs Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities. As explained to us, the provisions relating to duty of excise are not applicable to the Company.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Value Added Tax, Service Tax, Goods and Services Tax, Customs Duty, cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.

(c) There are no dues of Goods and Service Tax, cess which have not been deposited on account of any dispute. Details of dues of Income-tax, Sales Tax, Value Added Tax, Service Tax and Customs Duty which have not been deposited as on March 31, 2018 on account of disputes are given below:

Name of the Statutes	Nature of the Dues	Amount Disputed (in Rs. Million)	Period to Which the amount Relates	Forum where the dispute is pending
Andhra Pradesh VAT Act, 2005	Sales Tax	87	2004-13	Tribunal
Andhra Pradesh VAT Act, 2005	Sales Tax	52	2013-15	Deputy Commissioner (Appeals)
Bihar VAT Act, 2005	Sales Tax	0*	2015-16	Assistant Commissioner
Bihar VAT Act, 2005	Sales Tax	2	2006-07	Commercial Tax Officer
Bihar VAT Act, 2005	Sales Tax	1	2016-17	Deputy Commissioner
Bihar VAT Act, 2005	Sales Tax	22	2015-17	Joint Commissioner (Appeal)
Bihar VAT Act, 2005	Sales Tax	139	2005-15	Tribunal
Chhattisgarh VAT Act, 2003	Sales Tax	0*	2006-07	Assistant Commissioner
Delhi VAT Act, 2004	Sales Tax	6	2011-14	Assistant Commissioner
The Gujarat VAT Act, 2003	Sales Tax	1	2005-07	Assistant Commissioner
The Karnataka VAT Act, 2003	Sales Tax	291	2005-06	Assistant Commissioner
The Karnataka VAT Act, 2003	Sales Tax	0*	2012-13	Deputy Commissioner
The Karnataka VAT Act, 2003	Sales Tax	2	2016-17	Joint Commissioner (Appeal)
The Kerala VAT Act, 2003	Sales Tax	1	2005-17	Commercial Tax Officer
The Kerala VAT Act, 2003	Sales Tax	0*	2016-17	Intelligence Officer Ernakulum
Kerala Sales Tax Act	Sales Tax	0*	2005-11	Commercial tax Officer
Kerala Sales Tax Act	Sales Tax	16	2005-10	Deputy Commissioner, Appeal
Kerala Sales Tax Act	Sales Tax	0*	2008-10	Intelligence Officer Squad
Kerala Sales Tax Act	Sales Tax	1	2002-05	Tribunal
The Kerala VAT Act, 2003	Sales Tax	71	2006-07	High Court of Kerala
The Kerala VAT Act, 2003	Sales Tax	44	2007-12	Asst. Commissioner, Spl Circle III, Ernakulam
The Kerala VAT Act, 2003	Sales Tax	0*	2015-16	Intelligence Inspector, Squad No. I, Tellichery

Name of the Statutes	Nature of the Dues	Amount Disputed (in Rs. Million)	Period to Which the amount Relates	Forum where the dispute is pending
The Kerala VAT Act, 2003	Sales Tax	0*	2015-16	Intelligence Inspector, Squad No. 3, Ernakulam
The Madhya Pradesh VAT Act, 2002	Sales Tax	7	2008-10,2012-13	Tribunal
The Madhya Pradesh VAT Act, 2002	Sales Tax	0*	2004-08	Commercial Tax Officer
The Madhya Pradesh VAT Act, 2002	Sales Tax	1	2008-10	Deputy Commissioner
The Madhya Pradesh VAT Act, 2002	Sales Tax	22	1997-04	Deputy Commissioner, Appeal
The Madhya Pradesh VAT Act, 2002	Sales Tax	0*	2005-06	Assistant Commissioner
The Maharashtra VAT Act, 2002	Sales Tax	0*	2003-04	Joint Commissioner, Appeal
Punjab VAT Act, 2005	Sales Tax	1	2009-17	Deputy Excise and Taxation Commissioner
Punjab VAT Act, 2005	Sales Tax	30	2003-04	High Court
Punjab VAT Act, 2005	Sales Tax	1	2002-03	Jt. Director(Enforcement)
Punjab VAT Act, 2005	Sales Tax	1	2008-10	Tribunal
Rajasthan VAT Act, 2003	Sales Tax	2	2015-16	Commercial Tax Officer
The Tamil Nadu VAT Act, 2003	Sales Tax	0*	2010-11	Deputy Commissioner
The Uttar Pradesh VAT Act, 2008	Sales Tax	11	2005-13	Assessing officer
The Uttar Pradesh VAT Act, 2008	Sales Tax	21	2002-05	Assistant Commissioner
The Uttar Pradesh VAT Act, 2008	Sales Tax	0*	2017-18	Commercial Tax Officer
The Uttar Pradesh VAT Act, 2008	Sales Tax	1	2007-08	Joint Commissioner
The Uttar Pradesh VAT Act, 2008	Sales Tax	6	2008-10	High court
The Uttar Pradesh VAT Act, 2008	Sales Tax	2	2003-10	Joint Commissioner, Appeal
The Uttar Pradesh VAT Act, 2008	Sales Tax	9	2005-13	Tribunal
The Uttar Pradesh VAT Act, 2008	Sales Tax	1	2015-16	Additional Commissioner
The Uttar Pradesh VAT Act, 2008	Sales Tax	9	2003-17	Deputy Commissioner

Name of the Statutes	Nature of the Dues	Amount Disputed (in Rs. Million)	Period to Which the amount Relates	Forum where the dispute is pending
The West Bengal VAT Act, 2003	Sales Tax	0*	1996-97	The Deputy Commissioner of Commercial Taxes
The West Bengal VAT Act, 2003	Sales Tax	0*	1995-98	Commercial Tax Officer
The West Bengal VAT Act, 2003	Sales Tax	9	2005-06	Revision Board
The West Bengal VAT Act, 2003	Sales Tax	3	1997-12	Tribunal
Sub Total (A)		**877**		
Finance Act, 1994 (Service tax provisions)	Service Tax	278	1995-08	Supreme Court
Finance Act, 1994 (Service tax provisions)	Service Tax	7	2002-07	High court
Finance Act, 1994 (Service tax provisions)	Service Tax	7,226	1995-16	Tribunal
Finance Act, 1994 (Service tax provisions)	Service Tax	571	1999-13	Commissioner of Service Tax
Sub Total (B)		**8,082**		
Custom Act, 1962	Custom Act	4,128	2001-05	Supreme Court
Custom Act, 1962	Custom Act	755	2003-15	Tribunal
Sub Total (C)		**4,883**		
Income Tax Act, 1961	Income Tax	128	2001-03, 2004-08	Supreme Court
Income Tax Act, 1961	Income Tax	10,519	1996-97, 2003-10	High Court
Income Tax Act, 1961	Income Tax	24,338	1995-2015	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	607	1998-2015	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	638	1996-97; 2004-17	Assessing Officer
Sub Total (D)		**36,230**		
Grand Total(A+B+C+D):		**50,071**		

The above mentioned figures represent the total disputed cases without any assessment of Probable, Possible and Remote, as done in case of Contingent Liabilities. Of the above cases, total amount deposited in respect of Sales Tax is 327 Mn, Service Tax is 472 Mn, Income Tax is 10,968 Mn and Custom Duty is 2,141 Mn.

* Amount less than million are appearing as '0'.

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government and dues to debenture holders.

ix. During the current year, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were raised, other than temporary deployment pending application of proceeds.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013, except that the commission of Rs.67.64 million to non-executive directors is in excess by Rs. 33.12 million, basis the lower limits approved by the Shareholders of the Company. As informed, the Company would be seeking Shareholders' approval for the said excess amount at the ensuing Annual General Meeting.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

xiv. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding company, directors of subsidiary company or directors of associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Place: New Delhi
Date: April 24, 2018

Bharti Airtel Limited
Standalone Balance Sheet
(All amounts are in millions of Indian Rupees)

	Notes	As of March 31, 2018	March 31, 2017
Assets			
Non-current assets			
Property, plant and equipment	6	476,911	381,176
Capital work-in-progress	6	27,387	11,818
Intangible assets	7	749,183	734,052
Intangible assets under development	7	28,040	84,184
Investment in subsidiaries and joint ventures	8	481,219	459,538
Financial assets			
- Investments	8	63	52
- Derivative instruments	9	80	213
- Loans and security deposits	10	10,290	10,389
- Others	11	260	556
Income tax assets		19,595	16,164
Deferred tax assets	12	14,244	8,808
Other non-current assets	13	27,142	42,596
		1,834,414	1,749,546
Current assets			
Inventories		63	39
Financial assets			
- Derivative instruments	9	195	634
- Trade receivables	14	43,196	32,118
- Cash and cash equivalents	15	4,626	1,087
- Other bank balances	15	825	647
- Loans	10	72,496	72,081
- Others	11	11,837	13,200
Other current assets	13	81,721	33,295
Assets-held-for-sale	5	-	13,729
		214,959	166,830
Total assets		2,049,373	1,916,376
Equity and liabilities			
Equity			
Share capital	16	19,987	19,987
Other equity		1,008,622	992,086
		1,028,609	1,012,073
Non-current liabilities			
Financial liabilities			
- Borrowings	18	544,681	503,421
- Derivative instruments	9	124	186
- Others	19	19,354	21,881
Deferred revenue		18,371	18,321
Provisions	20	1,830	2,330
		584,360	546,139
Current liabilities			
Financial liabilities			
- Borrowings	18	80,680	65,478
- Current maturities of long-term borrowings	18	28,797	32,048
- Derivative instruments	9	228	1,662
- Trade payables	22	176,990	149,698
- Others	19	92,529	62,149
Deferred revenue		30,242	30,311
Provisions	20	1,262	1,291
Current tax liabilities		2,447	3,885
Other current liabilities	21	21,229	11,642
		436,404	358,164
Total liabilities		1,020,764	904,303
Total equity and liabilities		2,049,373	1,916,376

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No: 117366W / W-100018)

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Hemant M. Joshi
Partner
Membership No: 38019

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Place: **New Delhi**

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

Bharti Airtel Limited
Standalone Statement of Profit and Loss
(All amounts are in millions of Indian Rupees; except per share data)

	Notes	For the year ended March 31, 2018	March 31, 2017
Income			
Revenue from operations	24	536,630	622,763
Other income		2,356	1,843
		538,986	**624,606**
Expenses			
Network operating expenses	25	139,512	145,360
Access charges		78,944	80,505
License fee / spectrum charges (revenue share)		55,630	69,416
Employee benefits expense	26	17,209	17,385
Sales and marketing expenses	27	30,519	32,320
Other expenses	28	36,171	38,524
		357,985	**383,510**
Profit from operating activities before depreciation, amortisation and exceptional items		**181,001**	**241,096**
Depreciation and amortisation	29	130,486	122,034
Finance costs	30	59,107	52,546
Finance income	30	(8,417)	(23,421)
Non-operating expenses		596	2,324
(Loss) /profit before exceptional items and tax		**(771)**	**87,613**
Exceptional items	31	6,041	172,708
Loss before tax		**(6,812)**	**(85,095)**
Tax expense / (credit)			
Current tax	12	(2,204)	(45)
Deferred tax	12	(5,400)	14,206
Profit / (loss) for the year		**792**	**(99,256)**
Other comprehensive income ('OCI')			
Items not to be reclassified to profit or loss :			
- Re-measurement gains / (losses) on defined benefit plans	26	87	(36)
- Tax (charge) / credit	12	(30)	11
Other comprehensive income / (loss) for the year		**57**	**(25)**
Total comprehensive income / (loss) for the year		**849**	**(99,281)**
Earnings per share (Face value : Rs. 5 each) (In Rupees)			
Basic and Diluted	32	0.20	(24.84)

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No: 117366W / W-100018)

Hemant M. Joshi
Partner
Membership No: 38019

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

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Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

Bharti Airtel Limited
Standalone Statement of Changes in Equity
(All amounts are in millions of Indian Rupees; except per share data)

	Share capital		Other equity - Reserves and Surplus								
	No of shares (in '000)	Amount	Securities premium account	Retained earnings	General reserve	Business restructuring reserve	Debenture redemption reserve	Share - based payment reserve	Capital reserve	Total	Total equity
As of April 1, 2016	**3,997,400**	**19,987**	**106,650**	**934,735**	**27,030**	**16,313**	**-**	**3,825**	**8,751**	**1,097,304**	**1,117,291**
Loss for the year	-	-	-	(99,256)	-	-	-	-	-	(99,256)	(99,256)
Other comprehensive loss	-	-	-	(25)	-	-	-	-	-	(25)	(25)
Total comprehensive loss	**-**	**-**	**-**	**(99,281)**	**-**	**-**	**-**	**-**	**-**	**(99,281)**	**(99,281)**
Transaction with owners of equity											
Employee share-based payment expense	-	-	-	-	-	-	-	298	-	298	298
Exercise of share options	-	-	-	-	-	-	-	(144)	-	(144)	(144)
Dividend paid (including tax)	-	-	-	(5,456)	-	-	-	-	-	(5,456)	(5,456)
Merger of subsidiary	-	-	530	(720)	(445)	-	-	-	-	(635)	(635)
As of March 31, 2017	**3,997,400**	**19,987**	**107,180**	**829,278**	**26,585**	**16,313**	**-**	**3,979**	**8,751**	**992,086**	**1,012,073**
Profit for the year	-	-	-	792	-	-	-	-	-	792	792
Other comprehensive income	-	-	-	57	-	-	-	-	-	57	57
Total comprehensive profit	**-**	**-**	**-**	**849**	**-**	**-**	**-**	**-**	**-**	**849**	**849**
Transaction with owners of equity											
Employee share-based payment expense	-	-	-	-	-	-	-	337	-	337	337
Exercise of share options	-	-	-	-	3,510	-	-	(3,646)	-	(136)	(136)
Creation of debenture redemption reserve	-	-	-	-	(7,500)	-	7,500	-	-	-	-
Dividend paid (including tax)	-	-	-	(15,350)	-	-	-	-	-	(15,350)	(15,350)
Common control transactions*	-	-	-	30,836	-	-	-	-	-	30,836	30,836
As of March 31, 2018	**3,997,400**	**19,987**	**107,180**	**845,613**	**22,595**	**16,313**	**7,500**	**670**	**8,751**	**1,008,622**	**1,028,609**

*This includes gains of Rs 2,335 due to regulatory changes in the funding arrangements as to previous year transactions

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No: 117366W / W-100018)

Hemant M. Joshi
Partner
Membership No: 38019

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

Bharti Airtel Limited
Standalone Statement of Cash Flows

(All amounts are in millions of Indian Rupees)

	For the year ended March 31, 2018	March 31, 2017
Cash flows from operating activities		
Loss before tax	**(6,812)**	**(85,095)**
Adjustments for:		
Depreciation and amortisation	130,486	122,034
Finance costs	59,107	52,546
Finance income	(8,417)	(23,421)
Exceptional items	5,688	152,405
Employee share-based payment expenses	337	298
Other non-cash items	8,351	8,143
Operating cash flow before changes in working capital	**188,740**	**226,910**
Changes in working capital		
Trade receivables	(19,814)	(7,500)
Trade payables	14,546	24,929
Inventories	(24)	14
Provisions	(95)	180
Other financial and non-financial liabilities	8,413	2,388
Other financial and non-financial assets	(29,819)	(20,827)
Net cash generated from operations before tax	**161,947**	**226,094**
Income tax paid	(2,404)	(14,439)
Net cash generated from operating activities (a)	**159,543**	**211,655**
Cash flows from investing activities		
Purchase of property, plant and equipment	(193,180)	(156,143)
Proceeds from sale of property, plant and equipment	4,886	3,053
Purchase of intangible assets*	(28,855)	(170,135)
Payment towards Spectrum - Deferred payment liability *	(9,909)	(9,804)
Net proceeds from current investments	35	47
Proceeds from buyback of share by subsidiary	-	12,350
Proceeds from sale of investment of subsidiaries	65,933	146,223
Investment in subsidiaries	(41,814)	(74,283)
Loan given to subsidiaries	(72,135)	(98,797)
Loan repayment by subsidiaries	71,512	82,288
Dividend received	4,200	16,511
Interest received	4,911	5,858
Net cash used in investing activities (b)	**(194,416)**	**(242,832)**
Cash flows from financing activities		
Proceeds from borrowings	149,422	140,419
Repayment of borrowings	(57,313)	(122,391)
Net proceeds / repayment of short-term borrowings	(33,794)	32,832
Interest and other finance charges paid	(4,291)	(10,850)
Proceeds from exercise of share options	3	3
Dividend paid (including tax)	(15,350)	(5,456)
Net cash generated from financing activities (c)	**38,677**	**34,557**
Net increase in cash and cash equivalents during the year (a+b+c)	**3,804**	**3,380**
Add : Cash and cash equivalents as at the beginning of the year	822	(2,558)
Cash and cash equivalents as at the end of the year (refer Note 15)	**4,626**	**822**

*Cash flows towards spectrum acquisitions are based on the timing of payouts to DOT (viz. upfront / deferred)

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No: 117366W / W-100018)

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Hemant M. Joshi
Partner
Membership No: 38019

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Place: **New Delhi**

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

Deloitte
Haskins & Sells LLP

Chartered Accountants
7th Floor, Building 10, Tower B
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DLF City Phase - II
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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BHARTI AIRTEL LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of **BHARTI AIRTEL LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"),which includes the Group's share of profit/loss in its associates and joint ventures, which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date and a summary of significant accounting policies and other explanatory notes (hereinafter referred to as "Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its Associates and Joint ventures in accordance with the Indian Accounting Standards (Ind AS) prescribed under section133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and joint ventures and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of the consolidated financial statements by the directors of the company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act ,the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their report referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of the other auditor on separate financial statements of the joint venture referred to below in the Other Matters paragraph, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at March 31, 2018, their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and consolidated changes in equity for the year ended on that date.

Emphasis of Matter

We draw attention to Note 24(i)(f)(v) to the Consolidated Financial Statements which describes the uncertainties related to the legal outcome of Department of Telecommunications demand with respect to one time spectrum charges.
Our opinion is not modified in respect of this matter.

Other Matters

i. The Consolidated Financial Statements include the Group's share of profit of Rs. 11,816 Million and total comprehensive income of Rs. 11,817 Million for the year ended March 31, 2018, as considered in the Consolidated Financial Statements, in respect of Indus Towers Limited (joint venture), whose financial statements have not been audited by us. These financial statements have been audited by the other auditor whose report has been furnished to us by the management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this joint venture is based solely on the report of the other auditor. Our opinion on the statement is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

ii. The comparative financial information of the Group, its associates and joint ventures for the year ended and as at March 31, 2017 prepared in accordance with Ind AS included in these Consolidated Financial Statements have been audited by the predecessor auditor. The report of the predecessor auditor on comparative financial statements for the year ended and as at March 31, 2017 dated May 9, 2017 expressed an unqualified opinion. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of other auditor on separate financial statements of joint venture company incorporated in India, referred in the Other Matter paragraph above we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Company as on 31st March, 2018 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies incorporated in India, none of the directors of the Group companies, its associate companies and joint venture companies incorporated in India is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Company, subsidiary companies, associate companies and joint venture companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as

amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures.

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company, its subsidiary companies, associate companies and joint venture companies incorporated in India.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Place: New Delhi
Date: April 24, 2018

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of Bharti Airtel Limited ("the Company") and its subsidiary companies, its associates companies and joint venture companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company , its subsidiary companies, its associate companies and joint venture companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company, its subsidiary companies, its associate companies and its joint venture companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness

of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the auditor of the joint venture company which is company incorporated in India, in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company, its subsidiary companies, its associate companies and its joint venture companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below the Company, its subsidiary companies, its associate companies and joint venture companies , which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the criteria for internal financial control over financial reporting established

by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to joint venture, which is a company incorporated in India, is based solely on the corresponding report of the auditor of the joint venture company.

Our opinion is not modified in respect of the above matter.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Place: New Delhi
Date: April 24, 2018

	Notes	As of March 31, 2018	As of March 31, 2017
Assets			
Non-current assets			
Property, plant and equipment	6	706,079	620,088
Capital work-in-progress	6	52,089	23,942
Goodwill	7	328,070	338,082
Other intangible assets	7	837,855	824,181
Intangible assets under development	7	45,423	84,443
Investment in joint ventures and associates	8	86,839	82,277
Financial assets			
- Investments	10	5,769	44,187
- Derivative instruments	11	2,031	4,732
- Security deposits	12	9,703	9,630
- Others	13	5,814	16,653
Income tax assets (net)		25,505	22,716
Deferred tax assets (net)	14	29,330	26,195
Other non-current assets	15	36,319	53,488
		2,170,826	**2,150,614**
Current assets			
Inventories		693	488
Financial assets			
- Investments	10	68,978	16,923
- Derivative instruments	11	8,941	2,060
- Trade receivables	16	58,830	47,402
- Cash and cash equivalents	17	47,886	12,817
- Other bank balances	17	18,820	38,166
- Others	13	27,462	19,737
Other current assets	15	103,380	44,445
		334,990	182,038
Total assets		2,505,816	2,332,652

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DELOITTE HASKINS & SELLS LLP Chartered Accountants

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Bharti Airtel Limited
Consolidated Balance Sheet
(All amounts are in millions of Indian Rupees)

	Notes	As of March 31, 2018	As of March 31, 2017
Equity and Liabilities			
Equity			
Share capital	18	19,987	19,987
Other equity		675,357	654,576
Equity attributable to owners of the Parent		**695,344**	**674,563**
Non-controlling interests ('NCI')		88,139	68,750
		783,483	**743,313**
Non-current liabilities			
Financial liabilities			
- Borrowings	20	849,420	896,373
- Derivative instruments	11	5,409	2,726
- Others	21	44,547	15,681
Deferred revenue		22,117	22,335
Provisions	22	7,212	7,471
Deferred tax liabilities (net)	14	10,606	9,429
Other non-current liabilities	23	623	727
		939,934	**954,742**
Current liabilities			
Financial liabilities			
- Borrowings	20	129,569	129,442
- Current maturities of long-term borrowings	20	134,346	47,062
- Derivative instruments	11	283	2,335
- Trade payables		277,675	268,537
- Others	21	140,605	90,212
Deferred revenue		48,666	48,785
Provisions	22	2,384	2,215
Current tax liabilities (net)		11,058	11,239
Other current liabilities	23	37,813	34,770
		782,399	**634,597**
Total liabilities		**1,722,333**	**1,589,339**
Total equity and liabilities		**2,505,816**	**2,332,652**

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Hemant M. Joshi
Partner
(Membership No: 38019)

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

Bharti Airtel Limited
Consolidated Statement of Profit and Loss
(All amounts are in millions of Indian Rupees; except per share data)

	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
Income			
Revenue	25	836,879	954,683
Other income		2,488	1,206
		839,367	**955,889**
Expenses			
Network operating expenses	26	197,520	209,154
Access charges		90,446	102,786
License fee / spectrum charges (revenue share)		75,558	92,760
Employee benefits expense	27	39,771	43,032
Sales and marketing expenses	28	55,766	66,732
Other expenses	29	77,027	86,921
		536,088	**601,385**
Profit from operating activities before depreciation, amortisation and exceptional items		**303,279**	**354,504**
Depreciation and amortisation	30	192,431	197,730
Finance costs	31	93,255	95,466
Finance income	31	(12,540)	(18,492)
Non-operating expenses (net)		141	1,319
Share of results of joint ventures and associates	8	(10,609)	(10,449)
Profit before exceptional items and tax		**40,601**	**88,930**
Exceptional items	32	7,931	11,697
Profit before tax		**32,670**	**77,233**
Tax expense / (credit)			
Current tax	14	18,230	21,240
Deferred tax	14	(7,395)	13,579
Profit for the year		**21,835**	**42,414**

.....Continued

DELOITTE HASKINS & SELLS LLP Chartered Accountants

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Bharti Airtel Limited
Consolidated Statement of Profit and Loss
(All amounts are in millions of Indian Rupees; except per share data)

	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
Profit for the year (continued from previous page)		**21,835**	**42,414**
Other comprehensive income ('OCI')			
Items to be reclassified subsequently to profit or loss :			
Net losses due to foreign currency translation differences		(7,181)	(41,424)
Net losses on net investment hedge		(8,024)	(10,330)
Net gains on cash flow hedge		809	857
Net gains on fair value through OCI investments		129	107
Tax charge	14	(122)	(16)
		(14,389)	**(50,806)**
Items not to be reclassified to profit or loss :			
Re-measurement gains / (losses) on defined benefit plans		205	(73)
Share of OCI of joint ventures and associates	8	18	(9)
Tax (charge) / credit		(29)	20
		194	**(62)**
Other comprehensive loss for the year		**(14,195)**	**(50,868)**
Total comprehensive income / (loss) for the year		**7,640**	**(8,454)**
Profit for the year attributable to :		**21,835**	**42,414**
Owners of the Parent		10,990	37,998
Non-controlling interests		10,845	4,416
Other comprehensive loss for the year attributable to :		**(14,195)**	**(50,868)**
Owners of the Parent		(13,445)	(48,655)
Non-controlling interests		(750)	(2,213)
Total comprehensive income / (loss) for the year attributable to :		**7,640**	**(8,454)**
Owners of the Parent		(2,455)	(10,657)
Non-controlling interests		10,095	2,203
Earnings per share (Face value : Rs. 5 each) (In Rupees)			
Basic	33	2.75	9.51
Diluted	33	2.75	9.51

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Hemant M. Joshi
Partner
(Membership No: 38019)

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

Bharti Airtel Limited
Consolidated Statement of Changes in Equity
(All amounts are in millions of Indian Rupees; except per share data)

	Equity attributable to owners of the Parent											
	Share capital		Other equity									
			Reserves and surplus						Other components of equity (Note 19)	Total	Non-controlling interests	Total equity
	No of shares (in '000)	Amount	Securities premium account	Retained earnings	General reserves	Debenture redemption reserve	Share-based payment reserve	NCI reserve				
As of April 1, 2016	**3,997,400**	**19,987**	**123,456**	**453,279**	**27,030**	**-**	**5,169**	**51,165**	**(12,393)**	**647,706**	**54,981**	**722,674**
Profit for the year	-	-	-	37,998	-	-	-	-	-	37,998	4,416	42,414
Other comprehensive loss	-	-	-	(62)	-	-	-	-	(48,593)	(48,655)	(2,213)	(50,868)
Total comprehensive income / (loss)	**-**	**-**	**-**	**37,936**	**-**	**-**	**-**	**-**	**(48,593)**	**(10,657)**	**2,203**	**(8,454)**
Transaction with owners of equity												
Employee share-based payment expense	-	-	-	-	-	-	328	-	-	328	10	338
Exercise of share options	-	-	-	-	-	-	(1,432)	-	157	(1,275)	(1,236)	(2,511)
Transaction with NCI	-	-	-	-	-	-	-	26,051	-	26,051	26,303	52,354
Dividend paid (including tax) to Company's shareholders	-	-	-	(6,543)	-	-	-	-	-	(6,543)	-	(6,543)
Dividend paid (including tax) to NCI	-	-	-	-	-	-	-	-	-	-	(12,869)	(12,869)
Movement on account of court approved schemes	-	-	-	(1,034)	-	-	-	-	-	(1,034)	(642)	(1,676)
As of March 31, 2017	**3,997,400**	**19,987**	**123,456**	**483,638**	**27,030**	**-**	**4,065**	**77,216**	**(60,829)**	**654,576**	**68,750**	**743,313**
Profit for the year	-	-	-	10,990	-	-	-	-	-	10,990	10,845	21,835
Other comprehensive income / (loss)	-	-	-	194	-	-	-	-	(13,639)	(13,445)	(750)	(14,195)
Total comprehensive income / (loss)	**-**	**-**	**-**	**11,184**	**-**	**-**	**-**	**-**	**(13,639)**	**(2,455)**	**10,095**	**7,640**
Transaction with owners of equity												
Employee share-based payment expense	-	-	-	-	-	-	392	-	-	392	21	413
Purchase of treasury shares	-	-	-	-	-	-	-	-	(424)	(424)	-	(424)
Exercise of share options	-	-	-	-	3,510	-	(3,675)	-	149	(16)	(13)	(29)
Transaction with NCI	-	-	-	-	-	-	-	42,625	-	42,625	13,812	56,437
Creation of debenture redemption reserve	-	-	-	-	(7,500)	7,500	-	-	-	-	-	-
Dividend paid (including tax) to Company's shareholders	-	-	-	(18,475)	-	-	-	-	-	(18,475)	-	(18,475)
Dividend paid (including tax) to NCI	-	-	-	-	-	-	-	-	-	-	(3,933)	(3,933)
Movement on account of court approved schemes	-	-	-	(866)	-	-	-	-	-	(866)	(593)	(1,459)
As of March 31, 2018	**3,997,400**	**19,987**	**123,456**	**475,481**	**23,040**	**7,500**	**782**	**119,841**	**(74,743)**	**675,357**	**86,139**	**761,496**

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Hemant M. Joshi
Partner
(Membership No: 38019)

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

Bharti Airtel Limited
Consolidated Statement of Cash Flows
(All amounts are in millions of Indian Rupees)

	For the year ended March 31, 2018	For the year ended March 31, 2017
Cash flows from operating activities		
Profit before tax	**32,670**	**77,233**
Adjustments for :		
Depreciation and amortisation	192,431	197,730
Finance costs	93,255	95,466
Finance income	(12,540)	(18,492)
Share of results of joint ventures and associates	(10,609)	(10,449)
Exceptional items	325	(276)
Employee share-based payment expense	413	338
Other non-cash items	10,410	7,900
Operating cash flow before changes in working capital	**306,355**	**349,450**
Changes in working capital		
Trade receivables	(24,474)	5,366
Trade payables	15,122	7,640
Inventories	(202)	948
Provisions	154	(26)
Other financial and non financial liabilities	51,205	3,558
Other financial and non financial assets	(35,899)	(52,550)
Net cash generated from operations before tax	**312,261**	**314,386**
Income tax paid	(13,723)	(31,587)
Net cash generated from operating activities (a)	**298,538**	**282,799**
Cash flows from investing activities		
Purchase of property, plant and equipment	(245,259)	(223,030)
Proceeds from sale of property, plant and equipment	5,655	4,462
Purchase of intangible assets *	(17,749)	(155,673)
Payment towards Spectrum - Deferred payment liability *	(9,909)	(9,804)
Net movement in current investments	(50,259)	5,785
Purchase of non-current investments	-	(89,073)
Sale of non-current investments	36,495	82,557
Investment in subsidiary, net of cash acquired / associate	(19,498)	(283)
Sale of subsidiaries	-	59,604
Sale of tower assets	4,869	7,120
Investment in associate	(60)	(250)
Proceeds from sale of interest in associate / joint venture	-	447
Dividend received	10,377	9,789
Interest received	5,662	2,305
Net cash used in investing activities (b)	**(279,676)**	**(306,044)**
Cash flows from financing activities		
Proceeds from borrowings	197,664	258,584
Repayment of borrowings	(130,717)	(274,608)
Net proceeds from short-term borrowings	(26,874)	25,377
Proceeds from sale and finance leaseback of towers	2,958	6,277
Repayment of finance lease liabilities	(3,932)	(3,899)
Purchase of treasury shares	(424)	-
Interest and other finance charges paid	(44,041)	(58,566)
Proceeds from exercise of share options	13	65
Dividend paid (including tax)	(32,652)	(9,168)
Proceeds from issuance of equity shares to NCI (refer note 5)	21	1,245
Sale of interest in a subsidiary (refer Note 5)	57,189	61,863
Purchase of shares from NCI (refer note 5)	-	(10,684)
Net cash generated from / (used in) financing activities (c)	**19,205**	**(3,514)**
Net increase / (decrease) in cash and cash equivalents during the year (a+b+c)	**38,067**	**(26,759)**
Effect of exchange rate on cash and cash equivalents	281	(756)
Cash and cash equivalents as at beginning of the year	(9,880)	17,635
Cash and cash equivalents as at end of the year (Note 17)	**28,468**	**(9,880)**

*Cash flows towards spectrum acquisition are based on the timing of payouts to DoT (viz. upfront / deferred).

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Hemant M. Joshi
Partner
(Membership No: 38019)

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TATA TELESERVICES (MAHARASHTRA) LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying financial statements of **Tata Teleservices (Maharashtra) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

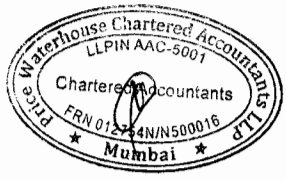
2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

5. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.



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Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its total comprehensive income (comprising of loss and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

9. The Ind AS financial statements of the Company for the year ended March 31, 2017, were audited by another firm of chartered accountants under the Companies Act, 2013 who, vide their report dated May 12, 2017, expressed an unmodified opinion on those financial statements. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. As required by Section 143 (3) of the Act, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.



e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to the Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2018 on its financial position in its Ind AS financial statements – Refer Note 32;

ii. The Company has made provision as at March 31, 2018, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 17 and 22;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018;

iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016
Chartered Accountants

Sharmila A. Karve
Partner
Membership No. 043229

Place: Mumbai
Date: May 30, 2018

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report
Referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements for the year ended March 31, 2018

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Tata Teleservices (Maharashtra) Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

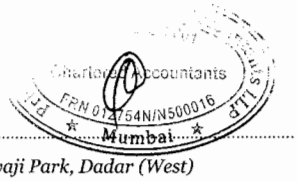
2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



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Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report
Referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements for the year ended March 31, 2018

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016
Chartered Accountants

Sharmila A. Karve
Partner
Membership No. 043229

Place: Mumbai
Date: May 30, 2018

Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report
Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the Ind AS financial statements for the year ended March 31, 2018

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) The title deeds of immovable properties, as disclosed in Note 3 on fixed assets to the financial statement, are held in the name of the Company.

ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

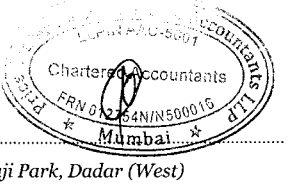
iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax with effect from July 1, 2017 and other material statutory dues, as applicable, with the appropriate authorities.



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T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Annexure B to Independent Auditors' Report
Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements for the year ended March 31, 2018

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute. The particulars of dues of income tax and service tax, as at March 31, 2018 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in crores)#	Period to which the amount relates	Forum where the dispute is pending
The Income-tax Act, 1961	Income tax including interest and penalty, as applicable	6.68	2011-12	Commissioner of Income Tax (Appeals)
Service Tax under Finance Act, 1994	Service tax demand including interest and penalty, as applicable	225.43	2007-08 to 2013-14	CESTAT-Mumbai
		1.28	2008-09 to 2011-12	Commissioner of Service Tax (Appeals)-II Mumbai
		8.50	2008-09 to 2011-12	Commissioner Service Tax, Mumbai
		40.42	2011-12 to 2014-15	Commissioner Service Tax, Mumbai-II
		2.58	2004-05 to 2009-10	High Court
		0.16	2007-08 to 2008-09	Joint commissioner of Sales tax (Appeals), Navi Mumbai

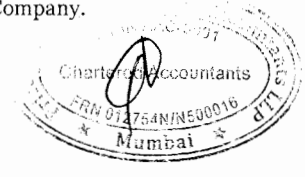
#net of amount paid under protest.

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.

ix. In our opinion, and according to the information and explanations given to us, the moneys raised by way of term loans have been applied for the purposes for which they were obtained.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. As the Company has not paid/ provided for managerial remuneration during the year, the provisions of Clause 3(xi) of the Order are not applicable to the Company.



Annexure B to Independent Auditors' Report
Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements for the year ended March 31, 2018

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with the directors. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N / N500016
Chartered Accountants

Sharmila A. Karve
Partner
Membership Number 043229

Place: Mumbai
May 30, 2018

TATA TELESERVICES (MAHARASHTRA) LIMITED
BALANCE SHEET AS AT MARCH 31, 2018

Rs. in crores

	Note No.	As at March 31, 2018	As at March 31, 2017 (refer note 40)	As at April 1, 2016 (refer note 40)
Assets				
Non-current assets				
Property, plant and equipment	3	**793.66**	1,592.45	1,941.83
Capital work-in-progress		**26.59**	26.87	47.59
Intangible assets	3	**53.27**	5,867.50	1,421.32
Intangible assets under development		**-**	-	2,198.23
Right to spectrum, earmarked pending allotment		**-**	2,476.66	2,000.47
Loans and other financial assets	4	**21.05**	28.93	51.60
Income tax assets		**-**	-	113.81
Other non-current assets	5	**601.00**	661.18	639.70
Total non-current assets		**1,495.57**	10,653.59	8,414.55
Current assets				
Inventories	6	**0.13**	2.04	4.68
Financial assets				
Investments	7	**377.79**	679.62	592.08
Trade receivables	8	**157.88**	226.91	289.07
Cash and cash equivalents	9	**39.16**	37.03	66.99
Loans and other financial assets	10	**16.15**	14.50	10.80
Income tax assets	11	**53.06**	93.86	-
Other current assets	12	**159.27**	198.38	81.90
		803.44	1,252.34	1,045.52
Assets classified as held for sale	13	**1,081.15**	-	-
Total current assets		**1,884.59**	1,252.34	1,045.52
Total Assets		**3,380.16**	11,905.93	9,460.07
Equity and liabilities				
Equity				
Equity Share capital	14	**1,954.93**	1,954.93	1,954.93
Other equity	15	**(17,114.08)**	(7,863.77)	(5,941.12)
Total Equity		**(15,159.15)**	(5,908.84)	(3,986.19)
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	16	**7,862.21**	10,662.42	7,526.17
Long term provisions	17	**124.21**	1.58	0.89
Total non-current liabilities		**7,986.42**	10,664.00	7,527.06
Current liabilities				
Financial liabilities				
Borrowings	18	**5,306.44**	4,305.36	3,414.11
Trade payables	19	**482.19**	521.25	525.72
Other financial liabilities	20	**2,462.20**	1,531.75	1,286.24
Other current liabilities	21	**88.29**	109.13	95.90
Short term provisions	22	**890.92**	683.29	597.23
		9,230.04	7,150.77	5,919.20
Liabilities directly associated with assets classified as held for sale	23	**1,322.85**	-	-
Total current liabilities		**10,552.89**	7,150.77	5,919.20
Total liabilities		**18,539.31**	17,814.77	13,446.26
Total Equity and liabilities		**3,380.16**	11,905.93	9,460.07

See accompanying notes forming part of the financial statements

In terms of our report attached
For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration Number - 012754N/N500016

For and on behalf of the Board of Directors

Sharmila A. Karve
Partner
Membership Number: 043229

Hiroo Mirchandani
(Director)
(DIN No. 06992518)

D. T. Joseph
(Director)
(DIN No. 01716572)

N. Srinath
(Managing Director)
(DIN No. 00058133)

Kush S. Bhatnagar
(Chief Financial Officer)

Kiran Thacker
(Company Secretary)

Place : Mumbai
Date : May 30, 2018

Place : Mumbai
Date : May 30, 2018

TATA TELESERVICES (MAHARASHTRA) LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

Rs. in crores

	Note No.	Year ended March 31, 2018	Year ended March 31, 2017
Income			
Revenue from operations	24	1,868.51	2,702.91
Other income	25	35.49	(14.41)
Total Income		1,904.00	2,688.50
Expenses			
Cost of goods sold	26	2.31	8.27
Employee benefits expenses	27	103.00	125.90
Provision for contingencies		155.82	32.81
Other expenses	28	1,472.45	1,881.75
		1,733.58	2,048.73
Earning before Interest, Depreciation, Amortization and tax		170.42	639.77
Depreciation and amortisation expenses	3	532.91	795.82
Finance cost	29	1,568.97	1,282.27
Finance income	30	(9.61)	(18.74)
Profit on sale of current investments		(21.53)	(21.93)
Total expenses		3,804.32	4,086.15
Loss before exceptional items and tax		(1,900.32)	(1,397.65)
Exceptional items	31	7,941.67	958.82
Loss before tax		(9,841.99)	(2,356.47)
Current tax		-	-
Deferred tax		-	-
Tax expense		-	-
Loss after tax		(9,841.99)	(2,356.47)
Other Comprehensive Income			
Items that may be reclassified to profit and loss			
Effective portion of gains on designated portion of hedging instruments in cash flow hedge/ (loss) transferred to P&L on termination of hedged relationship		(67.80)	67.79
Items that will not be reclassified to profit and loss			
Remeasurements of defined benefit plans		1.12	(0.39)
Total other comprehensive income / (loss)		(66.68)	67.40
Total comprehensive income / (loss) for the year		(9,908.67)	(2,289.07)
Earnings per equity share (Face value of Rs. 10 each) (refer note 45)			
Basic (In Rs.)		(50.34)	(12.05)
Diluted (In Rs.)		(50.34)	(12.05)

See accompanying notes forming part of the financial statements

In terms of our report attached

For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration Number - 012754N/N500016

Sharmila A. Karve
Partner
Membership Number: 043229

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors

Hiroo Mirchandani
(Director)
(DIN No. 06992518)

D. T. Joseph
(Director)
(DIN No. 01716572)

N. Srinath
(Managing Director)
(DIN No. 00058133)

Kush S. Bhatnagar
(Chief Financial Officer)

Kiran Thacker
(Company Secretary)

Place : Mumbai
Date : May 30, 2018

TATA TELESERVICES (MAHARASHTRA) LIMITED

STATEMENT OF CHANGE IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2018 — **Rs. in crores**

	Equity Share Capital	Other Equity				Total
		Equity component of compound financial instruments	Reserves & Surplus		Other Reserves	
			Securities premium	Retained earnings	Cash flow hedge reserves	
Balance as on April 1, 2017	**1,954.93**	**366.42**	**525.43**	**(8,823.41)**	**67.79**	**(5,908.84)**
Loss for the year	-	-	-	(9,841.99)	-	(9,841.99)
Other comprehensive income/(loss)						-
Gains/ (loss) arising on changes in fair value of designated portion of hedging instruments reclassified to profit or loss	-	-	-	-	(67.79)	(67.79)
0.1% Inter-Corporate Deposits from investing company	-	658.35	-	-	-	658.35
Remeasurements of defined benefit plans	-	-	-	1.12	-	1.12
Balance as on March 31, 2018	**1,954.93**	**1,024.77**	**525.43**	**(18,664.28)**	**0.00**	**(15,159.15)**

FOR THE YEAR ENDED MARCH 31, 2017 — **Rs. in crores**

	Equity Share Capital	Other Equity				Total
		Equity component of compound financial instruments	Reserves & Surplus		Other Reserves	
			Securities premium	Retained earnings	Cash flow hedge reserves	
Balance as on April 1, 2016	**1,954.93**	**-**	**525.43**	**(6,466.55)**	**-**	**(3,986.19)**
Loss for the year	-	-	-	(2,356.47)	-	(2,356.47)
Other comprehensive income/(loss)						-
Gains/ (loss) arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges	-	-	-	-	67.90	67.90
Gains/ (loss) arising on changes in fair value of designated portion of hedging instruments reclassified to profit or loss	-	-	-	-	(0.11)	(0.11)
Issue of 0.1% redeemable preference shares to Investing Company	-	366.42	-	-	-	366.42
Remeasurements of defined benefit plans	-	-	-	(0.39)	-	(0.39)
Balance as on March 31, 2017	**1,954.93**	**366.42**	**525.43**	**(8,823.41)**	**67.79**	**(5,908.84)**

See accompanying notes forming part of the financial statements

In terms of our report attached
For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration Number - 012754N/N500016

Sharmila A. Karve
Partner
Membership Number: 043229

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors

Hiroo Mirchandani
(Director)
(DIN No. 06992518)

D. T. Joseph
(Director)
(DIN No. 01716572)

N. Srinath
(Managing Director)
(DIN No. 00058133)

Kush S. Bhatnagar
(Chief Financial Officer)

Kiran Thacker
(Company Secretary)

Place : Mumbai
Date : May 30, 2018

TATA TELESERVICES (MAHARASHTRA) LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Rs in crores

		Year ended March 31, 2018	Year ended March 31, 2017
A	**Cash flows from operating activities**		
	Loss before tax	**(9841.99)**	(2356.47)
	Adjustments for :		
	Depreciation and amortisation expense	**532.91**	795.82
	Impairment of Property, plant and equipment, intangible assets and CWIP	**7,677.37**	905.41
	Restructuring cost	**264.30**	-
	(Gain) / Loss on sale of property, plant and equipment	**(0.53)**	2.88
	(Gain) / Loss on financial assets mandatorily measured at FVTPL	**(0.08)**	8.28
	Net (Gain) / loss on sale of investments	**(21.53)**	(21.93)
	Interest income on security deposits at amortised cost	**(2.81)**	(3.04)
	Hedge ineffectiveness on cash flow hedges	**(69.41)**	(4.86)
	(Gain) / Loss on derivatives not designated in hedge accounting relationship	**71.74**	66.58
	Liabilities no longer required written back	**(3.11)**	(54.70)
	Impairment loss on financial assets	**36.44**	31.37
	Provision for contingencies	**155.82**	86.22
	Finance cost	**1,568.97**	1262.27
		368.09	737.83
	Movements in working capital:		
	Decrease in inventories	**1.91**	2.64
	(Increase) / decrease in Trade receivables	**(12.14)**	45.95
	(Increase) / decrease in Other assets	**17.86**	(136.26)
	Increase in Trade payables	**224.83**	49.84
	Increase / (decrease) in Other liabilities	**(27.97)**	9.39
	Increase / (decrease) in provisions	**(0.35)**	0.56
	Cash generated from operations	**572.23**	709.95
	Net income tax refund	**40.80**	19.95
	Cash generated from operating activities	**613.03**	729.90
B	**Cash flow from investing activities**		
	Payments for property, plant and equipment (including capital advances)	**(78.25)**	(897.48)
	Payments for intangible assets under development and right to spectrum earmarked pending allotment	**-**	(1,241.42)
	Proceeds from disposal of property, plant and equipment	**0.83**	7.64
	Payments to acquire current investments	**(5,576.24)**	(8,418.44)
	Proceeds from disposal of current investments	**5,902.79**	8,351.88
	Cash generated from / (used) for investing activities	**249.13**	(2197.82)
C	**Cash flow from financing activities**		
	Proceeds from issue of redeemable preference shares	**-**	2,015.98
	Proceeds from Intercorporate Deposits received	**3,700.00**	-
	Proceeds from long term borrowings	**-**	1,280.75
	Repayment of long term borrowings	**(6,646.37)**	(994.16)
	Proceeds from short term borrowings	**6,055.37**	2,725.70
	Repayment of short term borrowings	**(2,618.32)**	(3,175.62)
	Finance cost paid	**(1007.10)**	(811.61)
	Cash (used) for / generated from financing activities	**(516.42)**	1,041.04
	Net increase/(decrease) in cash or cash equivalents (A+B+C)	**345.74**	(426.89)
	Cash and cash equivalents at the beginning of the year	**(361.65)**	65.23
	Cash and cash equivalents at the end of the year	**(15.91)**	(361.65)
		345.74	(426.89)

Note: Cash flow statement has been prepared under the "Indirect method" as set out in Ind AS 7 on statement of Cash flow as notified under Companies (Accounts) Rules, 2015.

In terms of our report attached
For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration Number - 012754N/N500016

Sharmila A. Karve
Partner
Membership Number: 043229

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors

Hiroo Mirchandani
(Director)
(DIN No. 06992518)

N. Srinath
(Managing Director)
(DIN No. 00058133)

D. T. Joseph
(Director)
(DIN No. 01716572)

Kush S. Bhatnagar
(Chief Financial Officer)

Kiran Thacker
(Company Secretary)

Place : Mumbai
Date : May 30, 2018

Pre and post amalgamation preference shareholding pattern of Bharti Airtel Limited

Category of Shareholders	Shareholding pre-merger as on June 22, 2018		shareholding post-merger as on effective Date	
	No. of shares	% of total Shares	No. of shares	% of total Shares
A. Promoters				
Indian				
Individual /HUF	0	0.00	0	0.00
Central Government	0	0.00	0	0.00
State Government	0	0.00	0	0.00
Bodies Corporate	0	0.00	0	0.00
Banks / FI	0	0.00	0	0.00
Any Other	0	0.00	0	0.00
Sub-Total (A) (1)	**0**	**0.00**	**0**	**0.00**
Foreign				
NRIs - Individuals	0	0.00	0	0.00
Others - Individuals	0	0.00	0	0.00
Bodies Corporate	0	0.00	0	0.00
Banks / Financial Institutions	0	0.00	0	0.00
Any other (Foreign Institutional Investor)	0	0.00	0	0.00
Sub-Total A(2)	**0**	**0.00**	**0**	**0.00**
Total A=A(1)+A(2)	**0**	**0.00**	**0**	**0.00**
B. Public Shareholding				
Institutions				
Mutual Funds/UTI	0	0.00	0	0.00
Banks / FI	0	0.00	0	0.00
Central Government	0	0.00	0	0.00
State Government	0	0.00	0	0.00
Venture Capital Funds	0	0.00	0	0.00
Insurance Companies	0	0.00	0	0.00
FIIs (including foreign portfolio investors)	0	0.00	0	0.00
Foreign Venture	0	0.00	0	0.00
Capital Funds	0	0.00	0	0.00
Others : Alternative Investment Fund	0	0.00	0	0.00
Sub-Total B(1)	**0**	**0.00**	**0**	**0.00**
Non institutions				
Bodies Corporate	0	0.00	0	0.00
i) Indian	0	0.00	0	0.00
ii) Overseas	0	0.00	0	0.00
Individual shareholders holding nominal share capital upto Rs.2 lakh	0	0.00	10	100.00
Individual shareholders holding nominal share capital in excess of Rs.2 lakh	0	0.00	0	0.00
Qualified Foreign Investor	0	0.00	0	0.00
Foreign Companies	0	0.00	0	0.00
Non-resident Indians	0	0.00	0	0.00
Non-resident Indians (Non - repatriation)	0	0.00	0	0.00
Trusts (ESOP)	0	0.00	0	0.00
Clearing Members	0	0.00	0	0.00
Any other	0	0.00	0	0.00
Trusts	0	0.00	0	0.00
Investor Education and Protection Fund	0	0.00	0	0.00
NBFC	0	0.00	0	0.00
Sub-Total B(2)	**0**	**0.00**	**10**	**100.00**
Total Public shareholding (B) = B(1)+B(2)	**0**	**0.00**	**10**	**100.00**
C. Shares held by Custodians for GDR's & ADR's	0	0.00	0	0.00
Total (A) + (B) + (C)	**0**	**0.00**	**10**	**100.00**



Pre and post amalgamation equity shareholding pattern of Bharti Airtel Limited

Category of Shareholders	Shareholding pre-merger as on June 22, 2018		shareholding post-merger as on effective Date	
	No. of shares	% of total Shares	No. of shares	% of total Shares
A. Promoters				
Indian				
Individual /HUF	0	0.00	0	0.00
Central Government	0	0.00	0	0.00
State Government	0	0.00	0	0.00
Bodies Corporate	2002818452	50.10	2002818452	50.09
Banks / FI	0	0.00	0	0.00
Any Other	0	0.00	0	0.00
Sub-Total (A) (1)	**2002818452**	**50.10**	**2002818452**	**50.09**
Foreign				
NRIs - Individuals	0	0.00	0	0.00
Others - Individuals	0	0.00	0	0.00
Bodies Corporate	672470103	16.82	672470103	16.82
Banks / Financial Institutions	0	0.00	0	0.00
Any other (Foreign Institutional Investor)	8493000	0.21	8493000	0.21
Sub-Total A(2) :	**680963103**	**17.04**	**680963103**	**17.03**
Total A=A(1)+A(2)	**2683781555**	**67.14**	**2683781555**	**67.12**
B. Public Shareholding				
Institutions				
Mutual Funds/UTI	283732660	7.10	283732660	7.10
Banks / FI	3734681	0.09	3734681	0.09
Central Government	0	0.00	0	0.00
State Government	0	0.00	0	0.00
Venture Capital Funds	0	0.00	0	0.00
Insurance Companies	218191968	5.46	218191968	5.46
FIIs (including foreign portfolio investors)	728910111	18.23	728910111	18.23
Foreign Venture	0	0.00	0	0.00
Capital Funds	0	0.00	0	0.00
Others : Alternative Investment Fund	430337	0.01	430337	0.01
Sub-Total B(1) :	**1234999757**	**30.90**	**1234999757**	**30.89**
Non institutions				
Bodies Corporate	24425288	0.61	24425288	0.61
i) Indian	0	0.00	0	0.00
ii) Overseas	0	0.00	0	0.00
Individual shareholders holding nominal share capital upto Rs.2 lakh	26387197	0.66	27358071	0.68
Individual shareholders holding nominal share capital in excess of Rs.2 lakh	10003421	0.25	10003421	0.25
Qualified Foreign Investor	0	0.00	0	0.00
Foreign Companies	2532715	0.06	2532715	0.06
Non-resident Indians	1583445	0.04	1583445	0.04
Non-resident Indians (Non - repatriation)	**733889**	0.02	**733889**	0.02
Trusts (ESOP)	1769739	0.04	1769739	0.04
Clearing Members	1899641	0.05	1899641	0.05
Any other	9283460	0.23	9283460	0.23
Trusts	**9227947**	0.23	**9227947**	0.23
Investor Education and Protection Fund	49273	0.00	49273	0.00
NBFC	6240	0.00	6240	0.00
Sub-Total B(2) :	**78618795**	**2.20**	**79589669**	**1.99**
Total Public shareholding (B) = B(1)+B(2) :-	**1313618552**	**32.86**	**1314589426**	**32.88**
C. Shares held by Custodians for GDR's & ADR's	0	0.00	0	0.00
Total (A) + (B) + (C)	**3997400107**	**100.00**	**3998370981**	**100.00**



Details of the pre scheme capital structure including authorized, issued, subscribed and paid-up share capital of Bharti Airtel Limited:

Particulars	Amount (in Rs.)
Authorized Share Capital as on June 1, 2018	
29,50,60,00,000 equity shares having face value of Rs. 5/- each	1,47,53,00,00,000
Total	**1,47,53,00,00,000**
Issued, Subscribed and Fully Equity Paid-up Share Capital	
3,99,74,00,107 equity shares having face value of Rs. 5/- each	19,98,70,00,535
Total	**19,98,70,00,535**

Details of the post scheme capital structure including authorized, issued, subscribed and paid-up share capital of Bharti Airtel Limited:

Particulars	Amount (in Rs.)
Authorized Share Capital as on June 1, 2018	
30,00,60,00,000 equity shares having face value of Rs. 5/- each	1,50,03,00,00,000
Total	**1,50,03,00,00,000**
Issued, Subscribed and Fully Paid-up Equity Share Capital	
3,99,83,70,981 equity shares having face value of Rs. 5/- each	19,99,18,54,905
Total	**19,99,18,54,905**
Issued, Subscribed and Fully Paid-up Preference Share Capital	
10 preference shares having face value of Rs. 100/- each	**1000**



TATA TELESERVICES (MAHARASHTRA) LIMITED

Category of Shareholders	No. of Shares pre-demerger as on June 1, 2018		No. of Shares post-demerger Effective Date *	
	Total	% of total Shares	Total	% of total Shares
A. Promoters				
Indian				
Individual /HUF	0	0.00	0	0.00
Central Government	0	0.00	0	0.00
State Government	0	0.00	0	0.00
Bodies Corporate	1453672327	74.36	1453672327	74.36
Banks / FI	0	0.00	0	0.00
Any Other	0	0.00	0	0.00
Sub-Total (A) (1)	**1453672327**	**74.36**	**1453672327**	**74.36**
Foreign				
NRIs - Individuals	0	0.00	0	0.00
Others - Individuals	0	0.00	0	0.00
Bodies Corporate	0	0.00	0	0.00
Banks / Financial Institutions	0	0.00	0	0.00
Any other (Foreign Institutional Investor)	0	0.00	0	0.00
Sub-Total A(2) :	**0**	**0.00**	**0**	**0.00**
Total A=A(1)+A(2)	**1453672327**	**74.36**	**1453672327**	**74.36**
B. Public Shareholding				
Institutions				
Mutual Funds/UTI	0	0.00	0	0.00
Banks / FI	7775255	0.40	7775255	0.40
Central Government	44199	0.00	44199	0.00
State Government	0	0.00	0	0.00
Venture Capital Funds	0	0.00	0	0.00
Insurance Companies	0	0.00	0	0.00
FIIs (including foreign portfolio investors)	1717348	0.09	1717348	0.09
Foreign Venture	0	0.00	0	0.00
Capital Funds	0	0.00	0	0.00
Others : Foreign Corporate Bodies / OCBs	1133	0.00	1133	0.00
Sub-Total B(1) :	**9537935**	**0.49**	**9537935**	**0.49**



TATA TELESERVICES (MAHARASHTRA) LIMITED

Category of Shareholders	No. of Shares pre-demerger as on June 1, 2018		No. of Shares post-demerger Effective Date *	
	Total	% of total Shares	Total	% of total Shares
Non institutions				
Bodies Corporate				
i) Indian	23763745	1.22	23763745	1.22
ii) Overseas	0	0.00	0	0.00
Individual shareholders holding nominal share capital upto Rs.2 lakh	290937424	14.88	290937424	14.88
Individual shareholders holding nominal share capital in excess of Rs.2 lakh	150570707	7.70	150570707	7.70
Qualified Foreign Investor	0	0.00	0	0.00
Foreign National	0	0.00	0	0.00
Foreign Companies	0	0.00	0	0.00
Non Residents Without Repatriation	3129268	0.16	3129268	0.16
Non-Residents With Repatriation (NRE)	9482685	0.49	9482685	0.49
Trusts (ESOP)	0	0.00	0	0.00
Clearing Members	13154281	0.67	13154281	0.67
Any other	679355	0.03	679355	0.03
Trusts	41081	0.00	41081	0.00
Limited Liability Partnership - LLP	86095	0.00		
Investor Education and Protection Fund	0	0.00	0	0.00
NBFC	552179	0.03	552179	0.03
Sub-Total B(2) :	**491717465**	**25.15**	**491717465**	**25.15**
Total Public shareholding (B) = B(1)+B(2) :-	**501255400**	**25.64**	**501255400**	**25.64**
C. Shares held by Custodians for GDR's & ADR's	0	0.00	0	0.00
Total (A) + (B) + (C)	**1954927727**	**100.00**	**1954927727**	**100.00**

* *Note : Post the Scheme becoming effective, there will be no change in the shareholding pattern of the Company as a result of the Scheme.*

For Tata Teleservices (Maharashtra) Limited

Kiran Thacker
Company Secretary



Pre-scheme capital structure of the Tata Teleservices (Maharashtra) Limited as on June 15, 2018 is as under:

Share Capital	Amount (In Crores.)
Authorized Share Capital	
2,500,000,000 equity shares of INR 10 each	2,500
2,35,00,00,000 preference shares of INR 100 each	23,500
500,000,000 unclassified shares of INR 100 each	5,000
TOTAL	**31,000**
Issued and paid-up Share Capital	
1,954,927,727 fully paid up equity shares of INR 10 each	1,954.93
20,18,00,000 fully paid up preference shares of INR 100 each	2018.00
TOTAL	**3,972.93**

Post Scheme Capital Structure:

There will not be any change in the capital structure of the Tata Teleservices (Maharashtra) Limited pursuant to the Scheme.

For Tata Teleservices (Maharashtra) Limited

Kiran Thacker
Company Secretary

सत्यमेव जयते

Fair Competition For Greater Good

भारतीय प्रतिस्पर्धा आयोग
COMPETITION COMMISSION OF INDIA

By e-mail and speed post

Comb. Reg. No.: C-2017/10/531 **16th November, 2017**

To

Mr. Samir Gandhi/ Ms. Aditi Gopalakrishnan
AZB & Partners
Plot No. A8, Sector 4
Noida, U.P. 201301

Subject: **Communication under sub-regulation (5) of Regulation 28 of the Competition Commission of India (Procedure in regard to transaction of business relating to combinations) Regulations, 2011**

Reference is invited to the notice (bearing Registration No.C-2017/10/531) filed by Bharti Airtel Limited **("Airtel")** on 16.10.2017 under sub-section (2) of Section 6 of the Competition Act, 2002 ("**Act**")

2. In this regard, you are hereby informed that the Commission, in its meeting held today, considered the proposed combination and approved the same under sub-section (1) of Section 31 of the Act. This approval is, however, without prejudice to the proceedings under Section 43A of the Act.

3. The order of the Commission in this regard will follow.

(Smita Jhingran)
Secretary

Fair Competition
For Greater Good

COMPETITION COMMISSION OF INDIA
(Combination Registration No. C-2017/10/531)

Dated: 16.11.2017

Notice under Section 6 (2) of the Competition Act, 2002 given by Bharti Airtel Limited

CORAM:

Mr. Devender Kumar Sikri
Chairperson

Mr. S. L. Bunker
Member

Mr. Sudhir Mital
Member

Mr. Augustine Peter
Member

Mr. U. C. Nahta
Member

Legal Representatives of the parties: M/s AZB & Partners

Order under Section 31 (1) of the Competition Act, 2002

1. On 16.10.2017, the Competition Commission of India ("**Commission**") received a notice under sub-section (2) of Section 6 of the Competition Act, 2002 ("**Act**"), given by Bharti Airtel Limited ("**Airtel**").

2. The proposed combination envisages acquisition of 100 percent of the consumer mobile business currently run by Tata Teleservices Limited ("**TTSL**") and Tata Teleservices (Maharashtra) Limited ("**TTML**") ("**Tata CMB**") by Airtel ("**Proposed Combination**"). The Notice was filed with the Commission pursuant to execution of a binding term sheet, by and between Airtel, TTSL, TTML and Tata Sons Limited on 12.10.2017 ("**Acquisition Agreement**"). Airtel submitted certain additional information/clarification(s) vide emails dated 26.10.2017, 03.11.2017 and 07.11.2017 and 10.11.2017.

3. Airtel, a part of Bharti Enterprises group ("**Bharti Group**"), is a publicly traded global telecommunications corporation with operations in 17 countries across Asia and Africa. It is engaged in provision of various B2C and B2B telecommunication services. B2C services include, *inter-alia*, retail mobile telephony services, wireline services etc. and B2B services include, *inter-alia*, National Long Distance Services ("**NLD**"), International Long Distance Services ("**ILD**") etc. Airtel provides mobile telephony services in all telecom circles in India.

4. TTSL, a part of Tata Group, is engaged in the business of wired telephone service, wireless telephone service and Internet and broadband services in a number of telecom circles in India. TTML is an associate company of TTSL and is a telecom service provider in Maharashtra.

5. The Commission observed that the Proposed Combination envisaged acquisition of consumer mobile business or retail mobile telephony business of Tata companies by Airtel.

6. The Commission observed that retail mobile telephony services can be classified on the basis of various criteria such as type of service, type of customer and type of access equipment. However, considering the fact that the Proposed Combination is not likely to result in appreciable adverse effect on competition, for the reasons contained in the ensuing paragraphs, exact delineation of the relevant product market is left open.

7. As regards relevant geographic market, the Commission decided that the same may be defined in terms of each overlapping circle, i.e., Karnataka, Andhra Pradesh, Tamil Nadu, Madhya Pradesh, UP (East), UP (West), Punjab, Haryana, Gujarat, Delhi, Kolkata, Kerala, Odisha, Bihar, Rajasthan, West Bengal, Himachal Pradesh, Mumbai and Maharashtra.

Assessment in terms of factors contained in Section 20(4) of the Act

Concentration analysis

8. The Commission noted that the issue of market shares and concentration is also dealt in the guidelines for transfer/merger of service licences on compromises, arrangement and

amalgamation of companies, issued by Ministry of Communications and Information Technology, Government of India in 2014 ("**DoT Merger Guidelines**"). As per the DoT Merger Guidelines, in case of merger or acquisition or amalgamation proposals that result in market share in any service area exceeding 50 percent, the resultant entity should reduce its market shares to 50 percent within a period of one year from the date of approval of merger or acquisition or amalgamation ("**Market Share Caps**"). As regards holding of spectrum by a TSP, the Commission noted that the spectrum holding in a licensed service area is subject to cap of 25 percent of the total spectrum assigned and 50 percent of the spectrum assigned in a specific band. ("**Spectrum Caps**"). The Parties have submitted that they will comply with the Spectrum Caps and the Market Share Caps. However, in this regard, the Commission observed that assessment of a proposed combination would need to be based, independently of such guidelines, on factors as contained in Section 20(4) of the Act.

9. The Commission, considering revenue market shares[1], observed that market is highly concentrated with pre-combination HHIs exceeding 2000 in all telecom circles (except Haryana, Mumbai and Punjab where HHIs are more than 1800). The position of the Parties in various telecom circles can be tabulated as under:

Table 1: Revenue based market share of the Parties in overlapping circles

Combined Market Share	**Number and name of Circles**
Less than 20%	1 [Kerala]
20% < 30%	1 [Gujarat]
30%<40%	9 [Tamil Nadu; Haryana; UP (East); UP (West); Madhya Pradesh; Maharashtra; Mumbai; West Bengal; Kolkata]
40% < 50%	3 [Delhi; Punjab; Rajasthan]
More than 50%	5 [Himachal Pradesh; Karnataka; Andhra Pradesh; Bihar; Odisha]

10. As a next step in competition assessment, the Commission examined the impact of the Proposed Combination on the level of concentration as reflected in incremental HHI. Such

[1] The market shares, incremental market shares, HHIs and incremental HHIs are calculated on the basis of market shares in terms of gross revenue of the Parties and other operators in overall retail mobile telephony services market for the quarter ending 30.06.2017.

examination was undertaken for 17 telecom circles wherein the combined market share is estimated to be more than 30 percent. The Commission observed that the change in HHI is significant in respect of all the telecom circles (except West Bengal and Himachal Pradesh), ranging from around 168 in Rajasthan to around 958 in Karnataka.

11. The Commission noted that the spectrum holding of the Acquirer may exceed Spectrum Caps in terms of total spectrum assigned in Bihar telecom circle. However, based on examination of spectrum holding of different TSPs in all overlapping telecom circles, the Commission noted that the spectrum seems to be fairly distributed between the various TSPs. Further, the Commission also noted that there is a significant quantity of unsold spectrum in each telecom circle which may also obviate any access issues.

Likelihood that the combination would result in the removal of a vigorous and effective competitor or competitors in the market

12. The Commission assessed as to how Tata CMB is placed in terms of closeness of competition to Airtel and its overall effectiveness as a competitor. In this regard, the Commission noted the following:

    i. Tata CMB has a limited product offering. It is engaged in providing 2G and 3G services. Tata CMB does not include 4G services and as submitted, it does not intend to invest in spectrum and network for introducing 4G services;

    ii. The Diversion Ratio from Airtel to Tata CMB is negligible. As regards diversion from Tata CMB to Airtel, it is noted that though there is significant diversion, Airtel is not the only preferred operator and there is equally significant diversion to Vodafone and Idea; and

    iii. The market share of Tata CMB has been steadily declining in almost all the overlapping telecom circles. The same is also reflected in the revenue and EBIDTA of Tata CMB. […]

    The aforesaid analysis reveal that Tata CMB neither seems to be a close competitor of Airtel nor an effective competitor going forward.

Buyer Power

13. The Commission in its earlier decision in combination of Idea and Vodafone's telecommunication business[2] had observed that that there is significant constraint on the TSPs from the buyer side in the mobile retail telephony services market. The observation was based on factors such as multi-SIMing, ease of substitution due to option of mobile number portability and significant churn rates. The Commission noted that the same assessment also applies in the instant case.

Extent of competition likely to be maintained after the Proposed Combination

14. The retail mobile telephony services market, post the Proposed Combination would have four private TSPs including the Aircel, RJio, Vodafone-Idea and the Acquirer and one state owned TSP *i.e.,* BSNL/MTNL in all telecom circles.

15. The Commission examined the size and resources of the competitors and is of the opinion that they are in a position to exercise adequate competitive constraints on the Acquirer and to eliminate any likelihood of appreciable adverse effect on competition, if any resulting from the Proposed Combination.

Level of combination in the market

16. The Commission observed that telecom sector is witnessing a stage of consolidation and therefore, it become important to also assess the impact of reduction in number of competitors on the competition. In this regard, the Commission is of the opinion that keeping in view its observations on the effectiveness of Tata CMB as a competitor going forward, the Proposed Combination is not likely to cause a significant change in competition dynamics.

17. Considering the aforesaid factors in totality, the Commission is of the opinion that the Proposed Combination is not likely to result in substantial change in competition dynamics

[2] Combination Registration No. C-2017/04/502 filed by Vodafone and Idea.

in retail mobile telephony services in any of the overlapping telecom circles and accordingly does not raise unilateral or coordinated effects concerns.

18. Considering the facts on record, details provided in the Notice given under Section 6(2) of the Act and assessment of the Proposed Combination on the basis of factors stated in Section 20(4) of the Act, the Commission is of the opinion that the Proposed Combination is not likely to have an appreciable adverse effect on competition in India and therefore, hereby approves the same under Section 31(1) of the Act. This order is, however, issued without prejudice to the proceedings under Section 43A of the Act.

19. This order shall stand revoked if, at any time, the information provided by the Acquirer is found to be incorrect.

20. The information provided by the Acquirer is confidential at this stage in terms of and subject to provisions of Section 57 of the Act.

21. The Secretary is directed to communicate to the Acquirer accordingly.

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Bharti Airtel Limited
CIN: L74899DL1995PLC070609
Registered & Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070
Phone: +91-11-4666 6100 **Fax:** +91-11-4666 6137
Email: compliance.officer@bharti.in **Website:** www.airtel.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
PRINCIPAL BENCH, AT NEW DELHI
COMPANY APPLICATION NO. (CAA)65/PB OF 2018
(under Sections 230-232 of the Companies Act, 2013)

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN TATA TELESERVICES (MAHARASHTRA) LIMITED AND BHARTI AIRTEL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

AND

IN THE MATTER OF:

Tata Teleservices (Maharashtra) Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Voltas Premises, TB Kadam Marg, Chinchpokli, Mumbai – 400033, Maharashtra

…Transferor Company

AND

Bharti Airtel Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070

…Applicant Company/ Transferee Company

FORM OF PROXY

CIN: L74899DL1995PLC070609
Name of the Company: Bharti Airtel Limited
Registered Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070

Name of the Equity Shareholder(s):……..……

Registered Address:……..……

Email ID:……..……

DP ID and Client ID/ Folio No.:…….. ……

I/We, being the holders of …….equity shares of Bharti Airtel Limited (**"Applicant Company"**), hereby appoint:

i. Name_____, Address_____ having e-mail id_____ or failing him/her

ii. Name_____, Address_____ having e-mail id_____ or failing him/her

iii. Name_____, Address_____ having e-mail id_____

as my/our proxy, to act for me/us at the meeting of the equity shareholders of the Applicant Company to be held at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110034 on Friday, the 3rd day of August, 2018 from 10:30 A.M. to 11:30 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the scheme of arrangement between Tata Teleservices (Maharashtra) and the Applicant Company and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as the **"Scheme"**) and at such meeting and at an adjournment or adjournments thereof, to vote, for me/us and in my/our names(s) _____ *[here, 'if for', insert **'FOR'**; 'if against' insert **'AGAINST'**, and in the latter case, strike out the words below after 'the said Scheme'] the said Scheme as my/our proxy.*

Dated this _____ day of _____, 2018

Affix Re. 1/- Revenue Stamp

_____
Signature of Unsecured Creditor

_____ _____ _____
Signature of first Proxy Holder Signature of second Proxy Holder Signature of third Proxy Holder

Notes:

1. The Form of Proxy in order to be effective should be in the prescribed form, duly completed, stamped and signed or authenticated by the concerned person and deposited at the registered office of the Applicant Companyat Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070, **not later than 48 hours** before the scheduled time of the meeting.
2. In case of multiple proxies, proxy later in time shall be accepted.
3. Please affix a revenue stamp of Re. 1/- before signing across the same.
4. All alterations made in the Form of Proxy should be initialed.
5. Only an equity shareholder of the Applicant Company is entitled to vote in person, by proxy, through postal ballot or through electronic means.
6. An equity shareholder is entitled to attend and vote at the tribunal convened meeting of the equity shareholders (**"Meeting"**), either in person or by proxy or through an authorized representative, as the case may be. where a body corporate which is an equity shareholder authorises any person to act as its representative at the meeting, a copy of the resolution of the board of directors or other governing body of such body corporate authorising such person to act as its representative at the meeting, and certified to be a true copy by a director, the manager, the secretary, or other authorised officer of such body corporate shall be lodged with the Applicant Company at its registered office **not later than 48 hours before the scheduled time of the Meeting.**
7. An equity shareholder is entitled to attend and vote at the Meeting, either in person or by proxy or through an authorized representative (in case the equity shareholder is a body corporate), as the case may be. such equity shareholder is entitled to appoint a proxy to attend and vote at the Meeting instead and on behalf of such equity shareholder and such proxy need not be an equity shareholder. Proxies to be valid and effective should be in the prescribed Form of Proxy, duly completed, stamped and signed or authenticated by the concerned person and should be deposited at the registered office of the Applicant Company **not later than 48 hours before the scheduled time of the Meeting.**
8. Pursuant to Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of the equity shareholders not exceeding 50 and holding in the aggregate not more than 10% of the total equity share capital of the Applicant Company carrying voting rights. An equity shareholder holding more than 10% of the total equity share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or equity shareholder.
9. An equity shareholder/ its proxy, attending the Meeting, is requested to bring the Attendance Slip duly completed and signed along with a copy of the deposited Form of Proxy (in case of a proxy). Equity shareholders holding shares in dematerialized form are requested to bring their Client Master List/ Depository Participant Statement/ Delivery Instruction Slip reflecting their Client ID and DP ID Number for easier identification of attendance at the Meeting.

Bharti Airtel Limited

CIN: L74899DL1995PLC070609
Registered & Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070
Phone: +91-11-4666 6100 **Fax:** +91-11-4666 6137
Email: compliance.officer@bharti.in **Website:** www.airtel.com

MEETING OF THE EQUITY SHAREHOLDERS OF BHARTI AIRTEL LIMITED ON FRIDAY, AUGUST 3 , 2018 FROM 10:30 A.M. TO 11:30 A.M.

ATTENDANCE SLIP

DP ID & Client ID/ Regd. Folio No.*		**No. of Equity Shares**	

*applicable for shareholders holding shares in physical form.

I/we hereby record my/our presence at the meeting of the equity shareholders of Bharti Airtel Limited, convened pursuant to the order dated May 23, 2018 passed by the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi in Company Application No. (CAA)65/PB/2018, at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110034,on Friday, the 3rdday of August, 2018 from 10:30 A.M. to 11:30 A.M.

Name of the Equity Shareholder : …….....

Address of the Equity Shareholder : *(complete details in block letters)*

Signature of the Equity Shareholder : …….....

OR

Name of the Proxy Holder : …….....

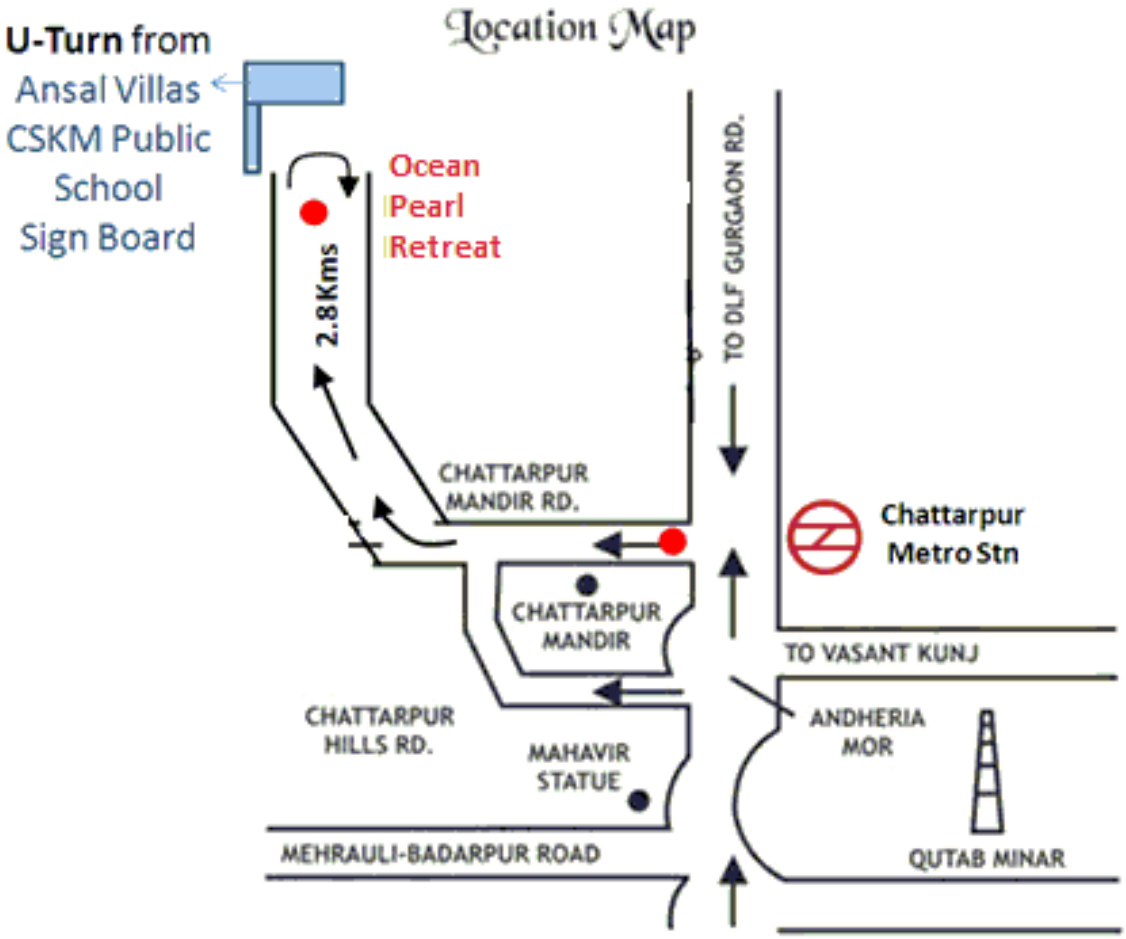
Address of the Proxy Holder *(complete details in block letters)*

Signature of the Proxy Holder : …….....

NOTES:

1. Equity shareholders/ authorized representatives or their proxies attending the meeting must bring this Attendance Slip to the meeting and hand over the same at the entrance of the meeting venue after completing and signing the same.
2. Equity shareholders/ authorized representatives or their proxies desiring to attend the meeting should bring his/ her copy of the notice for reference at the meeting.

ROUTE MAP FOR THE VENUE OF THE MEETING



BHARTI AIRTEL LIMITED

CIN: L74899DL1995PLC070609
Registered & Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070
Phone: +91-11-4666 6100 **Fax**: +91-11-4666 6137
Email: compliance.officer@bharti.in **Website**: www.airtel.com

MEETING OF THE UNSECURED CREDITORS OF BHARTI AIRTEL LIMITED

(convened vide order dated May 23, 2018 of the Hon'ble Principal Bench of the National Company Law Tribunal)

DETAILS OF THE MEETING:

Day	Friday
Date	August 3, 2018
Time	1:30 P.M. to 2:30 P.M. (Indian Standard Time)
Venue	Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110034

DOCUMENTS ENCLOSED:

S.No.	Contents	Page Nos.
1.	Notice of the meeting of the unsecured creditors of Bharti Airtel Limited convened pursuant to the directions of the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("**Tribunal**").	2
2.	Statement under Section 230(3) of the Companies Act, 2013 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	5
3.	Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013, as filed before the Tribunal, enclosed as **ANNEXURE 1**.	19
4.	Order dated May 23, 2018 passed by the Hon'ble Principal Bench of the Tribunal in Company Application No. (CAA)65/PB/2018, enclosed as **ANNEXURE 2**.	39
5.	Share Entitlement Report dated December 19, 2017 issued by S.R. Batliboi & Co. LLP and Walker Chandiok & Co LLP, enclosed as **ANNEXURE 3**.	51
6.	Fairness Opinion dated December 19, 2017 issued to Bharti Airtel Limited by RBSA Capital Advisors LLP, a merchant banker registered with the Securities and Exchange Board of India, enclosed as **ANNEXURE 4**.	66
7.	Fairness Opinion dated December 19, 2017 issued to Tata Teleservices (Maharashtra) Limited by Kotak Mahindra Capital Company Limited, a merchant banker registered with the Securities and Exchange Board of India, enclosed as **ANNEXURE 5**.	70
8.	Complaint Report submitted by Bharti Airtel Limited on February 14, 2018 to BSE Limited and the National Stock Exchange of India Limited, respectively, enclosed as **ANNEXURE 6**.	73
9.	Complaint Report submitted by Tata Teleservices (Maharashtra) Limited on February 13, 2018 to BSE Limited and the National Stock Exchange of India Limited, respectively, enclosed as **ANNEXURE 7**.	75
10.	Observation Letter dated March 20, 2018 issued by BSE Limited to Bharti Airtel Limited, enclosed as **ANNEXURE 8**.	76
11.	Observation Letter dated March 20, 2018 issued by the National Stock Exchange of India Limited to Bharti Airtel Limited, enclosed as **ANNEXURE 9**.	78
12.	Observation Letter dated March 21, 2018 issued by BSE Limited to Tata Teleservices (Maharashtra) Limited, enclosed as **ANNEXURE 10**.	80
13.	Observation Letter dated March 21, 2018 issued by the National Stock Exchange of India Limited to Tata Teleservices (Maharashtra) Limited, enclosed as **ANNEXURE 11**.	82
14.	Report adopted by the board of directors of Bharti Airtel Limited pursuant to Section 232(2)(c) of the Companies Act, 2013, enclosed as **ANNEXURE 12**.	84
15.	Report adopted by the board of directors of Tata Teleservices (Maharashtra) Limited pursuant to Section 232(2)(c) of the Companies Act, 2013, enclosed as **ANNEXURE 13**.	88
16.	Audited financials of Bharti Airtel Limited as on March 31, 2018, enclosed as **ANNEXURE 14**.	90
17.	Audited financials of Tata Teleservices (Maharashtra) Limited as on March 31, 2018, enclosed as **ANNEXURE 15**.	118
18.	Pre and post-arrangement, expected capital structure and shareholding pattern of Bharti Airtel Limited and Tata Teleservices (Maharashtra) Limited, respectively, enclosed as **ANNEXURE 16**.	130
19.	Order of the Competition Commission of India dated November 16, 2017 approving the transaction contemplated in the Scheme under Section 31(1) of the Competition Act, 2002, enclosed as **ANNEXURE 17**.	136
20.	Form of Proxy.	143
21.	Attendance Slip.	145
22.	Route map for the venue of the meeting.	147

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
PRINCIPAL BENCH, AT NEW DELHI
COMPANY APPLICATION NO. (CAA)65/PB OF 2018
(under Sections 230-232 of the Companies Act, 2013)

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN TATA TELESERVICES (MAHARASHTRA) LIMITED AND BHARTI AIRTEL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

AND

IN THE MATTER OF:

Tata Teleservices (Maharashtra) Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Voltas Premises, TB Kadam Marg, Chinchpokli, Mumbai – 400033, Maharashtra

…Transferor Company

AND

Bharti Airtel Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070

…Applicant Company/ Transferee Company

NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF BHARTI AIRTEL LIMITED

Notice is hereby given that by an order dated the 23rd day of May, 2018 ("**Order**"), the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("**Tribunal**"), has directed a meeting to be held of the unsecured creditors of Bharti Airtel Limited ("**Applicant Company**") for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed scheme of arrangement between Tata Teleservices (Maharashtra) Limited and the Applicant Company and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("**Scheme**").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the unsecured creditors of the Applicant Company will be held at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110034 on Friday, the 3rd day of August, 2018 from 1:30 P.M. to 2:30 P.M. ("**Meeting**"), at which place, day, date and time, the said unsecured creditors of the Applicant Company are requested to attend.

Copies of the said Scheme and of the statement under Section 230 of the Companies Act, 2013 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Applicant Company at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070 and/ or from the office of its advocates, M/s. AZB & Partners at Plot No. A8, Sector 4, Noida - 201301, Uttar Pradesh.

Persons entitled to attend and vote at the Meeting, may vote in person or by proxy, provided that all proxies in the prescribed form, duly completed and signed or authenticated by the concerned person, are deposited at the registered office of the Applicant Company as mentioned above not later than 48 hours before the scheduled time of the Meeting. Forms of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Applicant Company and/ or from the office of its advocates as mentioned above.

The Hon'ble Tribunal has appointed Mr. J.P. Singh, Senior Advocate, as the Chairperson of the Meeting, including for any adjournment(s) thereof and failing him, Mr. Manuj Nagrath, Advocate, as the Alternate Chairperson of the Meeting, including for any adjournment(s) thereof. The Tribunal has also appointed Mr. Pankaj Jain, Chartered Accountant, as the Scrutinizer for the Meeting, including for any adjournment(s) thereof. The Scheme, if approved by the Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal.

TAKE NOTICE that the following resolution is proposed under Section 230(3) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**Act**") and the provisions of the memorandum of association and the articles of association of Bharti Airtel Limited ("**Applicant Company**"), for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed scheme of arrangement between Tata Teleservices (Maharashtra) Limited and the Applicant Company and their respective shareholders and creditors under Sections 230 to 232 of the Act ("**Scheme**").

"**RESOLVED THAT**, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**"), the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Circular No. CFD/ DIL3/ CIR/ 2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India (to the extent applicable), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (to the extent applicable), the observation letters, both dated March 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited, and subject to the provisions of the memorandum of association and the articles of association of Bharti Airtel Limited ("**Applicant Company**") and subject to the approval of the New Delhi Bench of the Hon'ble National Company Law Tribunal ("**Tribunal**") and subject to such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Applicant Company ("**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the scheme of arrangement between Tata Teleservices (Maharashtra) Limited and the Applicant Company and their respective shareholders and creditors under Sections 230 to 232 of the Act ("**Scheme**") as enclosed to the notice of the Tribunal convened meeting of the unsecured creditors of the Applicant Company and placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, which may be required and/ or imposed by the Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/ or making such adjustments in the books of accounts of the Applicant Company as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

A copy of the statement under Section 230(3) of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Rules**") ("**Explanatory Statement**"), the Scheme and other enclosures including the Form of Proxy and the Attendance Slip are enclosed and form part of the notice.

Dated this 22nd day of June, 2018.

For Bharti Airtel Limited

Sd/-
Rohit Krishan Puri
(Authorized Signatory)

Registered Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070.
CIN: L74899DL1995PLC070609
Email: compliance.officer@bharti.in

NOTES:

1. **ONLY AN UNSECURED CREDITOR OF THE APPLICANT COMPANY IS ENTITLED TO ATTEND AND VOTE AT THE TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF THE APPLICANT COMPANY ("MEETING"), EITHER IN PERSON OR BY PROXY OR THROUGH AN AUTHORIZED REPRESENTATIVE, AS THE CASE MAY BE. WHERE A BODY CORPORATE WHICH IS AN UNSECURED CREDITOR AUTHORISES ANY PERSON TO ACT AS ITS REPRESENTATIVE AT THE MEETING, A COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS OR OTHER GOVERNING BODY OF SUCH BODY CORPORATE AUTHORISING SUCH PERSON TO ACT AS ITS REPRESENTATIVE AT THE MEETING, AND CERTIFIED TO BE A TRUE COPY BY A DIRECTOR, THE MANAGER, THE SECRETARY, OR OTHER AUTHORISED OFFICER OF SUCH BODY CORPORATE SHALL BE LODGED WITH THE APPLICANT COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**
2. **AN UNSECURED CREDITOR IS ENTITLED TO ATTEND AND VOTE AT THE MEETING, EITHER IN PERSON OR BY PROXY OR THROUGH AN AUTHORIZED REPRESENTATIVE (IN CASE THE UNSECURED CREDITOR IS A BODY CORPORATE), AS THE CASE MAY BE. SUCH UNSECURED CREDITOR IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD AND ON BEHALF OF SUCH UNSECURED CREDITOR AND SUCH PROXY NEED NOT BE AN UNSECURED CREDITOR. PROXIES TO BE VALID AND EFFECTIVE SHOULD BE IN THE PRESCRIBED FORM OF PROXY, DULY COMPLETED AND SIGNED OR AUTHENTICATED BY THE CONCERNED PERSON AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE APPLICANT COMPANY NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**
3. An unsecured creditor/ its proxy, attending the Meeting, is requested to bring the Attendance Slip duly completed, signed or authenticated by the concerned person along with a copy of the deposited Form of Proxy

(in case of a proxy).

4. An unsecured creditor (in case such unsecured creditor is an individual) or the duly authorized representative of the unsecured creditor (in case such unsecured creditor is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card/ Aadhaar Card/ Passport/ Driving License/ Voter ID Card). Additionally, an unsecured creditor (in case such unsecured creditor is a sole proprietorship) or the proxy should carry a valid document evidencing the individual as the proprietor of the sole proprietorship.

5. The notice together with the documents accompanying the same, are being sent to all the unsecured creditors by permitted modes whose names appear in the chartered accountant's certificate certifying the list of unsecured creditors as on December 31, 2017 as had been filed with the Hon'ble Tribunal. Such unsecured creditors shall be entitled to vote at the Meeting. The notice together with the documents accompanying the same, will be displayed on the website of the Applicant Company (www.airtel.com), besides being communicated to the stock exchanges where the equity shares of the Applicant Company are listed, namely, the National Stock Exchange of India and BSE Limited (collectively, the "**Stock Exchanges**").

6. In terms of the directions contained in the order dated May 23, 2018 ("**Order**"), the quorum for the Meeting shall be 100 unsecured creditors. Further, in case the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by 30 minutes and thereafter, the unsecured creditors, present and voting, shall be deemed to constitute the quorum. For the purposes of computing the quorum, the valid proxies shall also be considered.

7. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the unsecured creditors if the resolution mentioned above in the notice have been approved at the Meeting by a majority of persons representing three-fourths in value of the unsecured debt of the unsecured creditors, voting in person or by proxy at the Meeting.

8. In terms of the directions contained in the Order, the advertisement of the Meeting will be published in the "*Indian Express*" (Delhi edition, in English) and "*Jansatta*" (Delhi edition, in Hindi) indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme, the Explanatory Statement and the Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Applicant Company and/ or from the office of its advocates, M/s. AZB & Partners at Plot No. A8, Sector 4, Noida - 201301, Uttar Pradesh.

9. It may be noted that the voting facility through ballot/ polling paper will be provided at the Meeting venue.

10. The scrutinizer will submit his report to the Chairperson and/ or the Alternate Chairperson (as the case may be) after completion of the scrutiny of the ballot/ polling papers submitted by the unsecured creditors at the Meeting during the voting process. The scrutinizer's decision on the validity of the vote shall be final. The results along with the report of the scrutinizer shall be displayed at the registered office of the Applicant Company situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070 and its website (www.airtel.com) besides being communicated to the Stock Exchanges.

11. All documents referred to in the notice and the accompanying Explanatory Statement will be available for inspection by the unsecured creditors at the registered office of the Applicant Company on all days, except Saturday, Sunday and public holidays, between 11:00 A.M. and 1:00 P.M. upto the date of the Meeting.

12. Any queries/ grievances in relation to notice may be addressed to the Company Secretary of the Applicant Company through e-mail at compliance.officer@bharti.in. The Company Secretary of the Applicant Company can also be contacted at 011-46666100.

Enclosures: As above

STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF BHARTI AIRTEL LIMITED

1. This statement is being furnished pursuant to Section 230(3) of the Companies Act, 2013 ("**Act**") and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**"Rules"**) ("**Explanatory Statement**").

2. Pursuant to the order dated May 23, 2018 passed by the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi ("**Tribunal**") in Company Application No. (CAA)65/PB/2018 ("**Order**"), a meeting of the unsecured creditors of Bharti Airtel Limited ("**Applicant Company**" or "**Transferee Company**" or "**BAL**") is being convened at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110034 on Friday, the 3rd day of August, 2018 from 1:30 P.M. to 2:30 P.M. ("**Meeting**"), for the purpose of considering and, if thought fit, approving with or without modification(s), the scheme of arrangement between Tata Teleservices (Maharashtra) Limited ("**Transferor Company**" or "**TTML**", which together with the Applicant Company is hereinafter collectively referred to as the "**Companies**") and the Applicant Company and their respective shareholders and creditors under Sections 230 to 232 of the Act ("**Scheme**"). The Scheme as filed before the Tribunal is enclosed as **ANNEXURE 1**. Please refer to paragraphs 37 to 39 of this Explanatory Statement for the rationale and salient features of the Scheme.

3. The proposed Scheme was placed before the Audit & Risk Management Committee of the Applicant Company ("**BAL Audit Committee**") at its meeting held on December 19, 2017. On the basis of its evaluation and independent judgment and consideration of the Share Entitlement Report and the fairness opinion dated December 19, 2017 issued to the Applicant Company by RBSA Capital Advisors LLP, a merchant banker registered with the Securities and Exchange Board of India ("**SEBI**"), the BAL Audit Committee approved and recommended the Scheme to the Board of Directors ("**Board**") of the Applicant Company.

4. The Board of the Applicant Company, based on the independent recommendation of the BAL Audit Committee, approved the Scheme vide resolution dated December 19, 2017. The following directors voted on the resolution passed by the Board of the Transferee Company on December 19, 2017: (i) Mr. Sunil Bharti Mittal; (ii) Mr. Dinesh Kumar Mittal; (iii) Mr. Rakesh Bharti Mittal; (iv) Mr. V.K. Viswanathan.

5. The proposed Scheme was placed before the Audit Committee of the Transferor Company ("**TTML Audit Committee**") at its meeting held on December 19, 2017. On the basis of its evaluation and independent judgment and consideration of the Share Entitlement Report and the fairness opinion dated December 19, 2017 issued to the Transferor Company by Kotak Mahindra Capital Company Limited, a merchant banker registered with SEBI, the TTML Audit Committee approved and recommended the Scheme to the Board of the Transferor Company.

6. The Board of the Transferor Company, based on the independent recommendation of the TTML Audit Committee, approved the Scheme *vide* resolution dated December 19, 2017. The following directors voted on the resolution passed by the Board of the Transferor Company on December 19, 2017: (i) Mr. N. Srinath; (ii) Ms. Hiroo Mirchandani; (iii) Mr. D.T. Joseph; and (iv) Mr. Govind Sankaranarayanan.

7. The Scheme is presented under Sections 230 to 232 and other applicable provisions of the Act read with Section 2(19AA) and other applicable provisions of the Income-tax Act, 1961, for the transfer by way of a demerger of the Demerged Undertaking (*defined under Clause 1.12 of Part B of the Scheme*) of the Transferor Company to the Applicant Company, and the consequent issue of BAL Equity Shares (*defined under Clause 1.6 of Part B of the Scheme*) to the TTML Equity Holders (*defined under Clause 1.29 of Part B of the Scheme*) and BAL RPS (*defined under Clause 1.7 of Part B of the Scheme*) to the TTML RPS Holders (*defined under Clause 1.32 of Part B of the Scheme*) by the Applicant Company in accordance with Clause 6 of Part C of the Scheme; and various other matters consequential or otherwise integrally connected therewith.

8. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the unsecured creditors of the Applicant Company if the resolutions mentioned in the notice have been approved at the Meeting by a majority in number representing three-fourths in value of the unsecured debt of the Unsecured Creditors of the Applicant Company, voting in person or by proxy.

DETAILS OF THE APPLICANT COMPANY/ TRANSFEREE COMPANY AS PER RULE 6(3) OF THE RULES

9. Details of the Applicant Company:

Bharti Airtel Limited (Applicant Company/ Transferee Company)	
Corporate Identification No. (CIN)	L74899DL1995PLC070609
Permanent Account No. (PAN)	AAACB2894G
Incorporation Date	July 7, 1995
Type of Company	Public Limited Company
Registered Office Address	Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070
Email	compliance.officer@bharti.in
Stock Exchange(s) where securities of the Applicant Company are listed	(i) BSE Limited; and (ii) National Stock Exchange of India Limited

10. Summary of the main objects as per the memorandum of association of the Applicant Company:

The main objects of the Applicant Company are set out under Clause III(A) of its memorandum of association, which are as under:

"1. To promote & establish Companies, Funds, Associations or Partnerships for providing telecom networks and/or to run and maintain telecom services like basic/fixed line services, cellular/mobile services, paging, videotext, voice mail and data systems, private switching network services, transmission network of all types, computer networks i.e. local area network, wide area network, Electronic Mail, Intelligent network. Multimedia communication systems or the combinations thereof and for execution of undertakings. Works, projects or enterprises in the Industry whether of a private or public character or any joint venture re with any government or other authority in India or elsewhere and to acquire and dispose of shares /securities in such companies, and funds and interest in such associations or partnerships.

2. To provide telecom networks and to run and maintain telecom services like basic/fixed line services, cellular/mobile services, paging, video-text, voice mail & data systems, private switching network services, transmission networks of all types, computer networks like local area network, wide area network, Electronic Mail, Intelligent network, Multi media communication systems or the combinations thereof.

3. To carry on the business of manufacturers, merchants, dealers, distributors, importers, exporters, buyers, sellers, agents and stockists, and to market, hire, lease, rent out, assemble, alter, install, service, design, research and improve, develop, exchange, maintain, repair, refurnish, store and otherwise deal in any manner in all types of telephone exchanges, telephone instruments -whether corded, cordless, mobile or of any other kind; tele- terminals, fax machines, telegraphs, recording instruments and devices, telephone message/ answering machines and devices; dialing machines, trunk dialing barring devices, wireless sets and other wireless communication devices like radio pagers, cellular phones, satellite phones etc; telecom switching equipments of all kinds; telecom transmission equipments of all kinds, test equipments, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture thereof and to provide technical services in respect thereof or relating thereto.

4. To buy, sell, manufacture, assemble, repair, design, alter, research and improve, develop, exchange, ware- house, let on hire, import, export, and deal in all sorts of Electronic, non-Electronic, Computerized and Electrical items and equipment including Computer and Data Processing Equipment, Peripherals. Printers. Disc-drives, Intelligent Terminals, Modems, Software, Hardware, Personal Computers, 'CAD'CAM' Computer, Graphic Systems, Office Automation Equipments, Word processors, Photopesetting, Text Editing and Electronic Printing and/or Typing Systems, Circuits, including integrated, hybrid, 'VLSI' Chips, Microprocessors and Microprocessor based equipment, Semiconductor Memories including bubble Memories, Discrete electronic devices, Facsimile Equipments, Copying Machines. Xerox Machines, Telephone Cable Pressurization Systems, Printed Circuit Boards, all sorts of automatic Float charges, Electronic, Electrical and Computerized Systems and Equipment and Plant and Machineries and Field Engineering support and for all above, their incidental and allied equipment, accessories, components, parts, sub-parts, tools, manufactured and semi manufactured goods, raw materials, plant and machineries, substance, goods, articles and things and VCR, VCP, Cassettes, Cameras, Radios, Stereo and Amplifiers, television sets, audio visual equipment, teleprinters, telecommunications satellite Station and electronic equipment, remote control systems, business machines, calculators, hoists, elevators, trolleys and their components including valves, transistors, resistors, condensors, coils and circuits.

5. To guarantee/ counter guarantee the obligations of any of its subsidiary/ associate/ group companies and/or other companies in which the company has equity interest under any agreements/ contracts/ debentures, bonds, stocks, mortgages, charges and securities."

11. Main business carried on by the Applicant Company:

The Applicant Company is presently engaged in the business of providing global telecommunications with operations in 16 countries across Asia and Africa. In India, the Applicant Company's product offerings include 2G, 3G and 4G wireless services, mobile commerce, fixed line services, high speed home broadband, DTH, enterprise services including national & international long distance services to carriers. In the rest of the geographies, it offers 2G, 3G and 4G wireless services and mobile commerce.

12. Details of change of name, registered office and objects of the Applicant Company during the last five years:

Change of Name: The Applicant Company was incorporated on July 7, 1995 under the provisions of the Companies Act, 1956, under the name '*Bharti Tele-Ventures Limited*'. Thereafter, on April 24, 2006, the name of the Applicant Company was changed to its present name i.e. "*Bharti Airtel Limited*". Accordingly, there has been no change in the name of the Applicant Company during the last five years.

Change of Registered Office: There has been no change in the registered office of the Applicant

Company during the last five years.

Change of Objects: There has been no change in the objects of the Applicant Company during the last five years.

13. Details of the capital structure of the Applicant Company including authorized, issued, subscribed and paid-up share capital:

Particulars	Amount (in Rs.)
Authorized Share Capital as on June 22, 2018	
29,50,60,00,000 equity shares having face value of Rs. 5/- each	1,47,53,00,00,000
Total	**1,47,53,00,00,000**
Issued, Subscribed and Fully Paid-up Share Capital as on June 22, 2018	
3,99,74,00,107 equity shares having face value of Rs. 5/- each	19,98,70,00,535
Total	**19,98,70,00,535**

Please refer to **ANNEXURE 16** for details regarding the pre and post-arrangement, expected capital structure and shareholding pattern of each of the Companies.

14. Names of the Promoters of the Applicant Company along with their addresses:

S. No.	Name of the Promoter	Address
1.	Bharti Telecom Limited	Plot No. 16, Udyog Vihar, Phase IV, Gurgaon – 122001, Haryana, India
2.	Pastel Limited	Level 3, Alexender House, 36 Cybercity, Ebene, Mauritius
3.	Indian Continent Investment Limited	6, Sir William Newton Street, Port Louis, Mauritius
4.	Viridian Limited	C/o intercontinental Trust Limited at Level 3, Alexender House, 36 Cybercity, Ebene, Mauritius

Notes:

(i) Bharti Telecom Limited is promoter of Bharti Airtel Limited as prescribed in its IPO Prospectus dated February 7, 2002.

(ii) Pastel Limited qualifies as "deemed promoter" u/r 2(1)(t) of SEBI (Substantial Acquisition and Takeover) Regulations, 2011 but is not having control over the listed company nor is "person acting in concert" with promoter (Bharti Telecom Limited) as specified u/r 2(1)(q) of the Regulations.

(iii) Indian Continent Investment Limited is person acting in concert with promoter "Bharti Telecom Limited".

(iv) Viridian Limited is person acting in concert with Pastel Limited.

15. Names of the directors of the Applicant Company as on June 22, 2018 along with their addresses:

S. No.	Name of the Director and Designation	Address
1.	**Mr. Sunil Bharti Mittal** (Chairman)	19, Amrita Shergill Marg, New Delhi –110003, India
2.	**Mr. Ben Verwaayen** (Independent Director)	Prince's Gate 1,Flat 7, London Sw7 1QJ,United Kingdom
3.	**Ms. Chua Sock Koong** (Non-Executive Director)	15A, Oei Tiong Ham Park, Singapore – 268302
4.	**Mr. Craig Ehrlich** (Independent Director)	Block - B, 6/F, Best View Court, 66, Mac Donnell Road, Hong Kong
5.	**Mr. Dinesh Kumar Mittal** (Independent Director)	B-71, Sector 44, Noida – 201301, Uttar Pradesh, India
6.	**Mr. Gopal Vittal** (Managing Director & CEO (India & South Asia))	A2/1202, World Spa East, Sector 30 & 41, Gurgaon – 122001, Haryana, India
7.	**Mr. Manish Kejriwal** (Independent Director)	Prabhat Building, 3rd Floor, Flat No. 18, B Road, Churchgate, Mumbai – 400020, Maharashtra, India
8.	**Mr. Rakesh Bharti Mittal** (Non-Executive Director)	4 Pearl Lane, DLF Chattarpur Farms, New Delhi – 110074, India
9.	**Mr. Shishir Priyadarshi** (Independent Director)	24, Cret De Champel, Geneva, 1206, Switzerland
10.	**Ms. Tan Yong Choo** (Non-Executive Director)	22, Park Villas Green, Singapore – 545430
11.	**Mr. V.K. Viswanathan** (Independent Director)	F-01, First Floor, Legacy Caldera, 56, SRT Road, Cunningham Road, Bangalore – 560052, Karnataka, India

16. The date of the board meeting at which the Scheme was approved by the Board of the Applicant Company including the names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The Scheme was unanimously approved by the Board of the Applicant Company on December 19, 2017. The

details of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as under:

S. No.	Names of the Directors	Votes
1.	**Mr. Sunil Bharti Mittal** (Chairman)	In Favour
2.	**Mr. Gopal Vittal** (Managing Director & CEO (India & South Asia))	Leave of Absence
3.	**Mr. Ben Verwaayen** (Independent Director)	Leave of Absence
4.	**Mr. Craig Ehrlich** (Independent Director)	Leave of Absence
5.	**Mr. Dinesh Kumar Mittal** (Independent Director)	In Favour
6.	**Ms. Chua Sock Koong** (Non-Executive Director)	Leave of Absence
7.	**Mr. Manish Kejriwal** (Independent Director)	Leave of Absence
8.	**Mr. Rakesh Bharti Mittal** (Non-Executive Director)	In Favour
9.	**Mr. Shishir Priyadarshi** (Independent Director)	Leave of Absence
10.	**Ms. Tan Yong Choo** (Non-Executive Director)	Leave of Absence
11.	**Mr. V.K. Viswanathan** (Independent Director)	In Favour

*Ben Verwaayen, Manish Kejriwal, Shishir Priyadarshi, Craig Ehrlich, Tan Yong Choo, directors participated in the meeting / discussions through audio conference and were granted leave of absence from physical presence.

17. As on December 31, 2017, the amount due to the unsecured creditors of the Applicant Company is Rs. 2,44,25,40,00,000/-.

18. Disclosure about the effect of the Scheme on the material interests of directors, key managerial personnel and debenture trustee of the Applicant Company:

None of the directors, the "Key Managerial Personnel" (*as defined under the Act and rules formed thereunder*) of the Applicant Company and their respective "Relatives" (*as defined under the Act and rules formed thereunder*) have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Transferor Company, if any, and/ or to the extent the said directors are common directors of the Applicant Company and the Transferor Company. The effect of the Scheme on the material interests of the directors and "Key Managerial Personnel" and their respective "Relatives", is not any different from the effect on other shareholders of the Applicant Company and/or the Transferor Company.

Further, the security/ bond trustee appointed in connection with the overseas bonds issued by the Applicant Company and the debenture trustee appointed in connection with the debentures issued by the Applicant Company are not expected to have any material interest in the Scheme.

The details of the shareholding of directors, "Key Managerial Personnel" and their respective "Relatives" as on June 22, 2018 is as follows:

S. No.	Name/ Designation	No. of shares held in the Transferor Company	No. of shares held in Applicant Company
1.	Mr. Gopal Vittal	Nil	2,98,885
2.	Mr. Nilanjan Roy	Nil	13,003

19. Disclosure about the effect of the Scheme on the following persons:

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Shareholders	In terms of Clause 6.1 of Part B of the Scheme, upon the Scheme coming into effect, the Applicant Company will issue and allot: (i) 1 fully paid up equity share of face value Rs. 5 each of the Applicant Company to the equity shareholders of the Applicant Company ("**TTML Equity Shareholders**") for every 2,014 equity shares of the Applicant Company held in the Applicant Company on the Record Date (*as defined in the Scheme*); (ii) 10 fully paid-up redeemable, non-participating, non-cumulative preference shares of face value Rs. 100 each of the Applicant Company to all (and not each) of the shareholders of the Applicant Company who hold redeemable preference shares ("**TTML RPS Holder**") in proportion to their holding of fully paid-up redeemable preference shares of the Applicant Company of face value of Rs. 100 on the Record Date (*as defined in the Scheme*). Further, in terms of Clause 6.2 of Part B of the Scheme, the

		Applicant Company shall not allot shares in respect of fractional entitlements to which a TTML Equity Holder or a TTML RPS Holder may be entitled on allotment of shares as per Clause 6.1 of Part B of the Scheme. The board of the Applicant Company ("**Board**") shall consolidate all such fractional entitlements and thereupon issue BAL Equity Shares or BAL RPS, as applicable (which shall be rounded off to the next whole number) in lieu thereof to a person/ trustee authorized by the Board in this behalf who shall hold the shares in trust on behalf of the TTML Equity Holders or TTML RPS Holders entitled to fractional entitlements with the express understanding that such person/ trustee shall sell the shares of the Applicant Company so allotted on the Stock Exchange (*as defined in the Scheme*) or otherwise at such time or times and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the TTML Equity Holders and TTML RPS Holders (as the case may be) in proportion to their respective fractional entitlements. Moreover, in terms of Clause 6.3.2 of Part B of the Scheme, the Board shall, if and to the extent required, apply for and obtain any approvals from the concerned Appropriate Authority (*as defined in the Scheme*) and undertake necessary compliance for the issue and allotment of BAL Equity Shares to the TTML Equity Holders and BAL RPS to the TTML RPS Holders (as the case may be) pursuant to Clause 6.1 of Part B of the Scheme. In the event that the approval of an Appropriate Authority is required for the issuance of BAL RPS to the TTML RPS Holders (as the case may be) but is not duly obtained after all conditions precedent (set out under Clause 9 of Part C of the Scheme) have been satisfied, then in such event the Company shall pay cash computed at the rate of Rs. 100 per BAL RPS (*as defined in the Scheme*) to such TTML RPS Holder (*as defined in the Scheme*) as the case may be. The Applicant Company has only a single class of shareholders i.e., the equity shareholders of the Applicant Company.
2.	Promoters	Please refer to point 1 above regarding effect on the shareholders.
3.	Non-Promoter Shareholders	
4.	Key Managerial Personnel/ Directors	Upon the Scheme coming into effect, the existing directors shall continue on the board of the Applicant Company and the existing KMPs shall continue being with the Applicant Company.
5.	Creditors/ Debenture Holders	The Scheme is expected to be in the best interest of the creditors and debenture holders of the Applicant Company.
6.	Depositors/ Deposit Trustee	Not Applicable. The Applicant Company does not have any depositors nor any deposit trustee.
7.	Debenture Trustee	The Scheme is expected to have no effect on the interests of the security/ bond trustee appointed in connection with the overseas bonds issued by the Applicant Company as well as the debenture trustee appointed in connection with the debentures issued by the Applicant Company.
8.	Employees	In terms of Clause 5.5 of Part B of the Scheme, upon the Scheme coming into effect, all Transferring Employees (*as defined in the Scheme*) shall be deemed to have become the employees of the Applicant Company, on terms and conditions not less favourable than those on which they are employed by the Transferor Company in the Demerged Undertaking (*as defined in the Scheme*) and without any

		interruption of, or break in, service as a result of the transfer of the Demerged Undertaking to the Applicant Company. The Scheme also provides that for the purpose of payment of any compensation, retrenchment compensation, gratuity and other terminal benefits, the past services of the Transferring Employees with the Transferor Company shall also be taken into account, and paid (as and when payable) by the Applicant Company.

20. No investigation proceedings have been instituted and are pending in relation to the Applicant Company under Sections 235 to 251 of the Companies Act, 1956 or under Sections 210 to 227 of the Act.

21. To the knowledge of the Applicant Company, no winding-up petition (including under Section 433 read with Section 434 of the Companies Act, 1956) and/ or insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 have been filed/ instituted and are pending against the Applicant Company.

22. The Applicant Company has filed a copy of the Scheme with the Registrar of Companies, NCT of Delhi & Haryana pursuant to Section 232(2)(b) of the Act.

DETAILS OF THE TRANSFEROR COMPANY AS PER RULE 6(3) OF THE RULES

23. Details of the Transferor Company:

Tata Teleservices (Maharashtra) Limited (Transferor Company)	
Corporate Identification No. (CIN)	L64200MH1995PLC086354
Permanent Account No. (PAN)	AAACH1458C
Incorporation Date	March 13, 1995
Type of Company	Public Limited Company
Registered Office Address	Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400033, Maharashtra
Email	investor.relations@tatatel.co.in
Stock Exchange(s) where securities of the Transferor Company are listed	(i) BSE Limited; and (ii) National Stock Exchange of India Limited

24. Summary of the main objects as per the memorandum of association of the Transferor Company:

The main objects of the Transferor Company are set out under Clause III(A) of its memorandum of association, which are as under:

"1. To carry on the business of telephone, telegraph cable and wireless company and to act as operators, designers, manufacturers, processors, assemblers, dealers, traders, distributors, importers, agents, consultants, system designers and contractors for erection and commissioning including on turnkey basis, of telephone Lines, telegraphs, intercom, cable and wireless communications, radio communication and all other systems of communication including fixed and mobile cellular services, paging facilities, E-mail, Voice Mail, Data Mail and Satellite Communication and to provide the latest transmission technology for telephones and video signals along with accessories and components relating thereto or to otherwise deal with the same in any other manner including storing, packing, transporting, converting, repairing, installing, training, servicing maintenance of all types, varieties and kinds of telephone instruments, intercom, and other accessories and components and to provide basic telecommunication services – fixed and mobile, satellite communication system, personal communication service, data service and all analog and digital communication systems.

2. To provide Telecommunication Services relative to transmission of voice, data, images using terrestrial networks, microwave and satellite technologies including Value Added Services viz. Radio Paging Services, Public Mobile Trunking Services, Closed Users Group Domestic 64 kbps data network via INSAT Satellite System, Videotex Service, Video Conferencing, Internet and allied Services (including e-commerce, e-business, content provision, operating and maintaining web farms), installing, operating and maintaining International Gateways and hosting portal site/s.

3. To carry on all kinds of business in connection with all communication equipment like receivers, transmitters, trans-receivers, walkie-talkies, radio, relay equipment, point to point communication equipment, antennas and associated equipment, single channel, multi channel, fixed frequency, variable frequency, static, mobile, airborne, shipborn equipment in any frequency spectrum, TV systems, receivers, transmitters, pattern generators and associated equipment, amplifiers, oscillators, synthesizers, waveform generating, measuring and associated equipment, sonic, ultrasonic and radio frequency ranging and depth finding sonar and telemetry coding and data transmission equipment, data acquisition, processing and logging equipment, calculators, computers, mini-computers, micro-computers, printers, readers display terminal, facsimile transmitting and receiving equipments and systems.

4. *To plan, build, manufacture, design and use all necessary equipments in respect of signalling, telecommunication and also control equipments used in roads, railways, ships, aircrafts, ports, airports, railway stations, public places/ residential and industrial complexes, cities, villages, remote areas and any other utilities.*

5. *To carry on the business of manufacturing, buying, selling, importing, exporting, storing, packing, distributing and otherwise dealing and trading in all kinds of signal transmission equipment including insulated and uninsulated wires and cables whether of copper, aluminium, ally steel, or any other substance and fibre optic cables and coaxial cables, microwave and other wireless transmission equipment for providing telephone signals and other multimedia services to the consumers.*

6. *To carry on development of all communication software and hardware and to deal sell, buy, trade, import, export, design, collaborate the same."*

25. Main business carried on by the Transferor Company:

The Transferor Company holds an Unified License with Access Service Authorisations for Mumbai service area and Maharashtra service i.e. rest of Maharashtra and Goa and a national Internet Service Provider ("**ISP"**) authorisation (collectively, referred to as the "**Telecom Licenses**"). The Transferor Company is engaged in businesses in the telecom sector including, *inter alia*, (i) consumer mobile telephony business; (ii) enterprise business; (iii) retail wireline voice and broadband business and (iv) wi-fi business, which are all provided under the same Telecom Licenses.

26. Details of change of name, registered office and objects of the Transferor Company during the last five years:

Change of Name: The Transferor Company was incorporated on March 13, 1995 under the provisions of the Companies Act, 1956 under the name "*Hughes Ispat Limited*". Thereafter, on April 26, 2000, the name of the Transferor Company was changed to "*Hughes Tele.com (India) Limited*". Subsequently, on February 13, 2003, the name of the Transferor Company was changed to its present name i.e. "*Tata Teleservices (Maharashtra) Limited*". Accordingly, there has been no change in the name of the Transferor Company during the last five years.

Change of Registered Office: There has been no change in the registered office of the Transferor Company during the last five years.

Change of Objects: There has been no change in the objects of the Transferor Company during the last five years.

27. Details of the capital structure of the Transferor Company including authorized, issued, subscribed and paid-up share capital:

Particulars	**Amount (in Rs./ Crore)**
Authorized Share Capital as on June 22, 2018	
2,50,00,00,000 equity shares of Rs. 10/- each	2,500
2,35,00,00,000 preference shares of Rs. 100/- each	23,500
50,00,00,000 unclassified shares of Rs. 100/- each	5,000
Total	**31,000**
Issued, Subscribed and Fully Paid-up Share Capital as on June 22, 2018	
1,95,49,27,727 fully paid up equity shares of Rs. 10/- each	1,954.93
20,18,00,000 fully paid up preference shares of Rs. 100/- each	2018.00
Total	**3,972.93**

There will not be any change in the capital structure of the Transferor Company pursuant to the Scheme.

Please refer to **ANNEXURE 16** for details regarding the pre and post-arrangement, expected capital structure and shareholding pattern of each of the Companies.

28. Names of the Promoters of the Transferor Company as on April 30, 2018, along with their addresses:

S. No.	**Name of the Promoter**	**Address**
1.	Tata Teleservices Limited	K L K Estate, Fateh Maidan Road, Hyderabad – 500001
2.	Tata Sons Limited	Bombay House, 24 Homi Mody Street, Mumbai – 400001
3.	Tata Power Company Limited	Standard Chartered Bank, Crescenzo, Securities Services, 3rd Floor, C-38/39 G -Block, BKC Bandra (East),Mumbai – 400051
4.	Panatone Finvest Limited	Ewart House, 3rd Floor, Homi Mody Street, Mumbai – 400001

29. Names of the directors of the Transferor Company as on April 30, 2018 along with their addresses:

S. No.	Name of the Director and Designation	Address
1.	**Mr. N. Srinath** (Managing Director)	201, Domus Josephi Building, Plot No. 160, Master Vinayak Road (formerly Perry Road), Bandra West, Mumbai – 400050
2.	**Ms. Hiroo Mirchandani** (Independent Director)	Flat D-1601, Ireo Uptown, Sector -66, Golf Course Extension Road, Gurgaon (Haryana) - 122101
3.	**Mr. D. T. Joseph** (Independent Director)	Flat No. 52, 5th Floor, Jasmine CHS., Madhusudan Kalelkar Marg, Bandra (East), Mumbai - 400051
4.	**Mr. Govind Sankaranarayanan** (Non-Executive Director)	41, Sealand, Flat No 10, 4th Floor, Cuffe Parade, Mumbai - 400005

30. The date of the board meeting at which the Scheme was approved by the Board of the Transferor Company including the names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The Scheme was unanimously approved by the Board of the Transferor Company on December 19, 2017. The details of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as under:

S. No.	Names of the Directors	Votes
1.	**Mr. N. Srinath** (Managing Director)	In Favour
2.	**Ms. Hiroo Mirchandani** (Independent Director)	In Favour
3.	**Mr. D.T. Joseph** In Favour (Independent Director)	
4.	**Mr. Govind Sankaranarayanan** (Non-Executive Director)	In Favour

31. As on March 31, 2018, the amount due to the unsecured creditors of the Transferor Company is Rs. 164,78,00,00,000/-.

32. Disclosure about the effect of the Scheme on the material interests of directors, key managerial personnel and debenture trustee of the Transferor Company:

None of the directors, the "Key Managerial Personnel" (*as defined under the Act and rules formed thereunder*) of the Transferor Company and their respective "Relatives" (*as defined under the Act and rules formed thereunder*) have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Transferor Company as set out below.

S. No.	Name/ Designation	No. of shares held in the Transferor Company	No. of shares held in Applicant Company
1.	Mr. Kiran Thacker (Company Secretary)	226	Nil

Please refer to paragraph 33 below for the effect of the Scheme on material interests of directors, key managerial personnel, debenture trustee and other stakeholders.

33. Disclosure about the effect of the Scheme on the following persons:

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
1.	Equity Shareholders	In terms of Clause 6 of Part C of the Scheme, BAL will allot 1 (one) fully paid up equity shares of BAL of face value Rs. 5 each to equity shareholders of TTML for every 2,014 (two thousand fourteen) equity shares of TTML held in TTML on the Record Date**.**Even after the allotment of the equity shares by BAL, the equity shareholders of TTML will continue to hold the equity shares of TTML held by them as on the Record Date.
2.	Preference Shareholders	In terms of Clause 6 of Part C of the Scheme, BAL will allot 10 (ten) fully paid-up redeemable, non-participating, non-cumulative preference shares of face value Rs. 100 each of BAL to all (and not each) shareholders of TTML who hold redeemable preference shares in proportion to their holding of fully paid-up redeemable preference shares of TTML of face value of Rs. 100 on the Record Date.Even after the allotment of the RPS by BAL, the preference shareholders of TTML will continue to hold the preference shares of TTML held by them as on the Record Date.

3.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in TTML as detailed in S. Nos. 1 and 2 above.
4.	Non-Promoter Shareholders	Please refer to S. Nos. 1 and 2 above regarding effect on the non-promoter shareholders.
5.	Key Managerial Personnel and Directors	None of the Key Managerial Personnel ("**KMP**") of TTML (i.e. chief executive officer, company secretary, whole-time director, chief financial officer etc.) will be transferred to BAL as part of the Scheme. The KMPs will continue with TTML for the other businesses of TTML.
6.	Creditors	The Scheme is expected to be in the best interest of TTML's creditors.
7.	Depositors	Not Applicable. TTML does not have any depositors.
8.	Debenture holders	Not Applicable. TTML does not have any debentures.
9.	Deposit Trustee	Not Applicable.
10.	Debenture Trustee	Not Applicable.
11.	Employees	In terms of Clause 5.5 of Part C of the Scheme, upon the Scheme coming into effect, all Transferring Employees (*as defined in the Scheme*) shall be deemed to have become the employees of the Applicant Company, on terms and conditions not less favourable than those on which they are employed by the Transferor Company in the Demerged Undertaking (*as defined in the Scheme*) and without any interruption of, or break in, service as a result of the transfer of the Demerged Undertaking to the Applicant Company.The Scheme also provides that for the purpose of payment of any compensation, retrenchment compensation, gratuity and other terminal benefits, the past services of the Transferring Employees with the Transferor Company shall also be taken into account, and paid (as and when payable) by the Applicant Company.

34. No investigation or proceedings have been instituted or are pending in relation to the Transferor Company under the Act.

35. The Transferor Company has filed a copy of the Scheme with the Registrar of Companies, Maharashtra pursuant to Section 232(2)(b) of the Act.

36. **Relationship between the Applicant Company and the Transferor Company:**

There is no relationship between the Applicant Company and the Transferor Company.

37. **Rationale of the Scheme and the benefits of the Scheme as perceived by the Board of Directors of the Applicant Company and the Transferor Company**

Para III of Part A of the Scheme (i.e. Rationale and Benefits of the Scheme) states as under:

"This Scheme for the demerger and vesting of the Demerged Undertaking (as defined hereinafter) of TTML to BAL, results in the following benefits:

(a) expanding the business of the Transferee Company in the growing markets of India, thereby creating greater value for the shareholders/ stakeholders of the Transferee Company;

(b) consolidation of the consumer wireless telecom business of the Transferor Company with the Transferee Company, thereby providing an opportunity to the shareholders of the Transferor Company to acquire an interest in the Transferee Company;

(c) availability of increased resources and assets which can be utilized for strengthening the customer base of the Transferee Company and servicing existing as well as prospective customers of the Transferee Company, innovatively and efficiently;

(d) the combination of the Demerged Undertaking and the Transferee Company is a strategic fit for serving existing market and for catering to additional volume linked to new consumers;

(e) enhance competitive strength, achieve cost reduction, efficiencies and productivity gains by pooling the technologies and resources of the Transferee Company and the Transferor Company thereby significantly contributing to future growth and maximizing shareholders value;

(f) increase in customer base and also acquisition of new customers;

(g) provision of state of the art services to the customers using the spectrum and other assets; and

(h) enhanced generation of revenues and therefore enhanced license fee to the Government.

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Parties."

38. **Appointed Date, Effective Date, Record Date and Share Exchange Ratio and Other Considerations:**

Appointed Date: The appointed date for the Scheme is either of (a) the Effective Date; or (b) such other date as may be agreed in writing by the Board of Directors of the Transferor as well as the Applicant Company, and thereafter approved by the NCLT.

Effective Date: The effective date is the date on which the Scheme takes effect in accordance with Clause 9 of the Scheme.

Record Date: The record date means the date to be mutually agreed by the Transferor Company and the Applicant Company, for the purpose of reckoning the TTML Equity Holders or TTML RPS Holders eligible to receive BAL Equity Shares and BAL RPS (*each as defined in the Scheme*), as applicable, in accordance with Clause 6.1 of the Scheme.

Consideration for the Demerger – Share Entitlement Ratio:

In consideration of vesting of the Demerged Undertaking (*as defined in the Scheme*) of the Transferor Company in the Applicant Company in terms of the Scheme, the Applicant Company shall, without any further application, act or deed, issue and allot:

- 1 BAL Equity Share to TTML Equity Holders on the Record Date for every 2,014 TTML Equity Shares each held in TTML on the Record Date; and
- 10 BAL RPS to all (and not each) TTML RPS Holders in proportion to their holding of TTML RPS on the Record Date.

39. **Salient Features of the Scheme:**

*"**1. DEFINITIONS***

Capitalised terms used herein but not defined shall have the meaning assigned to them in the draft of the Scheme enclosed as Annexure 1.

*1.2 "**Appointed Date**" means either of (a) the Effective Date; or (b) such other date as may be agreed in writing by the Board of Directors of the Transferor as well as the Transferee Company, and thereafter approved by the NCLT;*

*1.12 "**Demerged Undertaking**" means the entire consumer wireless mobile business, undertakings, activities and operations of the Transferor Company in the TTML Circles to be transferred to BAL as a going concern with effect from the Appointed Date and, unless mutually agreed to and/ or identified between Parties, includes without limitation:*

(a) all Assets used by the Transferor Company primarily in connection with the Demerged Undertaking, including without limitation:

(i) the Spectrum allocated in relation to the Demerged Undertaking as set out in Schedule 1;

(ii) various resources granted by the DoT in relation to the TTML Circles. Such resources, include but are not limited to, frequencies for microwave backhaul (MW access and backbone carriers), access codes, MSC codes, MCC and MNC codes, SP codes, mobile numbering series, location routing number (LRN) codes, SACFA clearance certificates, wireless operating licences, other relevant licences/ permissions access spectrum, import licences, other administratively assigned frequencies, VSAT links, etc.;

(iii) all current assets, deposits including accrued interest, loans and advances, accrued to, or available with, the Transferor Company as on the Appointed Date;

(iv) the Cash pertaining to the Demerged Undertaking, accrued to, or available with, the Transferor Company as on the Appointed Date;

(v) all statutory and regulatory approvals, licenses except UL and ISP, agreements, permissions, approvals or consents to carry on the operations of the Demerged Undertaking including permissions for establishing cellular towers (including cell site licenses) or receiving stations and/ or approvals for bandwidth, spectrum, wireless access network and any other licenses, approvals, clearances, registrations (except the registration as infrastructure provider), permissions, authorities, allocations including but not limited to coverage test certificates, lawful interception clearances, approvals related to launch of mobile services and other service authorization permissions, EMF test certificates, remote access permissions, various security clearances including security policy filed with the DoT and audit certificates, permissions for various products/services and other miscellaneous approvals, etc. used by the Transferor Company primarily in owning or operating the Demerged Undertaking;

(vi) the base station transmitting and/or receiving equipment and other active equipment installed at any site, which is primarily used by the Transferor Company for operating the Demerged Undertaking, including base station controllers, switches, packet core, router and switches, Mobility IN/HLR/VAS, antennas, microwave

dishes, wireless cable runs, panels, conduits, radio, amplifiers, filters and other transmission or communications equipment (including microwave transmitters operating in licensed band allocated for mobile networks, receivers and accessories);

(vii) plant and machinery, utilities, vehicles, furniture, office equipment, appliances, accessories, information technology and related infrastructure used by the Transferor Company primarily in the operations of the Demerged Undertaking;

(viii) all Intellectual Property and goodwill used primarily in relation to the Demerged Undertaking; and

(ix) indefeasible right to use a part of the optical fibre network of the Transferor Company on terms mutually agreed to between the relevant Parties.

(b) the freehold and leasehold properties (and properties under leave and license arrangements) that are used in relation to the Demerged Undertaking;

(c) specified Tax benefits, CENVAT credits, goods and services Tax credits, other indirect Tax credits, brought forward accumulated tax losses, unabsorbed depreciation, privileges, advantages, benefits and all other rights and facilities of every kind, nature and description, whatsoever, in relation to the foregoing and pertaining to the Demerged Undertaking;

(d) all employees of the Transferor Company who are either (A) employed (whether primarily or exclusively) with the Demerged Undertaking as on the Effective Date, or (B) are mutually agreed between the Parties to be directly involved and responsible for the operations of the Demerged Undertaking ("Transferring Employees");

(e) all subscribers of the Demerged Undertaking in the TTML Circles other than the subscribers of the Residual Undertaking;

(f) all Liabilities of the Demerged Undertaking;

*(g) all Contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature relating exclusively to the Demerged Undertaking and to which the Transferor Company is a party or to the benefit of which the Demerged Undertaking may be eligible, and which are subsisting or have effect ("**Transferring Contracts**");*

(h) all deposits and balances with Appropriate Authorities and any other persons, earnest moneys and/or security deposits paid by the Transferor Company directly or indirectly in connection with or relating to the Demerged Undertaking, by way of cash, deposits, bank guarantees including without limitation the DoT Bank Guarantees, etc. which shall be substituted by the Transferee Company except identified bank guarantees, as mutually agreed to between the Parties;

*(i) all civil, legal or other proceedings in relation to the Demerged Undertaking, except the Excluded Litigations ("**Transferring Litigations**");*

(j) all necessary books, tax books, records, files, papers, product specification, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, catalogues, quotations and other records whether in physical or electronic form relating exclusively to the Demerged Undertaking; and

(k) the microwave backhaul of the Transferor Company.

*1.15 "**Effective Date**" means the date on which the Scheme takes effect in accordance with Clause 9 of the Scheme. References in the Scheme to the date of "coming into effect of this Scheme" or "Scheme becoming effective" shall be construed accordingly;*

*1.22 "**Record Date**" shall mean a date to be mutually agreed by the Transferor Company and the Transferee Company, for the purpose of reckoning the TTML Equity Holders or TTML RPS Holders eligible to receive BAL Equity Shares and BAL RPS, as applicable, in accordance with Clause 6.1.*

6. CONSIDERATION FOR DEMERGER

6.1 Upon Part C of the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking of the Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application, act or deed, issue and allot:

(i) 1 (one) BAL Equity Share to TTML Equity Holders on the Record Date for every 2,014 (two thousand fourteen) TTML Equity Shares each held in TTML on the Record Date; and

(ii) 10 (Ten) BAL RPS to all (and not each) TTML RPS Holders in proportion to their holding of TTML RPS on the Record Date.

6.2 The Transferee Company shall not allot shares in respect of fractional entitlements to which a TTML Equity Holder or a TTML RPS Holder may be entitled on allotment of shares as per Clause 6.1. The Board of Transferee Company shall consolidate all such fractional entitlements and thereupon issue BAL Equity Shares or BAL RPS, as applicable (which shall be rounded off to the next whole number) in lieu thereof to a person/ trustee authorized by the Board of Transferee

Company in this behalf who shall hold the shares in trust on behalf of the TTML Equity Holders or TTML RPS Holders entitled to fractional entitlements with the express understanding that such person/trustee shall sell the shares of Transferee Company so allotted on the Stock Exchange or otherwise at such time or times and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the TTML Equity Holders and TTML RPS Holders (as the case may be) in proportion to their respective fractional entitlements.

6.3 For the purpose of issue and allotment of shares pursuant to this Clause 6, the following terms shall apply:

6.3.1 The BAL Equity Shares to be issued and allotted by Transferee Company to the shareholders of Transferor Company shall rank pari passu in all respects with the then existing BAL Equity Shares.

6.3.2 The Board of Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the concerned Appropriate Authority and undertake necessary compliance for the issue and allotment of BAL Equity Shares to the TTML Equity Holders and BAL RPS to the TTML RPS Holders (as the case may be) pursuant to Clause 6.1 of the Scheme. In the event that the approval of an Appropriate Authority is required for the issuance of BAL RPS to the TTML RPS Holders (as the case may be) but is not duly obtained after all Conditions Precedent have been satisfied, then in such event the Transferee Company shall pay cash computed at the rate of INR 100 (Rupees one hundred) per BAL RPS to such TTML RPS Holder as the case may be.

6.3.3 The BAL Equity Shares shall be issued in dematerialized form to the shareholders of the Transferor Company into the account in which shares of the Transferor Company are held or such other account as is intimated in writing by the shareholders to Transferor Company and/ or its registrar and transfer agent provided such intimation has been received by the Transferor Company and/or its registrar before the Effective Date. The BAL RPS issued pursuant to Clause 6.1 shall be issued in dematerialized or physical form as the Transferor Company and Transferee Company may mutually agree.

6.3.4 Approval of the Scheme by the equity shareholders of Transferee Company shall be deemed to be in due compliance of the provisions of Section 42, Section 55 and Section 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the BAL Equity Shares and BAL RPS by Transferee Company as provided in the Scheme.

6.3.5 The BAL RPS to be issued by Transferee Company pursuant to Clause 6.1 of the Scheme will not be listed and/ or admitted to trading on the Stock Exchanges.

6.3.6 The BAL Equity Shares to be issued by Transferee Company to the TTML Equity Holders of Transferor Company pursuant to Clause 6.1 of the Scheme will be listed and/ or admitted to trading on the Stock Exchanges within 45 (forty five) days of the Effective Date. The Transferee Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for Transferee Company with the formalities of the said Stock Exchange as may be required for listing of the BAL Equity Shares. The BAL Equity Shares of Transferee Company allotted pursuant to the Scheme shall remain frozen in the depository system till listing and trading permission is given by the Stock Exchanges.

7. Accounting Treatment

7.1 In the books of the Transferee Company:

Upon the Scheme becoming effective Scheme becoming effective, with effect from the Appointed Date, the Transferee Company shall account for the transfer and vesting of Demerged Undertaking in its books in accordance with the requirements of Ind AS 103 'Business Combinations' as notified under Section 133 of the Companies Act, 2013:

(i) The Transferee Company shall, on the Scheme becoming effective, record all assets (tangible and intangible) and liabilities of the Demerged Undertaking;

(ii) For the liabilities of the Demerged Undertaking recognised in (i) above against which indemnification has been provided, corresponding indemnification asset, to the extent allowed under Ind AS, would be accounted;

(iii) The Transferee Company shall record the consideration transferred (shares of Transferee Company issued to equity holders of Transferor Company pursuant to the Scheme);

(iv) The difference, if any, being excess/ deficit arising pursuant to the Scheme shall be accounted as capital reserve/ goodwill; and

(v) To the extent there are inter-corporate balances between the Transferee Company and the Demerged Undertaking, the obligations in respect thereof shall stand cancelled.

9. CONDITIONS PRECEDENT

*9.1 The effectiveness of the Scheme shall be conditional upon satisfaction or waiver (if applicable) of the following conditions ("**Conditions Precedent**") and the Scheme shall take effect from the later of any of the dates set out below:*

9.1.1 The written approvals of the DoT with respect to the transactions contemplated under the Scheme shall have been received.

9.1.2 Later of the dates of certified copies of the orders of the respective NCLTs sanctioning the Scheme being filed with the respective Registrars of Companies having jurisdiction over the Parties.

9.1.3 Execution of an agreement between the Parties in relation to the Scheme and fulfilment/ waiver of the conditions precedent thereunder in the manner stated therein."

THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME, THE UNSECURED CREDITORS ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME (ANNEXED HEREWITH) TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF AND THE RATIONALE OF THE SCHEME.

40. **Summary of the Valuation Report including basis of valuation and the Fairness Opinion of the Registered Valuer:**

The Share Entitlement Report recommends the share entitlement ratio for the proposed demerger of the consumer mobile business ("**CMB**") of the Transferor Company into the Applicant Company. The Share Entitlement Report recommends that the share entitlement ratio for the proposed transaction should be anywhere in the following range:

- Lower Range: 1 equity share of the Applicant Company of Rs. 5 each fully paid up for every 5,964 shares of the Transferor Company of Rs. 10 each fully paid up (*reference invited to Table A of the Share Entitlement Report*).
- Upper Range: 1 equity share of the Applicant Company of Rs. 5 each fully paid up for every 1,575 shares of the Transferor Company of Rs. 10 each fully paid up (*refer invited to Table B of the Share Entitlement Report*).

The Share Entitlement Report states that the above is based on the overlapping equity ranges for CMB of the Transferor Company as per the valuers' workings of Rs. 0.09 per share to Rs. 0.33 per share and that the issuance of redeemable preference shares by the Applicant Company to the RPS holders in the Transferor Company were not considered for the estimation of the share entitlement ratio. The Share Entitlement Report further states that any other matter including economic rationale for the proposed transaction per se or accounting, legal or tax matters involved in the proposed transaction have not been examined.

Moreover, the fairness opinion dated December 19, 2017 issued to Bharti Airtel Limited by RBSA Capital Advisors LLP, a merchant banker registered with SEBI ("**Fairness Opinion**") has been issued in respect of the Share Entitlement Report. No special valuation difficulties were reported by the valuers.

Please refer to the Share Entitlement Report and the Fairness Opinion that are enclosed as **ANNEXURE 3** and **ANNEXURE 4**, respectively.

41. **Details of capital or debt restructuring, if any:** The details of the capital structure of the Applicant Company as on June 22, 2018 is provided at paragraph 13 of this Explanatory Statement. Further, the details of the capital structure of the Transferor Company as on June 22, 2018 is provided at paragraph 27 of this Explanatory Statement. Further, there shall be no capital restructuring and/ or debt restructuring of the Companies pursuant to the Scheme.

42. **Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme:**

a) The equity shares of the Applicant Company are listed on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (collectively, the " **Stock Exchanges**"). The NSE was appointed as the designated stock exchange by the Applicant Company for the purpose of coordinating with SEBI, pursuant to the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by SEBI ("**SEBI Circular**"). The Applicant Company has received observation letters, both dated March 20, 2018, from the Stock Exchanges wherein the Stock Exchanges have granted their no objection to filing the Scheme with the Tribunal. The said observation letters are issued by the BSE and the NSE are enclosed as **ANNEXURE 8** and **ANNEXURE 9**, respectively.

b) As required by the SEBI Circular, the Applicant Company has filed its Complaint Report with BSE and NSE, respectively, on February 14, 2018. The Complaint Report filed by the Applicant Company indicates that it has received 'nil' complaints. A copy of the Complaint Report is enclosed as **ANNEXURE 6**.

c) The Competition Commission of India ("**CCI**") has provided its approval on the transaction contemplated in the Scheme under Section 31(1) of the Competition Act, 2002 by way of an order dated November 16, 2017. A copy of the order of the CCI is enclosed as **ANNEXURE 17**.

d) The Scheme was filed by the Applicant Company with the Tribunal, on April 10, 2018. Consequently, the Hon'ble Principal Bench of the Tribunal *vide* order dated May 23, 2018, has directed, *inter alia,* the convening of the Meeting.

e) Pursuant to Clause 3(a) of the "Guidelines for transfer/ merger of various categories of telecommunication service / licenses / authorization under unified license on compromises, arrangements, and amalgamation of the Companies" dated February 20, 2014 ("**DoT Merger Guidelines**") issued by the Department of Telecommunications ("**DoT**"), the Applicant Companies were required to notify the DoT of the Scheme. Accordingly, in accordance with the DoT Merger Guidelines, the Applicant Company and the Transferor Company separately notified the DoT *vide* letter dated April 18, 2018 bearing No. RP/FY18-19/037/328 and letter dated April 17, 2018 bearing No. TTML/Demerger/Merger/2018/01, respectively. Consequently, the DoT has issued a letter to the Applicant Company dated June 18, 2018 bearing No. AS-21/I/2018-AS-V-Part(1).

43. **Inspection of Documents:** The following documents will be open for inspection to the unsecured creditors of the Applicant Company at its registered office situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070 on all days except Saturday, Sunday and public holidays between 11:00

A.M. and 1:00 P.M. up to the date of the Meeting:

a) Copy of the order dated May 23, 2018 passed by the Hon'ble Principal Bench of the Tribunal in Company Application No. (CAA)65/PB/2018, directing *inter alia*, the convening of the Meeting;

b) Copy of the order dated May 11, 2018 passed by the Hon'ble Mumbai Bench of the Tribunal in Company Application No. 194 of 2018 in relation to the Transferor Company;

c) Copy of the Scheme, as filed before the Hon'ble Tribunal;

d) Copy of the share entitlement report dated December 19, 2017 issued by S.R. Batliboi & Co. LLP and Walker Chandiok & Co LLP;

e) Copy of the fairness opinion dated December 19, 2017 issued to the Applicant Company by RBSA Capital Advisors LLP, a merchant banker registered with SEBI;

f) Copy of the fairness opinion dated December 19, 2017 issued to the Transferor Company by Kotak Mahindra Capital Company Limited, a merchant banker registered with SEBI;

g) Copy of the Complaints Report submitted by the Applicant Company to the Stock Exchanges on February 14, 2018;

h) Copy of the Complaints Report submitted by the Transferor Company to the Stock Exchanges on February 13, 2017;

i) Copies of the observation letters, both dated March 20, 2018, issued by the Stock Exchanges to the Applicant Company;

j) Copies of the observation letters, both dated March 21, 2018, issued by the Stock Exchanges to the Transferor Company;

k) Copies of the certificate of incorporation dated July 7, 1995, the certificate for commencement of business dated January 18, 1996 and the fresh certificate of incorporation consequent upon change of name dated April 24, 2006 along with copies of the memorandum of association and articles of association of the Applicant Company;

l) Copies of the certificate of incorporation dated March 13, 1995, the certificate for commencement of business dated March 20, 1995 and the fresh certificates of incorporation consequent on change of name dated April 26, 2000 and February 13, 2003, respectively, along with copies of the memorandum of association and articles of association of the Transferor Company;

m) Copy of the certificate dated December 19, 2017 issued by Deloitte Haskins & Sells LLP, Chartered Accountants, the statutory auditor of the Applicant Company in terms of the proviso to Section 230(7)/ 232(3) of the Act, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Act;

n) Copy of the certificate dated February 23, 2018 issued by Price Waterhouse Chartered Accountants LLP, the statutory auditor of the Transferor Company in terms of the proviso to Section 230(7)/ 232(3) of the Act, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Act;

o) Copies of the annual reports of the Applicant Company for the last three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016;

p) Copies of the audited financial statements for the period ended March 31, 2018 of each of the Companies;

q) Copies of the extract of the resolutions dated December 19, 2017 passed by the respective Boards' of the Companies, *inter alia,* approving the Scheme and the filing thereof with the Tribunal;

r) Report of the Audit & Risk Management Committee of the Applicant Company dated December 19, 2017 recommending the Scheme to the Board of the Applicant Company;

s) Report of the Audit Committee of the Transferor Company dated December 19, 2017 recommending the Scheme to the Board of the Transferor Company;

t) Reports adopted by the respective Boards of the Companies pursuant to Section 232(2)(c) of the Act;

u) Copy of the order of the Competition Commission of India dated November 16, 2017 approving the transaction contemplated in the Scheme under Section 31(1) of the Competition Act, 2002;

v) Letter dated June 18, 2018 bearing No. AS-21/I/2018-AS-V-Part(1) issued by the DoT to the Applicant Company pursuant to the DoT Merger Guidelines;

w) Other documents displayed on the websites of the Stock Exchanges and the Applicant Company in terms of the SEBI Circular;

x) any other contracts or agreements material to the Scheme; and

y) Copies of the paper books filed in Company Application No. (CAA)65/PB/2018.

Dated this 22nd day of June, 2018

For Bharti Airtel Limited

Sd/-
Rohit Krishan Puri
(Authorized Signatory)

Registered Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070.
CIN: L74899DL1995PLC070609
Email: compliance.officer@bharti.in

SCHEME OF ARRANGEMENT

(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)

AMONGST

TATA TELESERVICES (MAHARSHTRA) LIMITED
(TTML or Transferor Company)

AND
BHARTI AIRTEL LIMITED
(BAL or Transferee Company)

AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PART A – GENERAL

I. PREAMBLE AND OVERVIEW OF THE SCHEME

(a) This scheme of arrangement ("**Scheme**", as more particularly defined below) is presented under Sections 230 to 232 and other applicable provisions of the Act (as defined below) read with Section 2(19AA) and other applicable provisions of the Income-tax Act, 1961, between Tata Teleservices (Maharashtra) Limited ("**TTML**" or the "**Transferor Company**") and Bharti Airtel Limited ("**BAL**" or the "**Transferee Company**") and their respective shareholders and creditors.

(b) This Scheme provides for the following:

(i) the transfer by way of a demerger of the Demerged Undertaking (as defined below) of the Transferor Company to the Transferee Company , and the consequent issue of BAL Equity Shares to the TTML Equity Holders and BAL RPS to the TTML RPS Holders by the Transferee Company in accordance with Clause 6 below; and

(ii) various other matters consequential or otherwise integrally connected therewith.

II. INTRODUCTION

(a) TTML is a public listed company incorporated on March 13, 1995 under the provisions of the Companies Act, 1956 with Corporate Identification Number L64200MH1995PLC086354. Its registered office is situated Voltas Premises, TB Kadam Marg, Chinchpokli, Mumbai, 400033. TTML holds an Unified License with Access Service Authorisations for Mumbai service area and Maharashtra service i.e. rest of Maharashtra and Goa and a national Internet Service Provider ("**ISP**") authorisation (collectively, referred to as the "**Telecom Licenses**"). TTML is engaged in businesses in the telecom sector including, *inter alia*, (i) consumer mobile telephony business; (ii) enterprise business; (iii) retail wireline voice and broadband business and (iv) wi-fi business, which are all provided under the same Telecom License. The consumer mobile telephony business as carried out by TTML as a part of the Demerged Undertaking and the enterprise business and other businesses carried on as part of the Residual Undertaking are separate and different business of TTML.The equity shares of TTML are listed on the Stock Exchanges (defined below).

(b) BAL is a public listed company incorporated on July 7, 1995 under the provisions of the Companies Act, 1956 with Corporate Identification Number L74899DL1995PLC070609. Its registered office is situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070. BAL is engaged in the business of providing global telecommunication services with operations in 17 (seventeen) countries across Asia and Africa. In India, the Transferor Company's product offerings include consumer mobile services (2G, 3G and 4G), mobile commerce, fixed line services, high speed home broadband, DTH, enterprise services including national and international long distance services to carriers. It has Unified License to operate in Punjab, Himachal Pradesh, Karnataka, Andhra Pradesh, Delhi and Kolkata and Unified Access Service License in remaining circles except in Rajasthan and North-Eastern circle. In the rest of the geographies, it offers consumer mobile services (2G, 3G and 4G) and mobile commerce.

III. RATIONALE AND BENEFITS OF THIS SCHEME

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This Scheme for the demerger and vesting of the Demerged Undertaking (as defined hereinafter) of TTML to BAL, results in the following benefits:

(a) expanding the business of the Transferee Company in the growing markets of India, thereby creating greater value for the shareholders/ stakeholders of the Transferee Company;

(b) consolidation of the consumer wireless telecom business of the Transferor Company with the Transferee Company, thereby providing an opportunity to the shareholders of the Transferor Company to acquire an interest in the Transferee Company;

(c) availability of increased resources and assets which can be utilized for strengthening the customer base of the Transferee Company and servicing existing as well as prospective customers of the Transferee Company, innovatively and efficiently;

(d) the combination of the Demerged Undertaking and the Transferee Company is a strategic fit for serving existing market and for catering to additional volume linked to new consumers;

(e) enhance competitive strength, achieve cost reduction, efficiencies and productivity gains by pooling the technologies and resources of the Transferee Company and the Transferor Company thereby significantly contributing to future growth and maximizing shareholders value;

(f) increase in customer base and also acquisition of new customers;

(g) provision of state of the art services to the customers using the spectrum and other assets; and

(h) enhanced generation of revenues and therefore enhanced license fee to the Government.

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Parties.

IV. PARTS OF THE SCHEME

The Scheme is divided into following parts:

(a) **Part A** deals with background of the Parties and the rationale and benefits of the Scheme;

(b) **Part B** deals with the Definitions, Interpretation and Share Capital;

(c) **Part C** deals with demerger of the Demerged Undertaking as a going concern into the Transferee Company, in compliance with Section 2(19AA) of the Income-tax Act, 1961;

(d) **Part D** deals with the General Terms and Conditions applicable to the Scheme.

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PART B - DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the meanings respectively assigned against them:

1.1. "**Act**" means the Companies Act, 2013 and the Companies Act, 1956 (to the extent the same is in force and applicable), the rules and regulations made thereunder and shall include any statutory modification or re-enactment thereof for the time being in force;

1.2. "**Appointed Date**" means either of (a) the Effective Date; or (b) such other date as may be agreed in writing by the Board of Directors of the Transferor as well as the Transferee Company, and thereafter approved by the NCLT;

1.3. "**Applicable Law**" means (a) all applicable statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, listing agreements, notifications, guidelines or policies of any applicable country and/ or jurisdiction; (b) administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or approvals of, or agreements with, any Appropriate Authority or recognized stock exchange; and (c) international treaties, conventions and protocols, as may be in force from time to time;

1.4. "**Appropriate Authority**" means any national, state, provincial, local or similar governmental, statutory, regulatory, administrative authority, agency, commission, departmental or public body or authority, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders, in each case having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, or any stock exchange in India or any other country including the Registrar of Companies, Regional Director, DoT, CCI, Reserve Bank of India, SEBI, Stock Exchanges, NCLT, and such other sectoral regulators or authorities as may be applicable;

1.5. "**Assets**" shall mean and include without limitation, assets or properties of every kind, nature, character and description whether movable, immovable, tangible, intangible, whether owned or leased or otherwise acquired by or in the possession of the Transferor Company, in connection with or pertaining or relatable to the Demerged Undertakings;

1.6. "**BAL Equity Shares**" means fully paid up equity shares of BAL of face value INR 5 (Rupees five only) each in the share capital of the Transferee Company;

1.7. "**BAL RPS**" means fully paid-up redeemable, non-participating, non-cumulative preference shares of face value INR 100 (Rupees hundred only) each in the share capital of Transferee Company 1 and having the terms set forth in Schedule 3;

1.8. "**Board**" in respect of a company means the board of directors of such company at the relevant time, and, unless it is repugnant to the context, shall include a committee duly constituted and authorized thereby;

1.9. "**Cash**" means and includes, the aggregate amount in respect of the following items, including without limitation: (a) cash and bank balances; (b) securities held by or on behalf of the Transferor Company which are readily convertible into cash (i.e. cash equivalents); (c) fixed deposit receipts and any interest accrued thereon; and (d) any other cash equivalent;



1.10. "**Contract**" means any contract, lease, licence, indenture, agreement, commitment or any other legally binding arrangement;

1.11. "**CCI**" means the Competition Commission of India;

1.12. "**Demerged Undertaking**" means the entire consumer wireless mobile business, undertakings, activities and operations of the Transferor Company in the TTML Circles to be transferred to BAL as a going concern with effect from the Appointed Date and, unless mutually agreed to and/ or identified between Parties, includes without limitation:

(a) all Assets used by the Transferor Company primarily in connection with the Demerged Undertaking, including without limitation:

(i) the Spectrum allocated in relation to the Demerged Undertaking as set out in Schedule 1;

(ii) various resources granted by the DoT in relation to the TTML Circles. Such resources, include but are not limited to, frequencies for microwave backhaul (MW access and backbone carriers), access codes, MSC codes, MCC and MNC codes, SP codes, mobile numbering series, location routing number (LRN) codes, SACFA clearance certificates, wireless operating licences, other relevant licences/ permissions access spectrum, import licences, other administratively assigned frequencies, VSAT links, etc.;

(iii) all current assets, deposits including accrued interest, loans and advances, accrued to, or available with, the Transferor Company as on the Appointed Date;

(iv) the Cash pertaining to the Demerged Undertaking, accrued to, or available with, the Transferor Company as on the Appointed Date;

(v) all statutory and regulatory approvals, licenses except UL and ISP, agreements, permissions, approvals or consents to carry on the operations of the Demerged Undertaking including permissions for establishing cellular towers (including cell site licenses) or receiving stations and/ or approvals for bandwidth, spectrum, wireless access network and any other licenses, approvals, clearances, registrations (except the registration as infrastructure provider), permissions, authorities, allocations including but not limited to coverage test certificates, lawful interception clearances, approvals related to launch of mobile services and other service authorization permissions, EMF test certificates, remote access permissions, various security clearances including security policy filed with the DoT and audit certificates, permissions for various products/services and other miscellaneous approvals, etc. used by the Transferor Company primarily in owning or operating the Demerged Undertaking;

(vi) the base station transmitting and/or receiving equipment and other active equipment installed at any site, which is primarily used by the Transferor Company for operating the Demerged Undertaking, including base station controllers, switches, packet core, router and switches, Mobility IN/HLR/VAS, antennas, microwave dishes, wireless cable runs, panels, conduits, radio, amplifiers, filters and other transmission or communications equipment (including microwave transmitters operating in licensed band allocated for mobile networks, receivers and accessories);

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(vii) plant and machinery, utilities, vehicles, furniture, office equipment, appliances, accessories, information technology and related infrastructure used by the Transferor Company primarily in the operations of the Demerged Undertaking;

(viii) all Intellectual Property and goodwill used primarily in relation to the Demerged Undertaking; and

(ix) indefeasible right to use a part of the optical fibre network of the Transferor Company on terms mutually agreed to between the relevant Parties.

(b) the freehold and leasehold properties (and properties under leave and license arrangements) that are used in relation to the Demerged Undertaking;

(c) specified Tax benefits, CENVAT credits, goods and services Tax credits, other indirect Tax credits, brought forward accumulated tax losses, unabsorbed depreciation, privileges, advantages, benefits and all other rights and facilities of every kind, nature and description, whatsoever, in relation to the foregoing and pertaining to the Demerged Undertaking;

(d) all employees of the Transferor Company who are either (A) employed (whether primarily or exclusively) with the Demerged Undertaking as on the Effective Date, or (B) are mutually agreed between the Parties to be directly involved and responsible for the operations of the Demerged Undertaking ("**Transferring Employees**");

(e) all subscribers of the Demerged Undertaking in the TTML Circles other than the subscribers of the Residual Undertaking;

(f) all Liabilities of the Demerged Undertaking;

(g) all Contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature relating exclusively to the Demerged Undertaking and to which the Transferor Company is a party or to the benefit of which the Demerged Undertaking may be eligible, and which are subsisting or have effect ("**Transferring Contracts**");

(h) all deposits and balances with Appropriate Authorities and any other persons, earnest moneys and/or security deposits paid by the Transferor Company directly or indirectly in connection with or relating to the Demerged Undertaking, by way of cash, deposits, bank guarantees including without limitation the DoT Bank Guarantees, etc. which shall be substituted by the Transferee Company except identified bank guarantees, as mutually agreed to between the Parties;

(i) all civil, legal or other proceedings in relation to the Demerged Undertaking, except the Excluded Litigations ("**Transferring Litigations**");

(j) all necessary books, tax books, records, files, papers, product specification, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, catalogues, quotations and other records whether in physical or electronic form relating exclusively to the Demerged Undertaking; and

(k) the microwave backhaul of the Transferor Company.

1.13. "**DoT**" means the Department of Telecommunications, Government of India;

1.14. "**DoT Bank Guarantees**" means all the bank guarantees provided by TTML to DoT in terms of any notice inviting application issued by DoT or UL held by TTML or as mutually agreed to and/ or identified between the Parties;

1.15. "**Effective Date**" means the date on which the Scheme takes effect in accordance with Clause 9. References in this Scheme to the date of "coming into effect of this Scheme" or "Scheme becoming effective" shall be construed accordingly;

1.16. "**Excluded Litigations**" means:

(a) all criminal proceedings (including before any statutory or quasi-judicial authority or tribunal), under any statute, by or against the Transferor Company arising and pertaining to the period prior to a specified date, as mutually agreed to between the relevant Parties; and

(b) any other civil, legal, regulatory, taxation or other litigation or proceedings (including before any statutory or quasi-judicial authority or tribunal), as are specifically agreed to between the relevant Parties, including under or in accordance with any definitive agreement(s) that may be entered into by and between the relevant Parties in relation to the Scheme.

1.17. "**INR**" means Indian Rupees;

1.18. "**Intellectual Property**" means all intellectual properties including trademarks, service marks, logos, trade names, domain names, database rights, design rights, rights in know-how, trade secrets, copyrights, moral rights, confidential processes, patents, inventions and any other intellectual property or proprietary rights (including rights in computer software), in relation to the Demerged Undertakings, excluding Intellectual Property owned by Tata Sons Limited and NTT Docomo Inc. and Future Corporate Resources Limited;

1.19. "**Liabilities**" means liabilities determined and identified after due consideration of the applicable provisions of Section 2(19AA) of the Income-tax Act, 1961, and includes without limitation:

(a) liabilities in connection with or pertaining or relatable to the Demerged Undertakings of every kind, nature and description, and recognized as liabilities in the books of accounts of the Transferor Company, as on the Appointed Date, in accordance with applicable accounting standards and/ or generally accepted accounting principles in India;

(b) the specific loans or borrowings (including debentures, if any, raised, incurred and utilized solely for the activities or operations) of the Demerged Undertakings; and

(c) in cases other than those referred to in (a) or (b) above, so much of the amounts of general or multipurpose borrowings, if any, of Transferor Company, as stand in the same proportion which the value of the assets transferred with the Demerged Undertaking bears to the total value of the assets of the Transferor Company immediately prior to the Appointed Date.

1.20. "**NCLT**" means the National Company Law Tribunal at New Delhi and the National Company Law Tribunal at Mumbai having jurisdiction in relation to the Parties as constituted and authorized as per the provisions of the Act for approving any scheme of arrangement,

compromise or reconstruction of companies under Sections 230 to 232 of the Act and shall include, if applicable, such other forum or authority as may be vested with the powers of a tribunal for the purposes of Sections 230 to 232 of the Act as may be applicable;

1.21. "**Parties**" mean Transferor Company and the Transferee Company collectively;

1.22. "**Record Date**" shall mean a date to be mutually agreed by the Transferor Company and the Transferee Company, for the purpose of reckoning the TTML Equity Holders or TTML RPS Holders eligible to receive BAL Equity Shares and BAL RPS, as applicable, in accordance with Clause 6.1;

1.23. "**Residual Undertaking**" means the remaining activities, assets, business, contracts, employees and liabilities (actual and contingent) of the Transferor Company that are not part of the demerger of the Demerged Undertaking to the Transferee Company in terms of and upon the effectiveness of this Scheme. For the avoidance of doubt, it is hereby clarified that the Residual Undertaking shall also mean and include, without limitation, the following:

(a) wireline business, wi-fi business, managed services business (such as internet of things, cloud and SaaS services) and wholesale data services business and undertakings of the Transferor Company;

(b) the optical fibre and copper fibre network and the indefeasible right to use the optical fibre and copper fibre network of other operators;

(c) retail wireline voice and broadband business of the Transferor Company;

(d) the Transferor Company's passive infrastructure assets (not including telecom towers owned by the Transferor Company) comprising of the following, unless mutually agreed otherwise between the Parties: all the uninterrupted power supply, rectifier power supplies, electrical panels, air conditioners, battery banks, DG sets and associated power cables, fire alarm and fire suppression systems;

(e) infrastructure and allocations including unlicensed band radios network associated with, or related to (a) to (d);

(f) the UL and ISP; and

(g) the IPV4/IPV6 allocations and SDCA based numbering series, SMS codes (alpha numeric) given to subscribers of the businesses mentioned at (a) to (d) above, toll free services numbering series;

1.24. "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this scheme of arrangement in as modified from time to time, as per Clause 8 of the Scheme;

1.25. "**SEBI**" means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;

1.26. "**Spectrum**" means the spectrum allotted to the Transferor Company, details of which are set out in Schedule 1;

1.27. "**Stock Exchange**" means BSE Limited and/ or the National Stock Exchange of India Limited and "**Stock Exchanges**" shall mean both collectively

1.28. **"Taxes" or "Tax" or "Taxation"** means: (a) all forms of direct tax and indirect tax, levy, duty (including stamp duty), charge, impost, withholding or other amount whenever or

wherever created or imposed under Applicable Laws; and (b) all charges, interest, penalties and fines (by whatever name called) incidental or relating to any Tax falling within (a) above or which arise as a result of the failure to pay any Tax on the due date or to comply with any obligation relating to Tax;

1.29. "**TTML Equity Holders**" means a person recorded in the Transferor Company's register of members as the owner of one or more TTML Equity Shares as on the relevant Record Date and shall include the respective heirs, executors, administrators or other legal representative or other successors in title of such person;

1.30. "**TTML Equity Shares**" means fully paid up equity shares of TTML of face value INR 10 (Rupees ten only) each in the share capital of TTML;

1.31. "**TTML RPS**" means fully paid-up, redeemable preference shares of TTML of face value INR 100 (Rupees hundred only) each in the share capital of TTML;

1.32. "**TTML RPS Holders**" means a person recorded in the Transferor Company's register of members as the owner of one or more TTML RPS as on the relevant Record Date and shall include the respective heirs, executors, administrators or other legal representative or other successors in title of such person;

1.33. "**Transferee Company**" or "**BAL**" shall have the meaning set out in Preamble I (a);

1.34. "**Transferor Company**" or "**TTML**" shall have the meaning set out in Preamble I (a);

1.35. **"Transferring Contracts"** shall have the meaning set out in Clause 1.12(g);

1.36. **"Transferring Employees"** shall have the meaning set out in Clause 1.12(d)

1.37. "**Transferring Litigations**" shall have the meaning set out in Clause 1.12(i)**;**

1.38. "**TTML Circles**" means the telecom service areas of Mumbai and Maharashtra;

1.39. "**UL**" mean Unified License with access service authorization for Maharashtra and Mumbai service area granted by the DoT to TTML.

2. INTERPRETATION

2.1.1. References to clauses and schedules, unless otherwise provided, are to clauses and schedules of and to this Scheme.

2.1.2. The headings herein shall not affect the construction or interpretation of this Scheme.

2.1.3. Unless the context otherwise requires, reference to any law or to any provision thereof shall include references to any such law or to any provision thereof as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, or to any law or any provision which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

2.1.4. Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

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2.1.5. References to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives body (whether or not having separate legal personality).

2.1.6. An asset, contract, proceeding, resource or other matter that is mutually agreed in writing by the Parties to be or not to be primarily relatable to or used in a Demerged Undertaking shall be deemed for the purposes of this Scheme to be or not be (respectively) primarily relatable to or used in a Demerged Undertaking.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme shall be operative and effective from the Appointed Date.

4. SHARE CAPITAL

4.1. The authorized, issued and paid up share capital of the Transferor Company as on December 15, 2017 is as under:

Share Capital	**Amount (INR and in Crores.)**
Authorized Share Capital	
2,50,00,00,000 equity shares of INR 10 each	2,500
2,35,00,00,000 preference shares of INR 100 each	23,500
50,00,00,000 unclassified shares of INR 100 each	5,000
TOTAL	**31,000**
Issued and paid-up Share Capital	
1,95,49,27,727 fully paid up equity shares of INR 10 each	1954.93
20,18,00,000 fully paid up preference shares of INR 100 each	2018
TOTAL	**3972.93**

4.2. The authorized, issued and paid up share capital of BAL as on December 15, 2017 is as under:

Share Capital	**Amount (INR in crores)**
Authorized Share Capital	
5500,000,000 equity shares of INR 5 each	2750
TOTAL	2750
Issued and paid-up Share Capital	
3,997,400,102 equity shares of INR 5 each	1998.7
TOTAL	1998.7

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PART C - DEMERGER AND VESTING OF DEMERGED UNDERTAKING OF TRANSFEROR COMPANY INTO TRANSFEREE COMPANY

5. DEMERGER AND VESTING OF DEMERGED UNDERTAKING

5.1. Upon the Scheme becoming effective, the Demerged Undertaking shall, in accordance with Section 2(19AA) of the Income-tax Act, 1961 and Sections 230 to 232 of the Act, without any further act or deed, stand transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company as a going concern.

5.2. **Transfer of Assets**

5.2.1. Upon the Scheme becoming effective and subject to any agreement between the Parties:

(i) all the Assets relating primarily to the Demerged Undertaking and capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed as the case may be to the Transferee Company and shall become the property of the Transferee Company in pursuance of the provisions of Section 232 of the Act, without requiring any deed or instrument of conveyance for transfer of the same;

(ii) in respect of the Assets relating to the Demerged Undertaking other than those specified in Clause 5.2.1(i) above the same shall, on and from the Appointed Date, stand transferred to the Transferee Company and to the extent such Asset is a debt, loan, receivable, advance or deposit, appropriate entries should be passed in their respective books to record the aforesaid change, without any notice or other intimation to such debtors. Provided that the Transferee Company may itself, at its sole discretion and shall, at any time after coming into effect of this Scheme in accordance with the provisions hereof and shall, if so required under any law, give notices in such form as it may deem fit and proper, to each person, as the case may be, that pursuant to the Scheme becoming effective, the said debt, loan receivable, advance or deposit stands transferred and vested in the Transferee Company and be paid or made good or held on account of the Transferee Company as the person entitled thereto;

(iii) the Assets relating to the Demerged Undertaking that are immovable in nature shall be vested in and/or be deemed to have been vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company and/or the Transferee Company. With effect from the Effective Date, the Transferee Company shall be entitled to exercise all rights and privileges attached to such immovable properties and shall be liable to pay the ground rent and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the Appropriate Authorities pursuant to the sanction of this Scheme by the NCLT and upon the Scheme becoming effective in accordance with the terms hereof; and

(iv) for purposes of taking on record the name of the Transferee Company in the records of the Appropriate Authorities in respect of transfer of immovable properties to the Transferee Company pursuant to this Scheme, the Boards of the Transferor Company and the Transferee Company may approve the execution of such documents or deeds as may be necessary, including deed of assignment of lease or leave or licence (as the case may be) by the Transferor Company in favour of the Transferee Company.

(v) It is hereby clarified that for continuation of the non-wireless business (i.e. the wireline business), the Residual Undertaking will retain the UL and the ISP.

5.3. **Transfer of Liabilities**

5.3.1. Upon the Scheme becoming effective, without any further act or deed, all the Liabilities relating to the Demerged Undertaking shall be transferred or deemed to be transferred to the Transferee Company so as to become as and from the Appointed Date, the debts, liabilities, duties, obligations of the Transferee Company which it undertakes to meet, discharge and satisfy to the exclusion of Transferor Company such that except as may be otherwise agreed between the Parties, the Transferor Company shall in no event be responsible or liable in relation to any such Liabilities relating to the Demerged Undertaking and it shall not be necessary to obtain the consent of any person in order to give effect to the provisions of this Clause.

5.3.2. The provisions of this Clause 5.3 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing to which the relevant Liability relates or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified by the foregoing provisions, provided that the provisions of this Clause shall be subject to any agreement entered into amongst the Parties.

5.4. **Legal Proceedings**

5.4.1. Upon the Scheme becoming effective, all Transferring Litigations, pending on the Effective Date, shall be continued, prosecuted and enforced by or against the Transferee Company, in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the Transferor Company.

5.4.2. The Transferee Company: (a) shall be replaced/added as party to Transferring Litigations; and (b) shall prosecute or defend such proceedings at its own cost and subject to any agreement between the Parties, the liability of the Transferor Company shall consequently stand nullified. Each of the Parties shall make relevant applications in that behalf, as may be required.

5.5. **Employees**

5.5.1. Upon the Scheme becoming Effective, all Transferring Employees shall be deemed to have become the employees of the Transferee Company, on terms and conditions not less favourable than those on which they are employed by the Transferor Company in the Demerged Undertaking and without any interruption of, or break in, service as a result of the transfer of the Demerged Undertaking to the Transferee Company.

5.5.2. The Transferee Company agrees that for the purpose of payment of any compensation, retrenchment compensation, gratuity and other terminal benefits, the past services of the Transferring Employees with the Transferor Company shall also be taken into account, and pay the same as and when payable.

5.5.3. On the Scheme becoming effective, in so far as all employee benefits including the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of Transferor Company are concerned (collectively referred to as the "**Employee Benefit Funds**"), such proportion of the investments made in the funds and liabilities which are referable to the Transferring Employees shall be transferred to the similar funds existing or created by the Transferee

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Company and shall be held for their benefit pursuant to this Scheme, or maintained as separate funds by Transferee Company.

5.6. **Contracts, Deeds, etc.**

Notwithstanding anything to the contrary contained in any Transferring Contracts, upon the coming into effect of the Scheme, all Transferring Contracts subsisting or having effect on the Effective Date, shall continue in full force and effect and all rights and obligations stipulated therein (except as otherwise agreed) shall be for the benefit of the Transferee Company, and may be enforced effectively by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto from inception.

5.7. **Permits**

5.7.1. All governmental approvals and other consents, permissions, quotas, rights, authorisations, entitlements, no-objection certificates and licenses, including those relating to tenancies, privileges, powers and facilities of every kind and description of whatsoever nature, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be entitled to use and which may be required to carry on the operations of the Demerged Undertaking, and which are subsisting or in effect immediately prior to the Effective Date, shall be, and remain, in full force and effect in favour of the Transferee Company and may be enforced as fully and effectually as if, the Transferee Company had been a party, a beneficiary or an obligee thereto.

5.7.2. The Transferee Company shall be entitled to undertake and carry out the business pertaining to the Demerged Undertaking pursuant to the effectiveness of the Scheme on its own account, pending the transfer of any approvals and other consents, permissions, quotas, rights, authorisations, entitlements, no-objection certificates and licenses, privileges, powers and facilities of every kind and description, that may be required under Applicable Law in the name of the Transferee Company and would be entitled to make any applications, requests and the like in this regard.

5.8. **Taxes and Taxation**

5.8.1. Upon the Scheme becoming effective, the Transferor Company and the Transferee Company are expressly permitted to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Income-tax Act, 1961, central sales tax, applicable state value added tax, service tax laws, excise duty laws and other Tax laws, and to claim refunds and/or credit for Taxes paid (including, tax deducted at source, wealth tax, etc.) and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.

5.8.2. Without prejudice to the generality of the above, all benefits, incentives, losses, credits (including, without limitation, in respect of income tax, tax deducted at source, wealth tax, service tax, excise duty, central sales tax, applicable state value added tax etc.) to which the Transferor Company is entitled in terms of Applicable Laws in relation to the Demerged Undertaking, shall be available to and vest in the Transferee Company, upon this Scheme coming into effect.

5.8.3. This Scheme complies with the conditions relating to "demerger" as defined under Section 2(19AA), Section 47, Section 72A and other relevant sections and provisions, of the Income-tax Act, 1961 and is intended to apply accordingly. If any terms or clauses of this Scheme are found to be or interpreted to be inconsistent with any of the said provisions (including the conditions set out therein) at a later date whether as a result of a new enactment or any

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amendment or coming into force of any provision of the Income-tax Act, 1961 or any other law or any judicial or executive interpretation or for any other reason whatsoever, Parties shall negotiate in good faith to modify this Scheme in a mutually satisfactory manner that ensures compliance of this Scheme with such provisions.

6. CONSIDERATION FOR DEMERGER

6.1. Upon Part C of this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking of the Transferor Company in the Transferee Company in terms of this Scheme, the Transferee Company shall, without any further application, act or deed, issue and allot:

(A) 1 (one) BAL Equity Share to TTML Equity Holders on the Record Date for every 2,014 (two thousand fourteen) TTML Equity Shares each held in TTML on the Record Date; and

(B) 10 (Ten) BAL RPS to all (and not each) TTML RPS Holders in proportion to their holding of TTML RPS on the Record Date.

6.2. The Transferee Company shall not allot shares in respect of fractional entitlements to which a TTML Equity Holder or a TTML RPS Holder may be entitled on allotment of shares as per Clause 6.1. The Board of Transferee Company shall consolidate all such fractional entitlements and thereupon issue BAL Equity Shares or BAL RPS, as applicable (which shall be rounded off to the next whole number) in lieu thereof to a person/ trustee authorized by the Board of Transferee Company in this behalf who shall hold the shares in trust on behalf of the TTML Equity Holders or TTML RPS Holders entitled to fractional entitlements with the express understanding that such person/trustee shall sell the shares of Transferee Company so allotted on the Stock Exchange or otherwise at such time or times and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the TTML Equity Holders and TTML RPS Holders (as the case may be) in proportion to their respective fractional entitlements.

6.3. For the purpose of issue and allotment of shares pursuant to this Clause 6, the following terms shall apply:

6.3.1. The BAL Equity Shares to be issued and allotted by Transferee Company to the shareholders of Transferor Company shall rank *pari passu* in all respects with the then existing BAL Equity Shares.

6.3.2. The Board of Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the concerned Appropriate Authority and undertake necessary compliance for the issue and allotment of BAL Equity Shares to the TTML Equity Holders and BAL RPS to the TTML RPS Holders (as the case may be) pursuant to Clause 6.1 of the Scheme. In the event that the approval of an Appropriate Authority is required for the issuance of BAL RPS to the TTML RPS Holders (as the case may be) but is not duly obtained after all Conditions Precedent have been satisfied, then in such event the Transferee Company shall pay cash computed at the rate of INR 100 (Rupees one hundred) per BAL RPS to such TTML RPS Holder as the case may be.

6.3.3. The BAL Equity Shares shall be issued in dematerialized form to the shareholders of the Transferor Company into the account in which shares of the Transferor Company are held or such other account as is intimated in writing by the shareholders to Transferor Company and/ or its registrar and transfer agent provided such intimation has been received by the

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Transferor Company and/or its registrar before the Effective Date. The BAL RPS issued pursuant to Clause 6.1 shall be issued in dematerialized or physical form as the Transferor Company and Transferee Company may mutually agree.

6.3.4. Approval of this Scheme by the equity shareholders of Transferee Company shall be deemed to be in due compliance of the provisions of Section 42, Section 55 and Section 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the BAL Equity Shares and BAL RPS by Transferee Company as provided in this Scheme.

6.3.5. The BAL RPS to be issued by Transferee Company pursuant to Clause 6.1 of this Scheme will not be listed and/ or admitted to trading on the Stock Exchanges.

6.3.6. The BAL Equity Shares to be issued by Transferee Company to the TTML Equity Holders of Transferor Company pursuant to Clause 6.1 of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges within 45 (forty five) days of the Effective Date. The Transferee Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for Transferee Company with the formalities of the said Stock Exchange as may be required for listing of the BAL Equity Shares. The BAL Equity Shares of Transferee Company allotted pursuant to the Scheme shall remain frozen in the depository system till listing and trading permission is given by the Stock Exchanges.

7. ACCOUNTING TREATMENT

7.1. Notwithstanding anything contained in any other clause in the Scheme, Transferor Company shall give effect to the demerger in its books of accounts as per the applicable accounting principles and as on the date as prescribed under Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time. In case of the Transferee Company, the accounting treatment shall also take into account the provisions of Clause 7.2 below:

7.2. **Accounting treatment in the books of the Transferee Company**

7.2.1 On this Scheme becoming effective, with effect from the Appointed Date, the Transferee Company shall account for the transfer and vesting of Demerged Undertaking in its books in accordance with the requirements of Ind AS 103 'Business Combinations' as notified under Section 133 of the Companies Act, 2013:

(i) The Transferee Company shall, on this Scheme becoming effective, record all assets (tangible and intangible) and liabilities of the Demerged Undertaking;

(ii) For the liabilities of the Demerged Undertaking recognised in (i) above against which indemnification has been provided, corresponding indemnification asset, to the extent allowed under Ind AS, would be accounted;

(iii) The Transferee Company shall record the consideration transferred (shares of Transferee Company issued to equity holders of Transferor Company pursuant to this Scheme);

(iv) The difference, if any, being excess / deficit arising pursuant to this Scheme shall be accounted as capital reserve / goodwill; and



(v) To the extent there are inter-corporate balances between the Transferee Company and the Demerged Undertaking, the obligations in respect thereof shall stand cancelled.



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PART D - GENERAL TERMS AND CONDITIONS

8. MODIFICATION OR AMENDMENTS TO THE SCHEME

The Transferor Company and the Transferee Company shall have the right to amend or modify the Scheme, as they deem fit, subject to Applicable Law. Provided that no amendment or modification will be made to the Scheme without specific and written approval of the authorized signatory of each of the Transferor Company and the Transferee Company.

9. CONDITIONS PRECEDENT

9.1. The effectiveness of this Scheme shall be conditional upon satisfaction or waiver (if applicable) of the following conditions ("**Conditions Precedent**") and this Scheme shall take effect from the later of any of the dates set out below:

9.1.1. The written approvals of the DoT with respect to the transactions contemplated under the Scheme shall have been received.

9.1.2. Later of the dates of certified copies of the orders of the respective NCLTs sanctioning the Scheme being filed with the respective Registrars of Companies having jurisdiction over the Parties.

9.1.3. Execution of an agreement between the Parties in relation to the Scheme and fulfilment/ waiver of the conditions precedent thereunder in the manner stated therein.

10. COSTS AND EXPENSES

Stamp duty costs incurred in connection with this Scheme (including any order sanctioning this Scheme) shall be borne by the Parties in such manner as may be mutually agreed.

11. RESIDUAL PROVISIONS

The consent of the shareholders and creditors of each of the Parties to the Scheme in accordance with the Act, as applicable, shall be deemed to be sufficient for purposes of effecting all the actions set out in this Scheme and no additional actions of the Parties shall be separately required.

12. POWER TO REMOVE DIFFICULTIES

The authorised signatories of the Parties, either by themselves or through a committee appointed by them in this behalf, may jointly and as mutually agreed in writing, including without limitation through any definitive agreement(s) that may be entered into by and between the relevant Parties in relation to the Scheme:

(a) give such directions (acting jointly) as may be mutually agreed in writing by the Parties as they may consider necessary to settle any question or difficulty arising under this Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those;

(b) do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect; and

(c) make any inclusions or exclusions (including without limitation in relation to Assets, Liabilities, Excluded Litigations and/ or the like) to the Demerged Undertakings.

13. SEVERABILITY

If any part of this Scheme is found to be invalid, unenforceable or unworkable for any reason whatsoever, the same shall not, subject to the decision of the Boards of the respective Parties, affect the validity or implementation of the other parts and/or provisions of this Scheme.

14. CONDUCT OF BUSINESS OF THE RESIDUAL UNDERTAKING OF THE TRANSFEROR COMPANY

14.1. The Residual Undertaking and all the assets, liabilities, rights, title, interest or obligations thereto shall continue to belong to and be vested in and be managed by the Transferor Company and the Transferee Company shall have no right, claim or obligation in relation to the Residual Undertaking.

14.2. All legal, taxation and other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against the Transferor Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter, and in each case pertaining to the Residual Undertaking and the Excluded Litigations shall be continued and enforced by or against the Transferor Company. The Transferee Company shall, except as agreed between the Transferor Company and the Transferee Company, not be responsible or liable in relation to any such legal or other proceeding against the Transferor Company.

14.3. With effect from and beyond the Effective Date, the Transferor Company:

(i) shall be deemed to have been carrying on and to be carrying on all the business and activities relating to the Residual Undertaking for and on its own behalf; and

(ii) all profits accruing to the Transferor Company thereon or losses arising or incurred by it relating to the Residual Undertaking shall for all purposes be treated as the profits or losses, as the case may be, of the Transferor Company.



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Schedule 1

Spectrum (auction acquired) forming part of Demerged Undertaking

800 Mhz	Mhz	Auction Year	Allotment letter date	Spectrum Expiry date	Price/Mhz (Rs crs)	Cost (Rs crs)
Maharashtra	2.50	Mar15	28-May-15	27-May-35	799	1,999
Mumbai	2.50	Mar15	21-Apr-16	20-Apr-36	727	1,819
1800 Mhz						
Mumbai	0.60	Oct16	10-Nov-16	9-Nov-36	489	294
Mumbai	4.40	Oct16	10-Nov-16	29-Sep-37	489	2,152
Maharashtra	4.00	Oct16	10-Nov-16	9-Nov-36	318	1,272
Maharashtra	1.00	Oct16	10-Nov-16	29-Sep-37	318	318
2100 Mhz						
Maharashtra	5.00	Jun10	1-Sep-10	31-Aug-30	252	1,258

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Schedule 2

Terms of BAL RPS

1.	Dividend	10% per annum
2.	Face value	INR 100
3.	Term and Redemption	Mandatorily redeemable at par at the end of 18 months from the date of issuance
4.	Transferability	Transferable
5.	Voting/Non-Voting	Non- Voting

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

PRINCIPAL BENCH

NEW DELHI

Company Application No. (CAA) 65/PB/2018

Judgment dated: 23/05/2018

Coram:

CHIEF JUSTICE (Rtd.) SHRI M.M. KUMAR,

HON'BLE PRESIDENT

&

MR. S.K. MOHAPATRA,

MEMBER (TECHNICAL)

In the matter of:

Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

BETWEEN

1. **TATA TELESERVICES (MAHARASHTRA) LIMITED**

Company registered under the Companies Act, 1956

Having Registered Office at:

Voltas Premises, TB Kadam Marg, Chinchpokli

Mumbai-400033

..... Non- Applicant Company / Transferor Company

2. **BHARTI AIRTEL LIMITED**

Company registered under the Companies Act, 1956

Having Registered Office at:

Bharti Crescent, 1, Nelson Mandela Road,

Vasant Kunj, Phase II,

New Delhi-110070

... Applicant Company /Transferee Company

For the Applicants: Mr Sanjeev Puri, Senior Advocate

Mr. Kamal Shankar, Mr. Bharat Apte, Mr. Pradyumna Sharma, Mr. Rushil Oberoi, Advocates

ORDER

M.M. KUMAR, PRESIDENT

1. This is an application filed by the applicant companies under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (for brevity 'The Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (for brevity 'The Rules') in relation to the

Scheme of Amalgamation (for brevity the "SCHEME") proposed between the applicants. The said Scheme is also annexed [Annexure "A1 "].

In terms of Sections 230 and 232 of the 2013 Act following prayers have been made for orders:-

a) *This Hon'ble Tribunal may be pleased to pass appropriate order/directions for holding and convening the meeting of the shareholders of the Transferee Company, to consider and, if thought fit, approve, with or without modification, the Scheme, at such time, date and venue as this Hon'ble Tribunal may deem fit; and direct the appointment of a Chairperson, an Alternate Chairperson and a Scrutinizer (if required) for conducting such meeting of the shareholders of the Transferee Company to be held on such terms as this Hon'ble Tribunal may deem fit and who shall report the result thereof to this Hon'ble Tribunal; and direct that individual notices of the meeting may be sent by the transferee Company to the shareholders of the Transferee Company through registered post or speed post or through courier or through e-mail in accordance with applicable law and in such other manner as this Hon'ble Tribunal may deem fit; and direct the publication of the notices in relation of the said meeting in the newspapers, namely "Indian Express" (English, Delhi Edition) and "Jansatta" (Hindi, Delhi Edition), by way of a joint advertisement, if required;*

b) *This Hon'ble Tribunal may be pleased to pass appropriate orders/directions for dispensing with the requirement of holding and convening the meeting of the secured creditors of the Transferee Company, to consider and, if thought fit, approve, with or without modification, the Scheme, in view of the consent given by the only secured creditor of the Transferee Company;*

Alternatively, in the event this Hon'ble Tribunal holds that the meeting of the secured creditors of the Transferee Company cannot be dispensed with, this Hon'ble Tribunal may be pleased to pass directions for holding and convening a meeting of the secured creditors of the Transferee Company, to consider and, if thought fit, approve, with or without modification, the Scheme, at such time, date and venue as this Hon'ble Tribunal may deem fit; and direct the appointment of a Chairperson, an Alternate Chairperson and a Scrutinizer (if required) for conducting such meeting of the secured creditors of the Transferee Company to be held on such terms as this Hon'ble Tribunal may deem fit and who shall report the result thereof to this Hon'ble Tribunal; and direct that individual notices of the meeting may be sent by the transferee Company to the secured creditors of the Transferee Company through registered post or speed post or through courier or through e-mail in accordance with applicable law and in such other manner as this Hon'ble Tribunal may deem fit; and direct the publication of the notices in relation of the said meeting in the newspapers, namely "Indian Express" (English, Delhi Edition) and "Jansatta" (Hindi, Delhi Edition), by way of an advertisement, if required;

c) *This Hon'ble Tribunal may be pleased to pass appropriate order/directions for holding and convening the meeting of the unsecured creditors of the Transferee Company, to consider and, if thought fit, approve, with or without modification, the Scheme, at such time, date and venue as this Hon'ble Tribunal may deem fit; and direct the appointment of a Chairperson, an Alternate Chairperson and a Scrutinizer (if required) for conducting such meeting of the unsecured creditors of the Transferee Company to be held on such terms as this Hon'ble Tribunal may deem fit and who shall report the result thereof to this Hon'ble Tribunal; and direct*

that individual notices of the meeting may be sent by the transferee Company to the unsecured creditors of the Transferee Company through registered post or speed post or through courier or through e-mail in accordance with applicable law and in such other manner as this Hon'ble Tribunal may deem fit; and direct the publication of the notices in relation of the said meeting in the newspapers, namely "Indian Express" (English, Delhi Edition) and "Jansatta" (Hindi, Delhi Edition), by way of an advertisement, if required;

d) *This Hon'ble Tribunal may be pleased to direct service of notice under Section 230 (3) read with Section 230 (5) of the Companies Act, 2013 along with all the documents in such form as may be prescribed to the statutory authorities and such other sectoral regulators or authorities which are likely to be affected by the Scheme as per Section 230 (5) of the Companies Act, 2013;and*

e) *This Hon'ble Tribunal may be pleased to pass such further and other orders as deemed proper in the facts and circumstances on the instant case."*

2) An Affidavit in support of the application sworn for and on behalf of the Applicant Company has been filed by Mr. Rohit Krishan Puri being the authorized representative.

3) It is represented that the Scheme does not contemplate any corporate debt restructuring exercise as contemplated under Section 230(2) of the Act. Learned Counsel has taken us through the averments made in the application as well as the typed set of documents annexed there with. It is further

represented that the application filed by the applicant is maintainable in view of Rule 3(2) of the Rules and Learned Counsel also represented that the registered office of the applicant company is situated within the territorial jurisdiction of this Tribunal and fall within domain of Registrar of Companies, NCT, New Delhi. It is pertinent to mention that the registered office of the Transferor Company is in Maharashtra.

4) In relation to the Transferee/ Applicant Company, it has been represented that company has 2,00,450 Equity Shareholders and no Preference Shareholders as on 23.03.2018. We are further apprised that the Transferee / Applicant Company has only one Secured Creditor who has already accorded his consent affidavit to the Scheme. It is further stated that Transferee/ Applicant Company has 10,376 Unsecured Creditors. Therefore, in relation to the Equity Shareholders and Unsecured Creditors Transferee / Applicant Company seeks a direction for convening and holding of meetings for the purpose of obtaining their approval to the proposed Scheme.

5) The above application has been placed before us and this Tribunal proceeds to entertain the same. The registered office the applicant company is situated within New Delhi which is subject to the territorial jurisdiction of Registrar of Companies, NCT, New Delhi as well as that of this Tribunal.

6) We have perused the application and the connected documents filed along with the Scheme of Arrangement contemplated between the Companies.

7) Applicant Company was incorporated in the state of Delhi under the provisions of Companies Act, 1956 on 07.07.1995 under the name "*Bharti-Tele-Ventures Limited*". Thereafter on 24.04.2006, the name of the Transferor Company was changed to the present name i.e. "*Bharti Airtel Limited*".The authorised share capital of the Transferor Company is Rs 27,50,00,00,000 divided into 5,50,00,00,000 equity shares having face value of Rs. Five each. The issued, subscribed and paid-up share capital of the Company is Rs. 19,98,70,00,510 only divided into 3,99,74,00,102 equity shares having face value of Rs. five each. The equity shares of the Transferor Company are listed on the National Stock Exchange of India Limited and BSE Limited.

8) The Scheme provides for the transfer by way of demerger of the Demerged Undertaking of the Transferor Company to the Transferee Company and the subsequent issue of Equity shares of Bharti Airtel Limited to the Tata Teleservices (Maharashtra) Limited Equity Holders and Bharti Airtel Limited Redeemable Preference Shares to the Tata Teleservices (Maharashtra) Limited Redeemable Preference Shares Holders by the Transferee Company in accordance with the terms of the Scheme.

9) The Board of Directors of the Transferee Company vide meeting held on 19.12.2017 has unanimously passed a resolution and approved the proposed Scheme as contemplated above and a copy of the resolution has also been placed on record by the Company.

10) A certificate dated 19.12.2017 issued by Deloitte Haskins & Sells LLP, Charted Accountants, the statutory auditor of Transferee Company in terms of proviso to Section 230 (7)/ 232 (3) of the Companies Act, 2013, certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Companies Act, 2013.

11) Taking into consideration the application and the documents filed therewith, we propose to issue the following directions with respect to calling, convening and holding of the meetings of the Shareholders, Secured and Unsecured Creditors or dispensing with the same which are as follows:-

A. In relation to the Applicant / Transferee Company:

i. With respect to Equity Shareholders:

It is represented by the Applicant Company that there are 2,00,450 Equity Shareholders in the Company. Meeting of Shareholders be convened on 03.08.2018; at Ocean Pearl Retreat, Chattarpur Mandir

Road, Satbari I, New Delhi. The Quorum of the meeting shall be Two hundred (200) (10.30 AM to 11.30 AM)

ii. With respect to Secured Creditors:

Since it is represented by the Applicant No. 1 that there are is only one Secured Creditor in the Company, who has already accorded his consent by way of an affidavit, the meeting of Secured Creditors is dispensed with.

iii. With respect to Unsecured Creditors:

It is represented by the Applicant No. 1 that there are 10,376 Unsecured Creditors in the Company. Meeting of Unsecured Creditors be convened at the same venue at 1.30 PM to 2.30 PM. The Quorum of the meeting shall be One hundred (100)

B. In case the Quorum as noted above for the above meetings of the applicant companies are not present, in the meetings, then the meetings shall be adjourned for half an hour, and thereafter, the person present shall be deemed to constitute the quorum. For the purpose of computing the quorum, the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, are duly filed with registered office of the applicant companies at least 48 hours before the meetings. The Chairperson and the Alternate Chairperson

appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained.

C. Mr. J.P. Singh, Senior Advocate (Mobile No.9810034286) is appointed as the Chairperson and Mr. Manuj Nagrath (Mobile No.9417502808) is appointed as Alternative Chairperson for the meetings of Applicant Company as has been directed to be convened by this Tribunal.

D. The fee for the Chairperson for the aforesaid meetings shall be Rs.1,50,000/- and the fee for the Alternate Chairperson shall be Rs.75,000/- in addition to meeting their incidental expenses. Mr. Pankaj Jain, Chartered Accountant (Mobile No.9810286606) is appointed as a Scrutinizer and would be entitled to fee of Rs.75,000/- for his services in addition to meeting his incidental expenses. The Chairperson will file their reports within two weeks from the date of holding of the above said meetings.

E. The individual notices of the said meetings shall be sent as required and prescribed by the Companies Act, 2013 through registered post or speed post or through courier or through e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, place and time as aforesaid, together with a copy of scheme of arrangement, a copy of explanatory statement. The prescribed form of proxy shall be sent along

with and in addition to the above documents, any other documents as may be prescribed under the Act may also be duly sent with the notice.

F. That the applicant company shall publish advertisement with a gap of at least 30 clear days before the aforesaid meetings, indicating the day, date, place and time as aforesaid in the English Daily 'Indian Express' and Hindi Daily 'Jansatta' (Delhi Edition) stating the copies of Scheme of Arrangement, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the Applicant Companies.

G. Voting shall be allowed on the proposed Scheme by voting in person or by proxy, as may be applicable to the respective companies under the Act and rules framed there under. The Chairperson shall be responsible to report the result of the meeting to this Tribunal within two weeks of the conclusion of the meeting with regard to the proposed scheme.

H. The Companies shall individually send notice to the Central Government, the Income Tax Authorities, concerned Registrar of Companies, NCT of Delhi & Haryana, Official Liquidator, BSE Limited, National Stock Exchange of India Ltd, Securities and Exchange Board of India and any sectoral regulators who may have significant bearing on the operation of the

applicant companies along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

I. All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

The application stands allowed in the aforesaid terms.

-Sd-

(M.M. KUMAR)
PRESIDENT

-Sd-

(S.K. MOHAPATRA)
MEMBER (TECHNICAL)

23/05/2018

29.5.2018

Registrar
National Company Law Tribunal
New Delhi

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(vidya)

S.R. BATLIBOI & CO. LLP Golf View Corporate Tower – B, Sector – 42, Sector Road, Gurgaon – 122 002, Haryana, India.	**Walker Chandiok & Co LLP** (Formerly Walker, Chandiok & Co) 5th Floor, No.65/2, Block 'A', Bagmane Tridib, Bagmane Tech Park, CV Raman Nagar Bengaluru – 560 093.

Dated: 19 December 2017

To

The Board of Directors	**The Board of Directors**
Tata Teleservices (Maharashtra) Limited A, E & F Blocks, Voltas Premises TB Kadam Marg, Chinchpokli Mumbai – 400 033	Bharti Airtel Limited Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj Phase II New Delhi – 110070

Sub: Recommendation of share entitlement ratio for the proposed demerger of the consumer mobile business of Tata Teleservices (Maharashtra) Limited ('TTML') into Bharti Airtel Limited ('BAL')

Dear Sir,

We refer to the engagement letters wherein

- Bharti Airtel Limited (hereinafter referred to as 'BAL') has appointed Walker Chandiok & Co LLP (hereinafter referred to as 'WCC' or 'Valuer 1'), and
- Tata Teleservices (Maharashtra) Limited (hereinafter referred to as 'TTML') has appointed S.R. Batliboi & Co. LLP (hereinafter referred to as 'SRBC' or 'Valuer 2')

respectively to recommend a share entitlement ratio for the proposed demerger of the consumer mobile business of TTML into BAL.

TTML and BAL are together hereinafter referred to as the 'Companies'.

WCC and SRBC are together hereinafter referred to as 'Valuers' (or 'we' or 'us' or 'our').

SCOPE AND PURPOSE OF THIS REPORT

TTML is a telecom company headquartered in Mumbai, India. TTML provides basic and cellular telecommunication services to retail, large corporate and small and medium enterprises in Maharashtra and Goa, India. It offers wireline services, code division multiple access services, global system for mobile communications services and 3G services; and voice, data and other enterprise services, such as connectivity and managed services, verticals based mobile applications and cloud services. The company also provides high speed Internet access services. Consumer Mobile Business of TTML (hereinafter referred to as 'CMB of TTML') refers to the wireless business providing CDMA/2G/3G services and excludes the enterprise business and the wireline/broadband business. For the year ended 31 March 2017, the total revenue of TTML is INR 27,614 million and the loss for the year is INR 23,565 million.

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BHARTI AIRTEL LIMITED NEW DELHI

Bharti Airtel Limited ("BAL"), together with its subsidiaries, operates as a telecommunications company. The company operates within various segments such as Mobile business segment, Airtel business segment, Tower Infrastructure Services segment, Homes Services segment and Digital TV Services segment. BAL also offers fixed line, DSL broadband, mobile commerce and infrastructure sharing service. It was founded in 1995 and is headquartered in New Delhi, India. For the year ended 31 March 2017, BAL reported a consolidated revenue (including other income) of INR 955,889 million and profit after tax of INR 42,414 million.

We understand from the management of the Companies (hereinafter referred to as "Management") that they are contemplating transfer by way of a demerger of the CMB of TTML into BAL ('Proposed Transaction') through a Scheme of Arrangement under the provisions of Section 230-232 of the Companies Act, 2013 ('Scheme'). Under the Proposed Transaction, TTML equity shareholders would be issued equity shares of BAL ('Share Entitlement Ratio').

For the aforesaid purpose, BAL and TTML have respectively appointed WCC and SRBC to prepare a report (the 'Report') on the Share Entitlement Ratio to be placed before the Board of Directors of the Companies.

The Valuers have been appointed separately and have worked independently in their analysis. WCC owns responsibility only to BAL and SRBC owns responsibility only to TTML.

The Valuers have received same information and clarifications from the Companies. For recommending the Share Entitlement Ratio, the Valuers have independently arrived at different values. However, to arrive at the consensus on the Share Entitlement Ratio, appropriate discussions, averaging and rounding off in the values arrived at by the Valuers have been done.

We have considered facts made known (past or future) to us till the date of our Report.

This Report is our deliverable in respect of our recommendation of Share Entitlement Ratio for the purpose of the Proposed Transaction.

The Management has informed us that there would not be any material change in the equity share capital of TTML and BAL till the closing of the Proposed Transaction, except to the extent of Employee Stock Options Schemes (ESOPs) of BAL.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

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BHARTI AIRTEL LIMITED NEW DELHI

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management/their representatives and / or gathered from public domain:

- With respect to TTML/CMB business
  - Annual report of TTML for the year ended 31 March 2017
  - Carved out unaudited balance sheet of CMB of TTML as at 30 September 2017
  - Details of assets/liabilities proposed to be transferred
  - The amount of debt proposed to be transferred to BAL, which is INR 9,500 million
  - Carved out unaudited profit and loss statements (upto EBITDA) of CMB for FY 2016-17 and six months ended 30 September 2017
  - Expected revenue and EBITDA of CMB for the year ended 31 March 2018
  - Historical circle-wise key operational parameters of the CMB of TTML for FY 2016-17 and for six months ended 30 September 2017

- With respect to BAL
  - Audited financial statement of BAL for the year ended 31 March 2017.
  - Quoted share prices and the traded volumes at NSE and BSE.

- Others
  - Draft Composite Scheme of Amalgamation.

During the discussions with the Management, we have also obtained explanations and information considered reasonably necessary for our exercise. The Management has been provided with the opportunity to review the draft Report (without value recommendations) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final Report.

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BHARTI AIRTEL LIMITED NEW DELHI

PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Discussions (physical / over call) to:
  - Understand the business and fundamental factors that affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance.
  - Enquire about business plans, future performance estimates, or budgets.
- Requested and received financial and qualitative information on the CMB of TTML
- Undertook Industry Analysis:
  - Research publicly available market data including economic factors and industry trends that may impact the valuation
  - Analysis of key trends and valuation multiples of comparable companies/comparable transactions using:
    - Valuers' internal transactions database
    - Proprietary databases subscribed by the Valuers'
  - Other publically available information.
- Analysis of information
- Selection of appropriate internationally accepted valuation methodology/(ies) after deliberations

Further, at the request of the Management, we have had discussions with fairness opinion providers appointed by BAL and TTML on the valuation approach adopted and assumptions made.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

The recommendation contained herein is not intended to represent value at any time other than valuation date of 18 December 2017 ('Valuation Date').

This Report, its contents and the results herein are (i) specific to the purpose of valuation agreed as per the terms of our engagement; (ii) the Valuation Date and (iii) are based on the data detailed in the section – Sources of Information. An analysis of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the Valuation Date. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

The recommendation(s) rendered in this Report only represent our recommendation(s) based upon information till date, furnished by the Management (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).

The determination of a Share Entitlement Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single undisputed Share Entitlement Ratio. While we have provided our recommendation of the Share Entitlement Ratio based on the information available to us and within the scope of our engagement, others may have a different opinion. The final responsibility for the determination of the Share Entitlement Ratio at which the Proposed Transaction shall take place will be with the Board of Directors of the Companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.

In the course of the valuation, we were provided with both written and verbal information, including information as detailed in the section - Sources of Information. We have not audited, reviewed or otherwise investigated the financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusions are based on the assumptions and information given by/on behalf of the Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Also, we assume no responsibility for technical information furnished by the Companies. However nothing has come to our attention to indicate that the information

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provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this valuation Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the financial statements of the Companies.

This Report does not look into the business/ commercial reasons behind the Proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. In addition, this Report does not in any manner address the prices at which equity shares of BAL and TTML will trade following announcement of the Proposed Transaction and we express no opinion or recommendation as to how the shareholders of the Companies should vote at any shareholders' meeting(s) to be held in connection with the Proposed Transaction.

No investigation/inspection of the Companies' claim to title of assets has been made for the purpose of this Report and the Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

The fee for the engagement is not contingent upon the results reported.

We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any third party to the Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Companies, their directors, employees or agents.

This valuation Report is subject to the laws of India.

The Report should be used in connection with the Scheme

Our appointment was formalized via engagement letters dated 15 December 2017 for WCC and 18 December 2017 for SRBC respectively, however, the work had started earlier.

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BHARTI AIRTEL LIMITED NEW DELHI

EQUITY SHARE CAPITAL

Tata Teleservices (Maharashtra) Limited

The issued, subscribed and paid up equity share capital of TTML as at 30 September 2017 is INR 19,549 million, consisting of 1,954,927,727 equity shares of face value of INR 10 each fully paid up. The shareholding pattern is as follows:

Shareholding pattern as at 30 September 2017	No. of shares	% shareholding
Promoter & Group	1,45,36,72,327	74.36%
Non Promoter	50,12,55,400	25.64%
Total	**1,95,49,27,727**	**100.00%**

Source: BSE filing

Bharti Airtel Limited

The issued, subscribed and paid up equity share capital of BAL as at 30 September 2017 is INR 19,987 million consisting of 3,99,74,00,102 equity Shares of INR 5 each fully paid up. The shareholding pattern is as follows:

Shareholding pattern as at 30 September 2017	No. of shares	% shareholding
Promoter & Group	2,68,37,81,555	67.14%
Non Promoter	1,31,25,16,810	32.83%
Employee Benefit Trust	11,01,737	0.03%
Total	**3,99,74,00,102**	**100.00%**

Source: BSE filing

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APPROACH - BASIS OF PROPOSED TRANSACTION

We understand from the Management that the proposed Scheme of Arrangement contemplates the demerger of the CMB of TTML to BAL pursuant to sections 230 to 232 of the Companies Act, 2013. Arriving at the Share Entitlement Ratio for the proposed demerger of the CMB of TTML into BAL would require determining the value of the CMB of TTML relative to value of equity shares of BAL. These values are to be determined independently without considering the current Proposed Transaction.

There are several commonly used and accepted methods for determining the value of CMB of TTML and BAL, which have been considered in the present case, to the extent relevant and applicable, including:

1. Market Price method
2. Comparable Companies Multiples method
3. Discounted Cash Flows method
4. Net Asset Value method

It should be understood that the valuation of any business / company or its assets is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the companies, and other factors which generally influence the valuation of business / companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner, based on our previous experience of assignments of a similar nature.

Market Price (MP) Method

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market or when market prices do not seem to be reflective of financial performance. Further, in the case of a demerger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

In the present case, the shares of BAL are listed on BSE and NSE and there are regular transactions in their equity shares with reasonable volumes. In these circumstances, the volume

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weighted average share price observed on NSE for BAL over a reasonable period has been considered for determining the value of BAL under the market price methodology.

For TTML, since the CMB is only one of the many businesses, we have not used the market price method. Further, it would be difficult to attribute value to CMB from the total Market Capitalisation of TTML.

Comparable Companies' Market/Transaction Multiple (CCM) method

Under this method, value of the company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies and transaction valuations of listed or unlisted comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

We identified listed comparable companies and available transactions, based on business of TTML and thereafter adjusted the selected multiples based on size, growth, profitability and the circles in which TTML operates.

Considering that BAL is well traded, we did not apply CCM method for arriving at per share value of BAL.

Discounted Cash Flows (DCF) Method

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to all providers of the company's capital – both debt and equity.

Appropriate discount rate to be applied to cash flows i.e. the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

We have not been provided with mid-term/long term forecasts by TTML. TTML management informed us that they could not prepare the same considering uncertainities surrounding the continuation of the business. Hence, we have not considered DCF method for valuation purpose.

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Considering that BAL is well traded, we did not apply the DCF method for arriving at per share value of BAL.

Net Asset Value (NAV) Methodology

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis.

In case of CMB of TTML, a large portion of assets in the books is represented by purchased telecom spectrum. The Management has informed us that the 30 September 2017 financials of TTML (prepared although yet to be approved by the Board) are expected to have significant impairment write downs for CMB assets including spectrum.

According to us, the spectrum price benchmarks for 2016 auctions have limited relevance now due to the following factors:

- Unsold spectrum in the auctions
- Reduction in number of players due to
  - Consolidation (eg. Idea-Vodafone, Bharti-Telenor)
  - Possible discontinuation of business (eg. Reliance Communication, Aircel)
- Increase in spectrum holdings due to consolidation and asset purchases (eg. Tikona-Bharti)

Additionally, telecom sector is moving towards 4G making 3G bands non-lucrative. TTML did not have any 4G spectrum and management of TTML informed us that they had already considered all possible strategic options for CMB. As per management of TTML, considering limited scope of meaningful revival of profitability, there were no other realistic options available to them.

Considering the uncertainties around possible sale/pricing of individual assets in this situation and consequential costs/liabilities, we believe estimation of realizable value of assets would not be realistically possible with sufficient degree of objectivity.

MAJOR FACTORS THAT WERE TAKEN INTO ACCOUNT DURING THE VALUATION

- CMB of TTML has witnessed decline in revenues and has negative EBITDA margins.
- Challenging competitive environment which limited the scope of meaningful revival of profitability of CMB of TTML
- TTML has limited visibility on the continuity of the operations of the CMB and therefore has not been able to provide mid/long term cash flow forecasts.
- The equity shares of BAL are frequently traded on both the stock exchanges, BSE & NSE in India.

BASIS OF PROPOSED TRANSACTION

The basis of valuation would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove.

CMB of TTML has been valued using CCM method and BAL using MP method.

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion by the Valuer and judgment taking into accounts all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognised in judicial decisions.

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend that the Share Entitlement Ratio for the Proposed Transaction should be anywhere in the following range:

- Lower Range: 1 equity share of BAL of INR 5 each fully paid up for every 5,964 shares of TTML of INR 10 each fully paid up (refer Table A below)

- Upper Range: 1 equity share of BAL of INR 5 each fully paid up for every 1,575 shares of TTML of INR 10 each fully paid up (refer Table B below)

This is based on the overlapping equity ranges for CMB of TTML as per the Valuers' workings of INR 0.09 per share to INR 0.33 per share.

Please note that we have not considered the issuance of Redeemable Preference Shares ("RPS") by BAL to the RPS holders in TTML for the estimation of the Share Entitlement Ratio.

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BHARTI AIRTEL LIMITED * NEW DELHI *

Recommendation of share entitlement ratio for the proposed demerger of the CMB of TTML into BAL

The Computation of Share Entitlement Ratio as derived by the Valuers, is given below:

Table A: Lower Range

Valuation Approach	CMB of TTML (A)		BAL (B)	
Asset Approach	NA		NA	
Income Approach	NA		NA	
Market Approach – Market Price method	NA		514.66	100%
Market Approach – Comparable Companies' Multiple method	0.09	100%	-	-
Relative Value per Share	**0.09**		**514.66**	
Exchange Ratio (rounded off) (B/A)			**5,964**	

Table B: Upper Range

Valuation Approach	CMB of TTML (A)		BAL (B)	
Asset Approach	NA		NA	
Income Approach	NA		NA	
Market Approach – Market Price method	NA		514.66	100%
Market Approach – Comparable Companies' Multiple method	0.33	100%	-	-
Relative Value per Share	**0.33**		**514.66**	
Exchange Ratio (rounded off) (B/A)			**1,575**	

It should be noted that we have not examined any other matter including economic rationale for the Proposed Transaction per se or accounting, legal or tax matters involved in the Proposed Transaction.

Respectfully submitted,

S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration No.:
301003E/E300005

Per Sanjay Vij

Partner

Membership No: 95169

Place: Gurgaon

Date: 19 December 2017

Walker Chandiok & Co LLP

(Formerly Walker, Chandiok & Co)

Chartered Accountants

ICAI Firm Registration No.:
001076N/N500013

Per Shashishekhar Chaugule

Partner

Membership No: 212151

Place: Bengaluru

Date: 19 December 2017

Encls:
Annexures

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BHARTI AIRTEL LIMITED NEW DELHI

Annexure 1: SRBC's computation of Equity Value of TTML's CMB Unit per equity share of TTML

Currency INR mn	Notes	Weight (%)	CMB of TTML Lower Range	CMB of TTML Upper Range
Trading multiple				
Enterprise Value based on EV/Revenue multiple	1	100%	9,426	10,557
Enterprise Value			**9,426**	**10,557**
Less: gross debt			(9,500)	(9,500)
Equity Value			-	**1,057**
Equity Value in INR per share			-	**0.54**

Note 1: Enterprise Valuation of TTML's CMB unit based on EV/ Revenue multiple

Currency INR mn	Value-Lower Range	Value-Upper Range
EV/ Revenue multiple		
Chosen multiple	1.25	1.40
Revenue - TTML's CMB Unit - FY18 estimate	7,541	7,541
Enterprise Value of TTML's CMB Unit	**9,426**	**10,557**

S.R. BATLIBOI & CO. LLP * CHARTERED ACCOUNTANTS *

BHARTI AIRTEL LIMITED * NEW DELHI *

Annexure 2: WCC's computation of Equity Value of TTML's CMB Unit per equity share of TTML

Currency INR mn	Notes	Weight (%)	CMB of TTML Lower Range	CMB of TTML Upper Range
Trading multiple				
Enterprise Value based on EV/Revenue multiple	1	100%	9,669	10,139
Enterprise Value			**9,669**	**10,139**
Less: gross debt			(9,500)	(9,500)
Equity Value			**169**	**639**
Equity Value in INR per share			**0.09**	**0.33**

Note 1: Enterprise Valuation of TTML's CMB unit based on EV/ Revenue multiple

Currency INR mn	Value-Lower Range	Value-Upper Range
EV/ Revenue multiple		
Chosen multiple	1.28	1.34
Revenue - TTML's CMB Unit - FY18 estimate	7,541	7,541
Enterprise Value of TTML's CMB Unit	**9,669**	**10,139**

S.R. BATLIBOI & CO. LLP CHARTERED ACCOUNTANTS

44

BHARTI AIRTEL LIMITED NEW DELHI

RBSA Capital Advisors LLP

SEBI Registered Category 1 Merchant Banker
Registration Code: INM000011724

Report Ref No: RCA/FAS/2017-18/1204

December 19, 2017

The Board of Directors,
Bharti Airtel Limited
Bharti Crescent 1,
Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi – 110070

Sub: Fairness Opinion on the proposed demerger of "Consumer Wireless Mobile Business" of Tata Teleservices (Maharashtra) Limited into Bharti Airtel Limited

Dear Sirs,

We refer our engagement letter dated December 15, 2017, wherein Bharti Airtel Limited ("BAL") has requested us to provide fairness opinion on the joint report of Walker Chandiok & Co LLP, Chartered Accountants and S.R.Batliboi & Co. LLP, Chartered Accountants (together referred to as the "Valuers") dated December 19, 2017, in relation to the proposed demerger of the "Consumer Wireless Mobile Business" ("CWMB") of Tata Teleservices (Maharashtra) Limited ("TTML") into Bharti Airtel Limited ("BAL").

BAL and TTML are hereinafter jointly referred as the "Companies".

Scope and Purpose of this Report

BAL is leading integrated pan-India telecom service provider. The company is engaged in the business of providing global telecommunications with operations in 17 countries across Asia and Africa. In India, the company's product offerings include 2G, 3G and 4G wireless services, mobile commerce, fixed line services, high speed DSL broadband, IPTV, DTH, enterprise services including national & international long-distance services to carriers.

The shares of BAL are listed on the National Stock Exchange ("NSE") and BSE Limited ("BSE"). The issued, subscribed and paid up share capital of the company as on September 30, 2017 is INR 19,987 Mn consisting of 3,997,400,102 equity shares of INR 5 each fully paid up.

TTML is engaged in businesses in the telecom sector including inter alia (i) consumer mobile telephony business; (ii) enterprise business; (iii) retail wireline voice and broadband business and (iv) WiFi business, which are all provided under the same Telecom License. The company offers integrated telecom solutions to its customers across wireline and wireless networks on GSM & 3G platforms. The

Head Office: 912, Venus Atlantis Corporate Park, Anandnagar Main Road, Prahaladnagar, Ahmedabad – 380015 Tel: +91 79 4050 6000
Corporate Office: 21-23, T.V. Industrial Estate, 248-A, S.K. Ahire Marg, Off. Dr. A.B. Road, Worli, Mumbai – 400030 Tel: +91 22 6130 6000

company currently owns two Unified Licenses, one for Mumbai Service Area and another for the rest of Maharashtra and Goa. The company also holds 3G spectrum in Maharashtra and Goa.

The shares of TTML are listed on the NSE and BSE. The issued, subscribed and paid up share capital of TTML as on September 30, 2017 is INR 19,549.3 Mn consisting of 1,954,927,727 equity shares of INR 10 each fully paid up and 201,800,000 preference shares of INR 100 each.

We understand that the Board of Directors of Companies are proposing a scheme of arrangement to demerge the CWMB of TTML into BAL pursuant to a scheme of arrangement under the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 (the "Scheme").

In order to comply with the requirements of the regulator, the Companies have appointed Valuers to determine the share entitlement ratio pursuant to the Scheme. In this connection, the management of BAL (the "Management") has engaged RBSA Capital Advisors LLP ("RBSA Advisors") to submit a report on the fairness of the ratio recommended by the Valuers with respect to the transaction. Our scope of work includes commenting only on the fairness of the recommendation in the report by the Valuers and not on the fairness or economic rationale of the transaction per se.

This report is our deliverable in respect of our fairness opinion on report by Valuers for the demerger of CWMB of TTML into BAL.

This report is subject to the scope, assumption, exclusion, limitations and disclaimers detailed hereinafter. As such the report is to be read in totality, not in parts and in conjunction with the relevant documents referred to herein. The report has been issued only for facilitating the demerger and should not be used for any other purpose.

Sources of Information

For arriving at the fairness opinion set forth below, we have relied upon the following sources of information received from Management and/ or available in public domains as follows:

a) Joint Report of the Valuers dated December 19, 2017;
b) Annual Report of BAL and TTML for FY 2016-17;
c) Carved out financials of CWMB for the year ended March 31, 2017 and for the 6 months period ended September 30, 2017;
d) Expected revenue and EBITDA of CWMB of TTML for the year ending March 31, 2018;
e) Details of circle wise spectrum holding of CWMB;
f) Reviewed historical stock prices and trading volume of BAL's shares on NSE;
g) Draft Composite Scheme of Arrangement;
h) Details of debt proposed to be taken over by BAL from TTML
i) Other relevant information made available to us by management of the BAL/TTML through virtual data room, emails and discussions.

In addition to the above, we have also obtained such other information and explanations, which were considered relevant for our analysis. Further we have also relied on the representation given to us by the management of the Companies.

Exclusions and Limitations

- We have not carried out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not conducted any independent appraisal of any assets or liabilities of CWMB / BAL.
- Our work did not constitute a validation of the financial statements of the Companies, and accordingly, we do not express any opinion on the same. If there were any omissions, inaccuracies or misrepresentations of the information provided by the Management, it may have a material effect on our findings.
- No consideration has been given to liens or encumbrances against the assets, beyond the loans and disclosed in the accounts. Therefore, no liabilities have been assumed for matters of legal nature.
- In rendering our opinion, we have assumed that the scheme will be implemented on the terms described therein, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary regulatory or third-party approvals for the Scheme, no delay, limitations, restrictions or condition will be imposed that would have an adverse effect on the Companies.
- This opinion is based on business, economic, market and other conditions as they existed as of December 18, 2017. Subsequent events or circumstances that could affect the conclusions set forth in the Opinion include, without limitation, adverse changes in industry performance or market conditions and changes to the business, financial condition and results of operations of the Companies. RBSA Advisors is under no obligation to update, revise or reaffirm the Opinion.
- RBSA Advisors has relied upon the representations that the information provided to it is accurate and complete in all material respects. While all public information (including industry and statistical information) was obtained from sources we believe are reliable, RBSA Advisors makes no representation as to the accuracy or completeness thereof, and we have relied upon such public information without further verification.
- The opinion should not be construed, to be investment advice in any manner whatsoever. Furthermore, no opinion, counsel or interpretation is intended in matters that require legal, accounting, tax or other appropriate professional advice. It is assumed that such opinions, counsel or interpretations have been or will be obtained from the appropriate professional sources.
- The fee for our services is not contingent upon the result of the proposed demerger. This opinion is subject to laws of India.
- Our opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with scheme or any matter related thereto.

Valuers Recommendation

As stated and elaborated in the valuation report, the Valuers have considered Comparable Companies Market/ Transaction multiple for TTML and Market Price method for BAL, for the purposes of arriving at the share entitlement ratio. The Market Price method has not been considered for valuation of TTML as

CWMB is one of the businesses within TTML and it is difficult to attribute value to CWMB from the total market capitalization of TTML. The Discounted Cash Flow method has not been considered as TTML had not provided mid-term/long-term forecasts, considering uncertainties surrounding continuation of business. The Net Asset Value method was not considered due to the uncertainties around possible sale/pricing of individual assets and consequential costs/liabilities. The realizable value of assets could not be estimated with sufficient degree of objectivity.

The Valuers have recommended a share entitlement ratio in the following range:

- Lower Range: 1 (one) share of BAL of INR 5 each fully paid up for every 5,964 (Five Thousand Nine Hundred Sixty Four) shares of TTML of INR 10 each fully paid up
- Upper Range: 1 (one) share of BAL of INR 5 each fully paid up for every 1,575 (One Thousand Five Hundred Seventy Five) shares of TTML of INR 10 each fully paid up

Our Comment on the Valuer's Report

In the circumstance, having regards to the relevant factors and based on information and explanations provided to us, in our view, the proposed share swap entitlement range as recommended by the Valuers, which forms the basis for the proposed demerger, is fair in our opinion.

The detailed terms and conditions of the demerger are more fully set forth in the draft scheme of arrangement. We have issued the fairness opinion with the understanding that scheme of arrangement shall not be materially altered, and the parties hereto agree that the Fairness Opinion would not stand good in case the final scheme of arrangement alters the transaction.

Yours Truly,

For **RBSA Capital Advisors LLP**
SEBI Registered Category I Merchant Banker
Registration Code: INM000011724

RBSA CAPITAL ADVISORS LLP

Rajeev Shah
Managing Director

kotak

Investment Banking

December 19, 2017

The Board of Directors
Tata Teleservices Maharashtra Limited
Voltas Premises,
T.B. Kadam Marg,
Chinchpokli,
Mumbai – 400 033

Dear Sir,

Sub: Proposed demerger of Consumer Mobile Business of Tata Teleservices Maharashtra Limited ("TTML") into Bharti Airtel Limited ("Bharti") ("Proposed Transaction")

TTML has requested us to issue a fairness opinion ("Opinion") from a financial point of view on the share entitlement ratio in relation to the Proposed Transaction ("Share Entitlement Ratio") vide engagement letter dated December 18, 2017 which contains our terms and conditions.

Proposed Transaction background: TTML and Bharti are proposing to enter a Scheme of Arrangement, which envisages demerger of Consumer Mobile Business from TTML into Bharti.

Our scope is restricted to providing an Opinion on the Share Exchange Ratio for the demerger of Consumer Mobile Business of TTML into Bharti.

In arriving at our Opinion, we have reviewed historical and future financial and limited business projections and listed stock price data. We have also reviewed certain publicly available information, and have taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions. We have also reviewed the report dated December 19, 2017, jointly issued to TTML by S.R. Batliboi & Co. LLP and Walker Chandiok & Co LLP recommending range of the Share Entitlement Ratio as

- 1 equity share of Bharti of Rs. 5 each fully paid up for every 5,964 shares of TTML of Rs. 10 each fully paid up at lower end, and
- 1 equity share of Bharti of Rs. 5 each fully paid up for every 1,575 shares of TTML of Rs. 10 each fully paid up at upper end

We have also assumed that the final Scheme of Arrangement will be substantially the same as the scheme discussed with and reviewed by us.

We have had discussions with members of the management of the TTML to understand the past and current business operations of the concerned businesses, their future prospects and operations, and have received management representation letter from TTML ("Management Representation Letter").

Kotak Mahindra Capital Company Limited
CIN U67120MH1995PLC134050
Registered Office:
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Bandra Kurla Complex
Bandra (East), Mumbai - 400 051, India

T +91 22 43360000
F +91 22 67132445
www.investmentbank.kotak.com

Further, we have had discussions with S.R. Batliboi & Co. LLP and Walker Chandiok & Co LLP, the valuation advisors, on such matters which we believed were necessary or appropriate for the purpose of issuing this Opinion.

Based on our examination and according to the information and explanation provided to us, we note that the Proposed Transaction entails demerger of the Consumer Mobile Business of TTML into Bharti.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable and we would urge TTML to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment. We have further assumed that the Transaction would be carried out in compliance with applicable laws, rules and regulations.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us by TTML either in verbal or written form and discussed with or reviewed by or for us. We have been given to understand that all information required by us that was relevant for the purpose of our exercise was disclosed to us. We have not conducted any evaluation or appraisal of any assets or liabilities of TTML nor have we evaluated the solvency or fair value of TTML, under any laws relating to bankruptcy, insolvency or similar matters. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of TTML.

Our Opinion does not factor overall economic environment risk, material adverse change and other risks and is purely based on the information and representations provided to us.

We express no view as to, and our Opinion does not address, the underlying business decision of TTML to effect the Proposed Transaction or the merits of the Proposed Transaction. Our Opinion does not constitute a recommendation to any shareholder or creditor of TTML as to how such shareholder or creditor should vote on the Proposed Transaction or any matter related thereto. We are not expressing any opinion herein as to the prices at which the shares of TTML or Bharti will trade following the announcement or consummation of the proposed transaction or as to the prices at which the shares of Bharti or TTML may be transacted.

Our Opinion is necessarily based on financial, economic, market and other conditions as in effect on the date of this issuing the Opinion, and the information made available to us as of, the date hereof, including the capital structure of TTML.

We will receive a fee for our services in connection with the delivery of this Opinion from TTML. In addition, TTML has agreed to indemnify us from any claims arising in relation to our engagement in providing the Opinion.

We and our affiliates in the last five years provided, and currently provide, services to TTML and Bharti and their affiliates unrelated to the Proposed Transaction for which services we and such affiliates have received and expect to receive compensation, including, without limitation as creditors and as financial advisors for the purchase/sale of assets/businesses/securities by/to Bharti and TTML (as the case may be).

In the ordinary course of business, we and our affiliates may actively trade or hold securities of companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, we and our affiliates maintain relationships with TTML and Bharti, and their respective affiliates.

This Opinion is provided solely for the benefit of the Board of Directors of TTML, and shall not confer rights or remedies upon, any shareholder of TTML, or any other person other than the members of the Board of Directors of TTML, or be used for any other purpose. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of TTML, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Letter may be shown or who may acquire a copy of this Letter.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Opinion the courts of competent jurisdiction in India shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, it is our view that, as of the date hereof, the proposed range of the Share Entitlement Ratio is Fair from a financial point of view.

Yours faithfully,

For **Kotak Mahindra Capital Company Limited**

Authorised Signatory

SHUBHAM MAJUMDER
HEAD - TELECOM, MEDIA, TECHNOLOGY, EDUCATION
KOTAK INVESTMENT BANKING

Annexure-6

bharti

February 14, 2018

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Ref.: Bharti Airtel Limited (532454/BHARTIARTL)

Sub: Submission of Complaint Report as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 w.r.t. draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited (Transferor Company) and Bharti Airtel Limited (Transferee Company) and their respective shareholders and creditors, under Sections 230 to 232 of the Companies Act, 2013.

Dear Sir / Madam,

In furtherance to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) dated December 27, 2017 w.r.t. draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited (Transferor Company) and Bharti Airtel Limited (Transferee Company) and their respective shareholders and creditors, under Sections 230 to 232 of the Companies Act, 2013 ('the Scheme'), we are enclosing the report on Complaints as received by the Company during the period of 21 days from the date of filing of the Scheme to the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) and hosting of the Scheme along with other documents on the Company's website and hosting of the same on the website of the Stock Exchanges.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Bharti Airtel Limited

BHARTI AIRTEL LIMITED NEW DELHI

Rohit Krishan Puri
Dy. Company Secretary

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
CIN: L74899DL1995PLC070609

bharti

Report on Complaints

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved / Pending)
---------- Not Applicable ----------			

For Bharti Airtel Limited



Rohit Krishan Puri
Dy. Company Secretary

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
CIN: L74899DL1995PLC070609

TATA

Format for Report on Complaints

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	0
2	Number of complaints forwarded by Stock Exchange / SEBI	0
3	Total Number of complaints/comments received (1+2)	0
4	Number of complaints resolved	0
5	Number of complaints pending	0

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

For Tata Teleservices (Maharashtra) Limited

K Thacker

Kiran Thacker
Company Secretary

Date: February 13, 2018

BSE
EXPERIENCE THE NEW

DCS/AMAL/AJ/R37/1070/2017-18

March 20, 2018

The Company Secretary
BHARTI AIRTEL LTD.
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase - II, New Delhi ,Delhi-110070

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited

We are in receipt of Draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and Creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated March 20, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

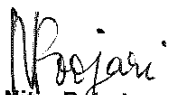
In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT. Copy of the NCLT approved Scheme;

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,



Nitin Pujari
Sr. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50 Stock of the nation

Ref: NSE/LIST/14623

March 20, 2018

The Company Secretary
Bharti Airtel Limited
Bharti Crescent, 1
Nelson Mandela Road
Vasant Kunj, Phase II
New Delhi – 110 070

Kind Attn.: Mr. Kiran Thacker

Dear Sir,

Sub: Observation Letter for Draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited

We are in receipt of the draft scheme of arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and creditors, filed by Bharti Airtel Limited vide application dated December 27, 2017.

Based on our letter reference no Ref: NSE/LIST/37777 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated March 20, 2018, has given following comments:

a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the receipt of this letter is displayed on the website of the listed company.*

b. *The Company shall duly comply with various provisions of the Circulars.*

c. *The Company is advised that the observations of SEBI/ Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from March 20, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For **National Stock Exchange of India Ltd.**

Hiren Shah
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

Signer: Hiren Narendra Shah
Date: Tue, Mar 20, 2018 18:46:03 IST
Location: NSE

DCS/AMAL/AJ/R37/1071/2017-18

March 21, 2018

The Company Secretary
TATA TELESERVICES (MAHARASHTRA) LTD.
C Block, Voltas Premises,
T.B. Kadam Marg, Chinchpokli,
Mumbai, Maharashtra-400033

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited

We are in receipt of Draft Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and Creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated March 20, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

Nitin Pujari
Sr. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50 Stock of the nation

Ref: NSE/LIST/14646

March 21, 2018

The Company Secretary
Tata Teleservices (Maharashtra) Limited
D-26, TTC Industrial Area,
MIDC, Sanpada,
PO Turbhe, Navi Mumbai – 400703

Kind Attn.: Mr. Kiran Thacker

Dear Sir,

Sub: Observation Letter for Draft Scheme of Arrangement amongst Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and creditors.

We are in receipt of the draft scheme of arrangement amongst Tata Teleservices (Maharashtra) Limited and Bharti Airtel Limited and their respective shareholders and creditors, filed by Tata Teleservices (Maharashtra) Limited vide application dated December 27, 2017.

Based on our letter reference no Ref: NSE/LIST/14646 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated March 20, 2018, has given following comments:

a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the receipt of this letter is displayed on the website of the listed company.*

b. *The Company shall duly comply with various provisions of the Circulars.*

c. *The Company is advised that the observations of SEBI/ Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from March 21, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For **National Stock Exchange of India Ltd.**

Kautuk Upadhyay
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

Signer: Kautuk Rohit Upadhyay
Date: Wed, Mar 21, 2018 16:52:20 IST
Location: NSE

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF BHARTI AIRTEL LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013

1. Background

1.1 The proposed scheme of arrangement amongst Tata Teleservices (Maharashtra) Limited ("**Transferor Company**") and Bharti Airtel Limited ("**Company**") and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") was approved by the board of directors of the Company ("**Board**") *vide* resolution dated December 19, 2017.

1.2 Thereafter, the Scheme was filed by the Company with the New Delhi Bench of the Hon'ble National Company Law Tribunal ("**Tribunal**"). The Hon'ble Tribunal *vide* an order dated May 23, 2018, directed that the respective meetings of the equity shareholders and the unsecured creditors of the Company be held on Friday, August 3, 2018 at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110070 from 10:30 A.M. to 11:30 A.M. and from 1:30 P.M. to 2:30 P.M., for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme (collectively, the "**Meetings**").

1.3 The provisions of Section 232(2)(c) of the Act require the directors of the Company to adopt a report explaining the effect of the arrangement pursuant to the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and to lay out in particular, the share exchange ratio, specifying any special valuation difficulties. In terms of the Section 232(2) (c) of the Act, the said report as adopted by the directors of the Company is required to be circulated along with the notices convening the concerned Meetings.

1.4 Accordingly, this report of the Board is being made in pursuance of the requirements of Section 232(2)(c) of the Act and in this connection, the following documents were presented/ shared with the Board:

(a) The Scheme as approved by the Board *vide* resolution dated December 19, 2017;

(b) The share entitlement report dated December 19, 2017 issued by S.R. Batliboi & Co. LLP and Walker Chandiok & Co LLP ("**Share Entitlement Report**");

(c) The fairness opinion dated December 19, 2017 issued to the Company by RBSA Capital Advisors LLP, a merchant banker registered with the Securities and Exchange Board of India ("**Fairness Opinion**"); and

(d) The report of the Audit & Risk Management Committee of the Company dated December 19, 2017.

2. Effect of the Scheme in terms of Section 232(2)(c) of the Act

S. NO.	EFFECT OF THE SCHEME ON	
1.	**Key Managerial Personnel / Employees of the Company**	Upon the Effective Date (*defined under Clause 1.15 of Part A of the Scheme*), all Transferring Employees shall be deemed to have become the employees of the Company, on terms and conditions not less favourable than those on which they are employed by the Transferor Company in the Demerged Undertaking (*defined under Clause 1.12 of*

		Part A of the Scheme) and without any interruption of, or break in, service as a result of the transfer of the Demerged Undertaking to the Company. The Transferring Employees are defined as all employees of the Transferor Company who are either (A) employed (whether primarily or exclusively) with the Demerged Undertaking as on the Effective Date, or (B) are mutually agreed between the Parties to be directly involved and responsible for the operations of the Demerged Undertaking.
2.	**Equity shareholders:** Promoters of the Company	In terms of Clause 6.1 of Part B of the Scheme, upon Part C of the Scheme becoming effective and in consideration of vesting of the Demerged Undertaking of the Transferor Company in the Company, the Company shall, issue and allot: 1 (one) BAL Equity Share (*defined under Clause 1.6 of Part A of the Scheme*) to TTML Equity Holders (*defined under Clause 1.29 of Part A of the Scheme*) on the Record Date (*defined under Clause 1.22 of Part A of the Scheme*) for every 2,014 (two thousand fourteen) TTML Equity Shares (*defined under Clause 1.30 of Part A of the Scheme*) each held in the Transferor Company on the Record Date; and 10 (Ten) BAL RPS (*defined under Clause 1.7 of Part A of the Scheme*) to all (and not each) TTML RPS Holders (*defined under Clause 1.32 of Part A of the Scheme*) in proportion to their holding of TTML RPS (*defined under Clause 1.31 of Part A of the Scheme*) on the Record Date. Further, in terms of Clause 6.2 of Part B of the Scheme, the Company shall not allot shares in respect of fractional entitlements to which a TTML Equity Holder or a TTML RPS Holder may be entitled on allotment of shares as per Clause 6.1 of Part B of the Scheme. The Board shall consolidate all such fractional entitlements and thereupon issue BAL Equity Shares or BAL RPS, as applicable (which shall be rounded off to the next whole number) in lieu thereof to a person/ trustee authorized by the Board in this behalf who shall hold the shares in trust on behalf of the TTML Equity Holders or TTML RPS Holders entitled to fractional entitlements with the express understanding that such person/trustee shall sell the shares of the Company so allotted on the Stock Exchange (*defined under Clause 1.27 of Part A of the Scheme*) or otherwise at such time or times and at such price or prices and to such person, as such person/ trustee deems fit, and shall distribute the net sale proceeds, subject to tax deductions and other expenses as applicable, to the TTML Equity Holders and TTML RPS Holders (as the case may be) in proportion to their respective fractional entitlements.
3.	**Equity shareholders:** Non promoter shareholders of the Company	

		Moreover, in terms of Clause 6.3.2 of Part B of the Scheme, the Board of Company shall, if and to the extent required, apply for and obtain any approvals from the concerned Appropriate Authority (*defined under Clause 1.4 of Part A of the Scheme*) and undertake necessary compliance for the issue and allotment of BAL Equity Shares to the TTML Equity Holders and BAL RPS to the TTML RPS Holders (as the case may be) pursuant to Clause 6.1 of Part B of the Scheme. In the event that the approval of an Appropriate Authority is required for the issuance of BAL RPS to the TTML RPS Holders (as the case may be) but is not duly obtained after all conditions precedent (*setout under Clause 9 of Part C of the Scheme*) have been satisfied, then in such event the Company shall pay cash computed at the rate of Rs. 100 per BAL RPS to such TTML RPS Holder as the case may be. The Company has only a single class of shareholders i.e., the equity shareholders of the Company.

3. Valuation

3.1 The above mentioned Share Entitlement Report recommends the share entitlement ratio for the proposed demerger of the consumer mobile business ("**CMB**") of the Transferor Company into the Company. The said Share Entitlement Report recommends that the share entitlement ratio for the proposed transaction should be anywhere in the following range:

- Lower Range: 1 equity share of the Company of Rs. 5 each fully paid up for every 5,964 shares of the Transferor Company of Rs. 10 each fully paid up (*reference invited to Table A of the Share Entitlement Report*).

- Upper Range: 1 equity share of the Company of Rs. 5 each fully paid up for every 1,575 shares of the Transferor Company of Rs. 10 each fully paid up (*refer invited to Table B of the Share Entitlement Report*).

3.2 The Share Entitlement Report states that the above is based on the overlapping equity ranges for CMB of the Transferor Company as per the valuers' workings of Rs. 0.09 per share to Rs. 0.33 per share and that the issuance of redeemable preference shares by the Company to the RPS holders in the Transferor Company were not considered for the estimation of the share entitlement ratio.

3.3 The Share Entitlement Report further states that any other matter including economic rationale for the proposed transaction per se or accounting, legal or tax matters involved in the proposed transaction have not been examined.

3.4 Moreover, the above mentioned Fairness Opinion has been issued in respect of the Share Entitlement Report.

3.5 No special valuation difficulties were reported by the valuers.

4. **Adoption of the Report by the Board**

4.1 The Board has adopted this report after noting and considering the information set forth in this report.

Certified True Copy
For and on behalf of the Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary

BHARTI AIRTEL LIMITED NEW DELHI

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(a Bharti Enterprise)
Regd. & Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070
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CIN: L74899DL1995PLC070609

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF TATA TELESERVICES (MAHARSHTRA) LIMITED (THE "COMPANY"/"TRANSFEROR COMPANY") ON JUNE 20, 2018 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT AMONGST THE COMPANY AND BHARTI AIRTEL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE COMPANY

The Board of Directors of the Company ("**Board**") at its meeting held on December 19, 2017 approved a scheme of arrangement amongst the Company and Bharti Airtel Limited (**"BAL" or "Transferee Company"**) and their respective shareholders and creditors (the **"Scheme"**) under Section 230 to 232 of the Companies Act, 2013 ("**Act**"). The Board noted that under Section 232(2)(c) of the Act a report is required to be adopted by the Directors explaining, *inter alia*, the effect of the Scheme on shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties and the report is required to be circulated to the Shareholders and creditors.

Accordingly, the Board considered the following documents and adopted the report as required by Section 232(2)(c) of the Act, which is annexed hereto as Annexure 1.

1. The Scheme.
2. Valuation Report dated December 19, 2017 issued by S. R. Batliboi & Co. LLP and Walker Chandiok & Co. LLP, Chartered Accountants ("Valuation Report").
3. Fairness opinion dated December 19, 2017 issued by Kotak Mahindra Capital Company Limited.
4. The Report of the Audit Committee dated December 19, 2017.

EFFECT OF THE SCHEME OF ARRANGEMENT AMONGST TATA TELESERVICES (MAHARSHTRA) LIMITED (**"TTML"** OR **"TRANSFEROR COMPANY"**) AND BHARTI AIRTEL LIMITED (**"BAL"** OR **"TRANFEREE COMPANY"**) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (THE "**SCHEME**") ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON PROMOTER SHAREHOLDERS OF THE TRANSFEROR COMPANY

Sr. No.	Persons	Effect of the Scheme
1.	Equity Shareholders	In terms of Clause 6 of the Scheme, BAL will allot 1 (one) fully paid up equity shares of BAL of face value INR 5 each to equity shareholders of TTML for every 2,014 (two thousand fourteen) equity shares of TTML held in TTML on such date as may be mutually agreed by TTML and BAL (**"Record Date").** Even after the allotment of the equity shares by BAL, the equity shareholders of TTML will continue to hold the equity shares of TTML held by them as on the Record Date.
2.	Preference Shareholders	In terms of Clause 6 of the Scheme, BAL will allot 10 (ten) fully paid-up redeemable, non-participating, non-cumulative preference shares of face value INR 100 each of BAL to all (and not each) shareholders of TTML who hold redeemable preference shares in proportion to their holding of fully paid-up redeemable preference shares of TTML of face value of INR 100 on the Record Date. Even after the allotment of the RPS by BAL, the preference shareholders of TTML will continue to hold the preference shares of TTML held by them as on the Record Date.

Sr. No.	Persons	Effect of the Scheme
3.	Key Managerial Personnel	None of the Key Managerial Personnel of TTML (i.e., Chief Executive Officer, Company Secretary, Whole-Time Director, Chief Financial Officer etc.) will be transferred to BAL as part of the Scheme. The KMPs will continue with TTML for the other businesses of TTML.
4.	Promoters	The Scheme does not contemplate payment of any additional considerations to the Promoters except to the extent of their shareholding in TTML as detailed in point 1 and 2 above.
5.	Non-Promoter Shareholders	Please refer point 1 and 2 above regarding effect on the equity shareholders.

Particulars of Share Exchange Ratio:

As per Clause 6.1 of the Scheme, the consideration for demerger shall be in the form of equity and redeemable preference shares to be issued by the Transferee Company as set out in detail below.

"Upon the coming into effect of the Scheme and in consideration of vesting of the Demerged Undertaking of the Transferor Company in the Transferee Company in terms of this Scheme, the Transferee Company shall, without any further application, act or deed, issue and allot:

i. 1 (one) BAL Equity Share (fully paid up equity shares of BAL of face value INR 5 (Rupees five only) each) to TTML Equity Holders on the Record Date for every 2,014 (two thousand fourteen) TTML Equity Shares each held in TTML on the Record Date; and

ii. 10 (ten) BAL RPS (fully paid-up redeemable, non-participating, non-cumulative preference shares of face value INR 100 (Rupees hundred only) each) to all (and not each) TTML RPS Holders in proportion to their holding of TTML RPS on the Record Date."

The ratio in which equity and redeemable preference shares of the Transferee Company are to be issued and allotted to the relevant members of the Transferor Company as set out above is herein referred to as the **"Share Exchange Ratio"**.

The Share Exchange Ratio has been arrived at by following Comparable Companies' Market/Transaction Multiple ("CCM") method. The Valuer identified listed comparable companies and available transactions, based on business of TTML and thereafter adjusted the selected multiples based on size, growth, profitability and the circles in which TTML operates.

For and on behalf of Board of Directors of Tata Teleservices (Maharashtra) Limited

N Srinath
Managing Director
DIN: 00058133

Date: June 20, 2018

Place: Mumbai

Deloitte
Haskins & Sells LLP

Chartered Accountants
7th Floor, Building 10, Tower B
DLF Cyber City Complex
DLF City Phase - II
Gurugram - 122 002
Haryana, India

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BHARTI AIRTEL LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **BHARTI AIRTEL LIMITED** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2018, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act,2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act,2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether the Standalone Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Standalone Financial Statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 23(i)(f)(v) to the Standalone Financial Statements which describes the uncertainties related to the legal outcome of Department of Telecommunications demand with respect to one time spectrum charges.

Our opinion is not modified in respect of this matter.

Other Matter

The comparative financial information of the Company for the year ended March 31, 2017 prepared in accordance with Ind AS included in these Standalone Financial Statements have been audited by the predecessor auditor. The report of the predecessor auditor on comparative financial statements for the year ended and as at March 31, 2017 dated May 9, 2017 expressed an unqualified opinion. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.

e) On the basis of the written representations received from the directors of the Company as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

   ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Place: New Delhi
Date: April 24, 2018

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Bharti Airtel Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018 , based on the criteria for internal control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Place: New Delhi
Date: April 24, 2018

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i. In respect of its fixed assets:

a) The Company has maintained proper records showing full particulars with respect to most of its fixed assets, and is in the process of updating quantitative and situation details with respect to certain fixed assets in the records maintained by the Company.

b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us, the records examined by us and based on examination of property tax receipts, utility bills, lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed or court orders approving schemes of arrangements /amalgamations provided to us, we report that, the title in respect of self-constructed buildings and the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

In respect of immovable properties that have been taken on lease and disclosed as property, plant and equipment in the financial statements, based on our examination of the lease agreements or court orders approving the schemes of arrangement or amalgamations, we report that the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.

ii. As explained to us, the inventories, except for those lying with the third parties, were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

iii. According to information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

iv. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect

of which provisions of Section 185 and 186 of the Companies Act, 2013 are applicable.

v. According to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable.

vi. The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company is regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Services Tax, Customs Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities. As explained to us, the provisions relating to duty of excise are not applicable to the Company.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Value Added Tax, Service Tax, Goods and Services Tax, Customs Duty, cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.

(c) There are no dues of Goods and Service Tax, cess which have not been deposited on account of any dispute. Details of dues of Income-tax, Sales Tax, Value Added Tax, Service Tax and Customs Duty which have not been deposited as on March 31, 2018 on account of disputes are given below:

Name of the Statutes	Nature of the Dues	Amount Disputed (in Rs. Million)	Period to Which the amount Relates	Forum where the dispute is pending
Andhra Pradesh VAT Act, 2005	Sales Tax	87	2004-13	Tribunal
Andhra Pradesh VAT Act, 2005	Sales Tax	52	2013-15	Deputy Commissioner (Appeals)
Bihar VAT Act, 2005	Sales Tax	0*	2015-16	Assistant Commissioner
Bihar VAT Act, 2005	Sales Tax	2	2006-07	Commercial Tax Officer
Bihar VAT Act, 2005	Sales Tax	1	2016-17	Deputy Commissioner
Bihar VAT Act, 2005	Sales Tax	22	2015-17	Joint Commissioner (Appeal)
Bihar VAT Act, 2005	Sales Tax	139	2005-15	Tribunal
Chhattisgarh VAT Act, 2003	Sales Tax	0*	2006-07	Assistant Commissioner
Delhi VAT Act, 2004	Sales Tax	6	2011-14	Assistant Commissioner
The Gujarat VAT Act, 2003	Sales Tax	1	2005-07	Assistant Commissioner
The Karnataka VAT Act, 2003	Sales Tax	291	2005-06	Assistant Commissioner
The Karnataka VAT Act, 2003	Sales Tax	0*	2012-13	Deputy Commissioner
The Karnataka VAT Act, 2003	Sales Tax	2	2016-17	Joint Commissioner (Appeal)
The Kerala VAT Act, 2003	Sales Tax	1	2005-17	Commercial Tax Officer
The Kerala VAT Act, 2003	Sales Tax	0*	2016-17	Intelligence Officer Ernakulum
Kerala Sales Tax Act	Sales Tax	0*	2005-11	Commercial tax Officer
Kerala Sales Tax Act	Sales Tax	16	2005-10	Deputy Commissioner, Appeal
Kerala Sales Tax Act	Sales Tax	0*	2008-10	Intelligence Officer Squad
Kerala Sales Tax Act	Sales Tax	1	2002-05	Tribunal
The Kerala VAT Act, 2003	Sales Tax	71	2006-07	High Court of Kerala
The Kerala VAT Act, 2003	Sales Tax	44	2007-12	Asst. Commissioner, Spl Circle III, Ernakulam
The Kerala VAT Act, 2003	Sales Tax	0*	2015-16	Intelligence Inspector, Squad No. I, Tellichery

Name of the Statutes	Nature of the Dues	Amount Disputed (in Rs. Million)	Period to Which the amount Relates	Forum where the dispute is pending
The Kerala VAT Act, 2003	Sales Tax	0*	2015-16	Intelligence Inspector, Squad No. 3, Ernakulam
The Madhya Pradesh VAT Act, 2002	Sales Tax	7	2008-10,2012-13	Tribunal
The Madhya Pradesh VAT Act, 2002	Sales Tax	0*	2004-08	Commercial Tax Officer
The Madhya Pradesh VAT Act, 2002	Sales Tax	1	2008-10	Deputy Commissioner
The Madhya Pradesh VAT Act, 2002	Sales Tax	22	1997-04	Deputy Commissioner, Appeal
The Madhya Pradesh VAT Act, 2002	Sales Tax	0*	2005-06	Assistant Commissioner
The Maharashtra VAT Act, 2002	Sales Tax	0*	2003-04	Joint Commissioner, Appeal
Punjab VAT Act, 2005	Sales Tax	1	2009-17	Deputy Excise and Taxation Commissioner
Punjab VAT Act, 2005	Sales Tax	30	2003-04	High Court
Punjab VAT Act, 2005	Sales Tax	1	2002-03	Jt. Director(Enforcement)
Punjab VAT Act, 2005	Sales Tax	1	2008-10	Tribunal
Rajasthan VAT Act, 2003	Sales Tax	2	2015-16	Commercial Tax Officer
The Tamil Nadu VAT Act, 2003	Sales Tax	0*	2010-11	Deputy Commissioner
The Uttar Pradesh VAT Act, 2008	Sales Tax	11	2005-13	Assessing officer
The Uttar Pradesh VAT Act, 2008	Sales Tax	21	2002-05	Assistant Commissioner
The Uttar Pradesh VAT Act, 2008	Sales Tax	0*	2017-18	Commercial Tax Officer
The Uttar Pradesh VAT Act, 2008	Sales Tax	1	2007-08	Joint Commissioner
The Uttar Pradesh VAT Act, 2008	Sales Tax	6	2008-10	High court
The Uttar Pradesh VAT Act, 2008	Sales Tax	2	2003-10	Joint Commissioner, Appeal
The Uttar Pradesh VAT Act, 2008	Sales Tax	9	2005-13	Tribunal
The Uttar Pradesh VAT Act, 2008	Sales Tax	1	2015-16	Additional Commissioner
The Uttar Pradesh VAT Act, 2008	Sales Tax	9	2003-17	Deputy Commissioner

Name of the Statutes	Nature of the Dues	Amount Disputed (in Rs. Million)	Period to Which the amount Relates	Forum where the dispute is pending
The West Bengal VAT Act, 2003	Sales Tax	0*	1996-97	The Deputy Commissioner of Commercial Taxes
The West Bengal VAT Act, 2003	Sales Tax	0*	1995-98	Commercial Tax Officer
The West Bengal VAT Act, 2003	Sales Tax	9	2005-06	Revision Board
The West Bengal VAT Act, 2003	Sales Tax	3	1997-12	Tribunal
Sub Total (A)		**877**		
Finance Act, 1994 (Service tax provisions)	Service Tax	278	1995-08	Supreme Court
Finance Act, 1994 (Service tax provisions)	Service Tax	7	2002-07	High court
Finance Act, 1994 (Service tax provisions)	Service Tax	7,226	1995-16	Tribunal
Finance Act, 1994 (Service tax provisions)	Service Tax	571	1999-13	Commissioner of Service Tax
Sub Total (B)		**8,082**		
Custom Act, 1962	Custom Act	4,128	2001-05	Supreme Court
Custom Act, 1962	Custom Act	755	2003-15	Tribunal
Sub Total (C)		**4,883**		
Income Tax Act, 1961	Income Tax	128	2001-03, 2004-08	Supreme Court
Income Tax Act, 1961	Income Tax	10,519	1996-97, 2003-10	High Court
Income Tax Act, 1961	Income Tax	24,338	1995-2015	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	607	1998-2015	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	638	1996-97; 2004-17	Assessing Officer
Sub Total (D)		**36,230**		
Grand Total(A+B+C+D):		**50,071**		

The above mentioned figures represent the total disputed cases without any assessment of Probable, Possible and Remote, as done in case of Contingent Liabilities. Of the above cases, total amount deposited in respect of Sales Tax is 327 Mn, Service Tax is 472 Mn, Income Tax is 10,968 Mn and Custom Duty is 2,141 Mn.

* Amount less than million are appearing as '0'.

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government and dues to debenture holders.

ix. During the current year, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were raised, other than temporary deployment pending application of proceeds.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013, except that the commission of Rs.67.64 million to non-executive directors is in excess by Rs. 33.12 million, basis the lower limits approved by the Shareholders of the Company. As informed, the Company would be seeking Shareholders' approval for the said excess amount at the ensuing Annual General Meeting.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

xiv. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding company, directors of subsidiary company or directors of associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Place: New Delhi
Date: April 24, 2018

Bharti Airtel Limited
Standalone Balance Sheet
(All amounts are in millions of Indian Rupees)

	Notes	As of March 31, 2018	March 31, 2017
Assets			
Non-current assets			
Property, plant and equipment	6	476,911	381,176
Capital work-in-progress	6	27,387	11,818
Intangible assets	7	749,183	734,052
Intangible assets under development	7	28,040	84,184
Investment in subsidiaries and joint ventures	8	481,219	459,538
Financial assets			
- Investments	8	63	52
- Derivative instruments	9	80	213
- Loans and security deposits	10	10,290	10,389
- Others	11	260	556
Income tax assets		19,595	16,164
Deferred tax assets	12	14,244	8,808
Other non-current assets	13	27,142	42,596
		1,834,414	1,749,546
Current assets			
Inventories		63	39
Financial assets			
- Derivative instruments	9	195	634
- Trade receivables	14	43,196	32,118
- Cash and cash equivalents	15	4,626	1,087
- Other bank balances	15	825	647
- Loans	10	72,496	72,081
- Others	11	11,837	13,200
Other current assets	13	81,721	33,295
Assets-held-for-sale	5	-	13,729
		214,959	**166,830**
Total assets		**2,049,373**	**1,916,376**
Equity and liabilities			
Equity			
Share capital	16	19,987	19,987
Other equity		1,008,622	992,086
		1,028,609	**1,012,073**
Non-current liabilities			
Financial liabilities			
- Borrowings	18	544,681	503,421
- Derivative instruments	9	124	186
- Others	19	19,354	21,881
Deferred revenue		18,371	18,321
Provisions	20	1,830	2,330
		584,360	546,139
Current liabilities			
Financial liabilities			
- Borrowings	18	80,680	65,478
- Current maturities of long-term borrowings	18	28,797	32,048
- Derivative instruments	9	228	1,662
- Trade payables	22	176,990	149,698
- Others	19	92,529	62,149
Deferred revenue		30,242	30,311
Provisions	20	1,262	1,291
Current tax liabilities		2,447	3,885
Other current liabilities	21	23,229	11,642
		436,404	358,164
Total liabilities		**1,020,764**	**904,303**
Total equity and liabilities		**2,049,373**	**1,916,376**

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No: 117366W / W-100018)

Hemant M. Joshi
Partner
Membership No: 38019

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

	Notes	For the year ended March 31, 2018	March 31, 2017
Income			
Revenue from operations	24	536,630	622,763
Other income		2,356	1,843
		538,986	**624,606**
Expenses			
Network operating expenses	25	139,512	145,360
Access charges		78,944	80,505
License fee / spectrum charges (revenue share)		55,630	69,416
Employee benefits expense	26	17,209	17,385
Sales and marketing expenses	27	30,519	32,320
Other expenses	28	36,171	38,524
		357,985	**383,510**
Profit from operating activities before depreciation, amortisation and exceptional items		**181,001**	**241,096**
Depreciation and amortisation	29	130,486	122,034
Finance costs	30	59,107	52,546
Finance income	30	(8,417)	(23,421)
Non-operating expenses		596	2,324
(Loss) / profit before exceptional items and tax		**(771)**	**87,613**
Exceptional items	31	6,041	172,708
Loss before tax		**(6,812)**	**(85,095)**
Tax expense / (credit)			
Current tax	12	(2,204)	(45)
Deferred tax	12	(5,400)	14,206
Profit / (loss) for the year		**792**	**(99,256)**
Other comprehensive income ('OCI')			
Items not to be reclassified to profit or loss :			
- Re-measurement gains / (losses) on defined benefit plans	26	87	(36)
- Tax (charge) / credit	12	(30)	11
Other comprehensive income / (loss) for the year		**57**	**(25)**
Total comprehensive income / (loss) for the year		**849**	**(99,281)**
Earnings per share (Face value : Rs. 5 each) (In Rupees)			
Basic and Diluted	32	0.20	(24.84)

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No: 117366W / W-100018)

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Hemant M. Joshi
Partner
Membership No: 38019

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Place: **New Delhi**

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

Bharti Airtel Limited
Standalone Statement of Changes in Equity
(All amounts are in millions of Indian Rupees; except per share data)

	Share capital		Other equity - Reserves and Surplus								
	No of shares (in '000)	Amount	Securities premium account	Retained earnings	General reserve	Business restructuring reserve	Debenture redemption reserve	Share - based payment reserve	Capital reserve	Total	Total equity
As of April 1, 2016	**3,997,400**	**19,987**	**106,650**	**934,735**	**27,030**	**16,313**	**-**	**3,825**	**8,751**	**1,097,304**	**1,117,291**
Loss for the year	-	-	-	(99,256)	-	-	-	-	-	(99,256)	(99,256)
Other comprehensive loss	-	-	-	(25)	-	-	-	-	-	(25)	(25)
Total comprehensive loss	**-**	**-**	**-**	**(99,281)**	**-**	**-**	**-**	**-**	**-**	**(99,281)**	**(99,281)**
Transaction with owners of equity											
Employee share-based payment expense	-	-	-	-	-	-	-	298	-	298	298
Exercise of share options	-	-	-	-	-	-	-	(144)	-	(144)	(144)
Dividend paid (including tax)	-	-	-	(5,456)	-	-	-	-		(5,456)	(5,456)
Merger of subsidiary	-	-	530	(720)	(445)	-	-	-	-	(635)	(635)
As of March 31, 2017	**3,997,400**	**19,987**	**107,180**	**829,278**	**26,585**	**16,313**	**-**	**3,979**	**8,751**	**992,086**	**1,012,073**
Profit for the year	-	-	-	792	-	-	-	-	-	792	792
Other comprehensive income	-	-	-	57	-	-	-	-	-	57	57
Total comprehensive profit	**-**	**-**	**-**	**849**	**-**	**-**	**-**	**-**	**-**	**849**	**849**
Transaction with owners of equity											
Employee share-based payment expense	-	-	-	-	-	-	-	337	-	337	337
Exercise of share options	-	-	-	-	3,510	-		(3,646)	-	(136)	(136)
Creation of debenture redemption reserve	-	-	-	-	(7,500)	-	7,500	-	-	-	-
Dividend paid (including tax)	-	-	-	(15,350)	-	-	-	-	-	(15,350)	(15,350)
Common control transactions*	-	-	-	30,836	-				-	30,836	30,836
As of March 31, 2018	**3,997,400**	**19,987**	**107,180**	**845,613**	**22,595**	**16,313**	**7,500**	**670**	**8,751**	**1,008,622**	**1,028,609**

*This includes gains of Rs 2,335 due to regulatory changes in the funding arrangements as to previous year transactions

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No: 117366W / W-100018)

Hemant M. Joshi
Partner
Membership No: 38019

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

Bharti Airtel Limited
Standalone Statement of Cash Flows

(All amounts are in millions of Indian Rupees)

	For the year ended March 31, 2018	March 31, 2017
Cash flows from operating activities		
Loss before tax	**(6,812)**	**(85,095)**
Adjustments for:		
Depreciation and amortisation	130,486	122,034
Finance costs	59,107	52,546
Finance income	(8,417)	(23,421)
Exceptional items	5,688	152,405
Employee share-based payment expenses	337	298
Other non-cash items	8,351	8,143
Operating cash flow before changes in working capital	**188,740**	**226,910**
Changes in working capital		
Trade receivables	(19,814)	(7,500)
Trade payables	14,546	24,929
Inventories	(24)	14
Provisions	(95)	180
Other financial and non-financial liabilities	8,413	2,388
Other financial and non-financial assets	(29,819)	(20,827)
Net cash generated from operations before tax	**161,947**	**226,094**
Income tax paid	(2,404)	(14,439)
Net cash generated from operating activities (a)	**159,543**	**211,655**
Cash flows from investing activities		
Purchase of property, plant and equipment	(193,180)	(156,143)
Proceeds from sale of property, plant and equipment	4,886	3,053
Purchase of intangible assets*	(28,855)	(170,135)
Payment towards Spectrum - Deferred payment liability *	(9,909)	(9,804)
Net proceeds from current investments	35	47
Proceeds from buyback of share by subsidiary	-	12,350
Proceeds from sale of investment of subsidiaries	65,933	146,223
Investment in subsidiaries	(41,814)	(74,283)
Loan given to subsidiaries	(72,135)	(98,797)
Loan repayment by subsidiaries	71,512	82,288
Dividend received	4,200	16,511
Interest received	4,911	5,858
Net cash used in investing activities (b)	**(194,416)**	**(242,832)**
Cash flows from financing activities		
Proceeds from borrowings	149,422	140,419
Repayment of borrowings	(57,313)	(122,391)
Net proceeds / repayment of short-term borrowings	(33,794)	32,832
Interest and other finance charges paid	(4,291)	(10,850)
Proceeds from exercise of share options	3	3
Dividend paid (including tax)	(15,350)	(5,456)
Net cash generated from financing activities (c)	**38,677**	**34,557**
Net increase in cash and cash equivalents during the year (a+b+c)	**3,804**	**3,380**
Add : Cash and cash equivalents as at the beginning of the year	822	(2,558)
Cash and cash equivalents as at the end of the year (refer Note 15)	**4,626**	**822**

*Cash flows towards spectrum acquisitions are based on the timing of payouts to DOT (viz. upfront / deferred)

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No: 117366W / W-100018)

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Hemant M. Joshi
Partner
Membership No: 38019

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Place: **New Delhi**

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

Deloitte
Haskins & Sells LLP

Chartered Accountants
7th Floor, Building 10, Tower B
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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BHARTI AIRTEL LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of **BHARTI AIRTEL LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"),which includes the Group's share of profit/loss in its associates and joint ventures, which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date and a summary of significant accounting policies and other explanatory notes (hereinafter referred to as "Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its Associates and Joint ventures in accordance with the Indian Accounting Standards (Ind AS) prescribed under section133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and joint ventures and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of the consolidated financial statements by the directors of the company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act ,the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their report referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of the other auditor on separate financial statements of the joint venture referred to below in the Other Matters paragraph, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at March 31, 2018, their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and consolidated changes in equity for the year ended on that date.

Emphasis of Matter

We draw attention to Note 24(i)(f)(v) to the Consolidated Financial Statements which describes the uncertainties related to the legal outcome of Department of Telecommunications demand with respect to one time spectrum charges.
Our opinion is not modified in respect of this matter.

Other Matters

i. The Consolidated Financial Statements include the Group's share of profit of Rs. 11,816 Million and total comprehensive income of Rs. 11,817 Million for the year ended March 31, 2018, as considered in the Consolidated Financial Statements, in respect of Indus Towers Limited (joint venture), whose financial statements have not been audited by us. These financial statements have been audited by the other auditor whose report has been furnished to us by the management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this joint venture is based solely on the report of the other auditor. Our opinion on the statement is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

ii. The comparative financial information of the Group, its associates and joint ventures for the year ended and as at March 31, 2017 prepared in accordance with Ind AS included in these Consolidated Financial Statements have been audited by the predecessor auditor. The report of the predecessor auditor on comparative financial statements for the year ended and as at March 31, 2017 dated May 9, 2017 expressed an unqualified opinion. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of other auditor on separate financial statements of joint venture company incorporated in India, referred in the Other Matter paragraph above we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Company as on 31st March, 2018 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies incorporated in India, none of the directors of the Group companies, its associate companies and joint venture companies incorporated in India is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Company, subsidiary companies, associate companies and joint venture companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as

amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures.

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company, its subsidiary companies, associate companies and joint venture companies incorporated in India.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Place: New Delhi
Date: April 24, 2018

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of Bharti Airtel Limited ("the Company") and its subsidiary companies, its associates companies and joint venture companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company , its subsidiary companies, its associate companies and joint venture companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company, its subsidiary companies, its associate companies and its joint venture companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness

of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the auditor of the joint venture company which is company incorporated in India, in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company, its subsidiary companies, its associate companies and its joint venture companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below the Company, its subsidiary companies, its associate companies and joint venture companies , which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the criteria for internal financial control over financial reporting established

by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to joint venture, which is a company incorporated in India, is based solely on the corresponding report of the auditor of the joint venture company.

Our opinion is not modified in respect of the above matter.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Hemant M. Joshi
Partner
(Membership No. 38019)

Place: New Delhi
Date: April 24, 2018

	Notes	As of March 31, 2018	As of March 31, 2017
Assets			
Non-current assets			
Property, plant and equipment	6	706,079	620,088
Capital work-in-progress	6	52,089	23,942
Goodwill	7	328,070	338,082
Other intangible assets	7	837,855	824,181
Intangible assets under development	7	45,423	84,443
Investment in joint ventures and associates	8	86,839	82,277
Financial assets			
- Investments	10	5,769	44,187
- Derivative instruments	11	2,031	4,732
- Security deposits	12	9,703	9,630
- Others	13	5,814	16,653
Income tax assets (net)		25,505	22,716
Deferred tax assets (net)	14	29,330	26,195
Other non-current assets	15	36,319	53,488
		2,170,826	2,150,614
Current assets			
Inventories		693	488
Financial assets			
- Investments	10	68,978	16,923
- Derivative instruments	11	8,941	2,060
- Trade receivables	16	58,830	47,402
- Cash and cash equivalents	17	47,886	12,817
- Other bank balances	17	18,820	38,166
- Others	13	27,462	19,737
Other current assets	15	103,380	44,445
		334,990	182,038
Total assets		2,505,816	2,332,652

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DELOITTE HASKINS & SELLS LLP Chartered Accountants

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	Notes	As of March 31, 2018	As of March 31, 2017
Equity and Liabilities			
Equity			
Share capital	18	19,987	19,987
Other equity		675,357	654,576
Equity attributable to owners of the Parent		**695,344**	**674,563**
Non-controlling interests ('NCI')		88,139	68,750
		783,483	**743,313**
Non-current liabilities			
Financial liabilities			
- Borrowings	20	849,420	896,373
- Derivative instruments	11	5,409	2,726
- Others	21	44,547	15,681
Deferred revenue		22,117	22,335
Provisions	22	7,212	7,471
Deferred tax liabilities (net)	14	10,606	9,429
Other non-current liabilities	23	623	727
		939,934	**954,742**
Current liabilities			
Financial liabilities			
- Borrowings	20	129,569	129,442
- Current maturities of long-term borrowings	20	134,346	47,062
- Derivative instruments	11	283	2,335
- Trade payables		277,675	268,537
- Others	21	140,605	90,212
Deferred revenue		48,666	48,785
Provisions	22	2,384	2,215
Current tax liabilities (net)		11,058	11,239
Other current liabilities	23	37,813	34,770
		782,399	**634,597**
Total liabilities		**1,722,333**	**1,589,339**
Total equity and liabilities		**2,505,816**	**2,332,652**

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Hemant M. Joshi
Partner
(Membership No: 38019)

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
Income			
Revenue	25	836,879	954,683
Other income		2,488	1,206
		839,367	**955,889**
Expenses			
Network operating expenses	26	197,520	209,154
Access charges		90,446	102,786
License fee / spectrum charges (revenue share)		75,558	92,760
Employee benefits expense	27	39,771	43,032
Sales and marketing expenses	28	55,766	66,732
Other expenses	29	77,027	86,921
		536,088	**601,385**
Profit from operating activities before depreciation, amortisation and exceptional items		**303,279**	**354,504**
Depreciation and amortisation	30	192,431	197,730
Finance costs	31	93,255	95,466
Finance income	31	(12,540)	(18,492)
Non-operating expenses (net)		141	1,319
Share of results of joint ventures and associates	8	(10,609)	(10,449)
Profit before exceptional items and tax		**40,601**	**88,930**
Exceptional items	32	7,931	11,697
Profit before tax		**32,670**	**77,233**
Tax expense / (credit)			
Current tax	14	18,230	21,240
Deferred tax	14	(7,395)	13,579
Profit for the year		**21,835**	**42,414**

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DELOITTE HASKINS & SELLS LLP Chartered Accountants

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	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
Profit for the year (continued from previous page)		**21,835**	**42,414**
Other comprehensive income ('OCI')			
Items to be reclassified subsequently to profit or loss :			
Net losses due to foreign currency translation differences		(7,181)	(41,424)
Net losses on net investment hedge		(8,024)	(10,330)
Net gains on cash flow hedge		809	857
Net gains on fair value through OCI investments		129	107
Tax charge	14	(122)	(16)
		(14,389)	**(50,806)**
Items not to be reclassified to profit or loss :			
Re-measurement gains / (losses) on defined benefit plans		205	(73)
Share of OCI of joint ventures and associates	8	18	(9)
Tax (charge) / credit		(29)	20
		194	**(62)**
Other comprehensive loss for the year		**(14,195)**	**(50,868)**
Total comprehensive income / (loss) for the year		**7,640**	**(8,454)**
Profit for the year attributable to :		**21,835**	**42,414**
Owners of the Parent		10,990	37,998
Non-controlling interests		10,845	4,416
Other comprehensive loss for the year attributable to :		**(14,195)**	**(50,868)**
Owners of the Parent		(13,445)	(48,655)
Non-controlling interests		(750)	(2,213)
Total comprehensive income / (loss) for the year attributable to :		**7,640**	**(8,454)**
Owners of the Parent		(2,455)	(10,657)
Non-controlling interests		10,095	2,203
Earnings per share (Face value : Rs. 5 each) (In Rupees)			
Basic	33	2.75	9.51
Diluted	33	2.75	9.51

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Hemant M. Joshi
Partner
(Membership No: 38019)

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

Bharti Airtel Limited
Consolidated Statement of Changes in Equity
(All amounts are in millions of Indian Rupees; except per share data)

	Equity attributable to owners of the Parent										
	Share capital		Other equity								
			Reserves and surplus					Other components of equity (Note 19)	Total	Non-controlling interests	Total equity
	No of shares (in '000)	Amount	Securities premium account	Retained earnings	General reserves	Debenture redemption reserve	Share-based payment reserve	NCI reserve			
As of April 1, 2016	**3,997,400**	**19,987**	**123,456**	**453,279**	**27,030**	**-**	**5,169**	**51,165**	**(12,393)**	**647,706**	**54,981**	**722,674**
Profit for the year	-	-	-	37,998	-	-	-	-	-	37,998	4,416	42,414
Other comprehensive loss	-	-	-	(62)	-	-	-	-	(48,593)	(48,655)	(2,213)	(50,868)
Total comprehensive income / (loss)	**-**	**-**	**-**	**37,936**	**-**	**-**	**-**	**-**	**(48,593)**	**(10,657)**	**2,203**	**(8,454)**
Transaction with owners of equity												
Employee share-based payment expense	-	-	-	-	-	-	328	-	-	328	10	338
Exercise of share options	-	-	-	-	-	-	(1,432)	-	157	(1,275)	(1,236)	(2,511)
Transaction with NCI	-	-	-	-	-	-	-	26,051	-	26,051	26,303	52,354
Dividend paid (including tax) to Company's shareholders	-	-	-	(6,543)	-	-	-	-	-	(6,543)	-	(6,543)
Dividend paid (including tax) to NCI	-	-	-	-	-	-	-	-	-	-	(12,869)	(12,869)
Movement on account of court approved schemes	-	-	-	(1,034)	-	-	-	-	-	(1,034)	(642)	(1,676)
As of March 31, 2017	**3,997,400**	**19,987**	**123,456**	**483,638**	**27,030**	**-**	**4,065**	**77,216**	**(60,829)**	**654,576**	**68,750**	**743,313**
Profit for the year	-	-	-	10,990	-	-	-	-	-	10,990	10,845	21,835
Other comprehensive income / (loss)	-	-	-	194	-	-	-	-	(13,639)	(13,445)	(750)	(14,195)
Total comprehensive income / (loss)	**-**	**-**	**-**	**11,184**	**-**	**-**	**-**	**-**	**(13,639)**	**(2,455)**	**10,095**	**7,640**
Transaction with owners of equity												
Employee share-based payment expense	-	-	-	-	-	-	392	-	-	392	21	413
Purchase of treasury shares	-	-	-	-	-	-	-	-	(424)	(424)	-	(424)
Exercise of share options	-	-	-	-	3,510	-	(3,675)	-	149	(16)	(13)	(29)
Transaction with NCI	-	-	-	-	-	-	-	42,625	-	42,625	13,812	56,437
Creation of debenture redemption reserve	-	-	-	-	(7,500)	7,500	-	-	-	-	-	-
Dividend paid (including tax) to Company's shareholders	-	-	-	(18,475)	-	-	-	-	-	(18,475)	-	(18,475)
Dividend paid (including tax) to NCI	-	-	-	-	-	-	-	-	-	-	(3,933)	(3,933)
Movement on account of court approved schemes	-	-	-	(866)	-	-	-	-	-	(866)	(593)	(1,459)
As of March 31, 2018	**3,997,400**	**19,987**	**123,456**	**475,481**	**23,040**	**7,500**	**782**	**119,841**	**(74,743)**	**675,357**	**88,139**	**783,483**

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Hemant M. Joshi
Partner
(Membership No: 38019)

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

DELOITTE HASKINS & SELLS LLP Chartered Accountants

Bharti Airtel Limited
Consolidated Statement of Cash Flows
(All amounts are in millions of Indian Rupees)

	For the year ended March 31, 2018	For the year ended March 31, 2017
Cash flows from operating activities		
Profit before tax	**32,670**	**77,233**
Adjustments for :		
Depreciation and amortisation	192,431	197,730
Finance costs	93,255	95,466
Finance income	(12,540)	(18,492)
Share of results of joint ventures and associates	(10,609)	(10,449)
Exceptional items	325	(276)
Employee share-based payment expense	413	338
Other non-cash items	10,410	7,900
Operating cash flow before changes in working capital	**306,355**	**349,450**
Changes in working capital		
Trade receivables	(24,474)	5,366
Trade payables	15,122	7,640
Inventories	(202)	948
Provisions	154	(26)
Other financial and non financial liabilities	51,205	3,558
Other financial and non financial assets	(35,899)	(52,550)
Net cash generated from operations before tax	**312,261**	**314,386**
Income tax paid	(13,723)	(31,587)
Net cash generated from operating activities (a)	**298,538**	**282,799**
Cash flows from investing activities		
Purchase of property, plant and equipment	(245,259)	(223,030)
Proceeds from sale of property, plant and equipment	5,655	4,462
Purchase of intangible assets *	(17,749)	(155,673)
Payment towards Spectrum - Deferred payment liability *	(9,909)	(9,804)
Net movement in current investments	(50,259)	5,785
Purchase of non-current investments	-	(89,073)
Sale of non-current investments	36,495	82,557
Investment in subsidiary, net of cash acquired / associate	(19,498)	(283)
Sale of subsidiaries	-	59,604
Sale of tower assets	4,869	7,120
Investment in associate	(60)	(250)
Proceeds from sale of interest in associate / joint venture	-	447
Dividend received	10,377	9,789
Interest received	5,662	2,305
Net cash used in investing activities (b)	**(279,676)**	**(306,044)**
Cash flows from financing activities		
Proceeds from borrowings	197,664	258,584
Repayment of borrowings	(130,717)	(274,608)
Net proceeds from short-term borrowings	(26,874)	25,377
Proceeds from sale and finance leaseback of towers	2,958	6,277
Repayment of finance lease liabilities	(3,932)	(3,899)
Purchase of treasury shares	(424)	-
Interest and other finance charges paid	(44,041)	(58,566)
Proceeds from exercise of share options	13	65
Dividend paid (including tax)	(32,652)	(9,168)
Proceeds from issuance of equity shares to NCI (refer note 5)	21	1,245
Sale of interest in a subsidiary (refer Note 5)	57,189	61,863
Purchase of shares from NCI (refer note 5)	-	(10,684)
Net cash generated from / (used in) financing activities (c)	**19,205**	**(3,514)**
Net increase / (decrease) in cash and cash equivalents during the year (a+b+c)	**38,067**	**(26,759)**
Effect of exchange rate on cash and cash equivalents	281	(756)
Cash and cash equivalents as at beginning of the year	(9,880)	17,635
Cash and cash equivalents as at end of the year (Note 17)	**28,468**	**(9,880)**

*Cash flows towards spectrum acquisition are based on the timing of payouts to DoT (viz. upfront / deferred).

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Hemant M. Joshi
Partner
(Membership No: 38019)

Place: **New Delhi**

For and on behalf of the Board of Directors of Bharti Airtel Limited

Sunil Bharti Mittal
Chairman
DIN: 00042491

Gopal Vittal
Managing Director & CEO
(India and South Asia)
DIN: 02291778

Nilanjan Roy
Global Chief Financial Officer

Pankaj Tewari
Company Secretary

Date: **April 24, 2018**

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TATA TELESERVICES (MAHARASHTRA) LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying financial statements of **Tata Teleservices (Maharashtra) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

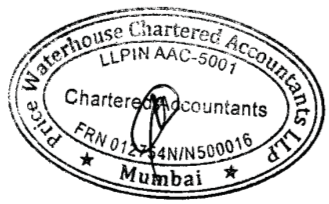
2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

5. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.



6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its total comprehensive income (comprising of loss and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

9. The Ind AS financial statements of the Company for the year ended March 31, 2017, were audited by another firm of chartered accountants under the Companies Act, 2013 who, vide their report dated May 12, 2017, expressed an unmodified opinion on those financial statements. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. As required by Section 143 (3) of the Act, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.



e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to the Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2018 on its financial position in its Ind AS financial statements – Refer Note 32;

ii. The Company has made provision as at March 31, 2018, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 17 and 22;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018;

iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016
Chartered Accountants

Sharmila A. Karve
Partner
Membership No. 043229

Place: Mumbai
Date: May 30, 2018

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report
Referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements for the year ended March 31, 2018

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Tata Teleservices (Maharashtra) Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

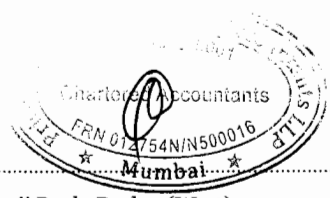
2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Price Waterhouse Chartered Accountants LLP, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West) Mumbai - 400 028
T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Annexure A to Independent Auditors' Report

Referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements for the year ended March 31, 2018

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016
Chartered Accountants

Sharmila A. Karve
Partner
Membership No. 043229

Place: Mumbai
Date: May 30, 2018

Annexure B to Independent Auditors' Report
Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the Ind AS financial statements for the year ended March 31, 2018

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) The title deeds of immovable properties, as disclosed in Note 3 on fixed assets to the financial statement, are held in the name of the Company.

ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

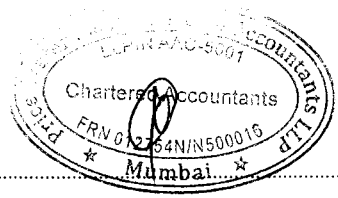
iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax with effect from July 1, 2017 and other material statutory dues, as applicable, with the appropriate authorities.



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Annexure B to Independent Auditors' Report
Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements for the year ended March 31, 2018

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute. The particulars of dues of income tax and service tax, as at March 31, 2018 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in crores)#	Period to which the amount relates	Forum where the dispute is pending
The Income-tax Act, 1961	Income tax including interest and penalty, as applicable	6.68	2011-12	Commissioner of Income Tax (Appeals)
Service Tax under Finance Act, 1994	Service tax demand including interest and penalty, as applicable	225.43	2007-08 to 2013-14	CESTAT-Mumbai
		1.28	2008-09 to 2011-12	Commissioner of Service Tax (Appeals)-II Mumbai
		8.50	2008-09 to 2011-12	Commissioner Service Tax, Mumbai
		40.42	2011-12 to 2014-15	Commissioner Service Tax, Mumbai-II
		2.58	2004-05 to 2009-10	High Court
		0.16	2007-08 to 2008-09	Joint commissioner of Sales tax (Appeals), Navi Mumbai

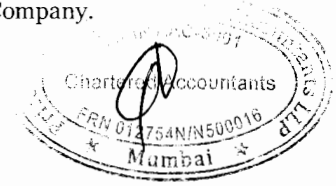
#net of amount paid under protest.

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.

ix. In our opinion, and according to the information and explanations given to us, the moneys raised by way of term loans have been applied for the purposes for which they were obtained.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. As the Company has not paid/ provided for managerial remuneration during the year, the provisions of Clause 3(xi) of the Order are not applicable to the Company.



Annexure B to Independent Auditors' Report
Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements for the year ended March 31, 2018

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with the directors. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N / N500016
Chartered Accountants

Sharmila A. Karve
Partner
Membership Number 043229

Place: Mumbai
May 30, 2018

TATA TELESERVICES (MAHARASHTRA) LIMITED
BALANCE SHEET AS AT MARCH 31, 2018

Rs. in crores

	Note No.	As at March 31, 2018	As at March 31, 2017 (refer note 40)	As at April 1, 2016 (refer note 40)
Assets				
Non-current assets				
Property, plant and equipment	3	793.66	1,592.45	1,941.83
Capital work-in-progress		26.59	26.87	47.59
Intangible assets	3	53.27	5,867.50	1,421.32
Intangible assets under development		-	-	2,198.23
Right to spectrum, earmarked pending allotment		-	2,476.66	2,000.47
Loans and other financial assets	4	21.05	28.93	51.60
Income tax assets		-	-	113.81
Other non-current assets	5	601.00	661.18	639.70
Total non-current assets		1,495.57	10,653.59	8,414.55
Current assets				
Inventories	6	0.13	2.04	4.68
Financial assets				
Investments	7	377.79	679.62	592.08
Trade receivables	8	157.88	226.91	289.07
Cash and cash equivalents	9	39.16	37.03	66.99
Loans and other financial assets	10	16.15	14.50	10.80
Income tax assets	11	53.06	93.86	-
Other current assets	12	159.27	198.38	81.90
		803.44	1,252.34	1,045.52
Assets classified as held for sale	13	1,081.15	-	-
Total current assets		1,884.59	1,252.34	1,045.52
Total Assets		3,380.16	11,905.93	9,460.07
Equity and liabilities				
Equity				
Equity Share capital	14	1,954.93	1,954.93	1,954.93
Other equity	15	(17,114.08)	(7,863.77)	(5,941.12)
Total Equity		(15,159.15)	(5,908.84)	(3,986.19)
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	16	7,862.21	10,662.42	7,526.17
Long term provisions	17	124.21	1.58	0.89
Total non-current liabilities		7,986.42	10,664.00	7,527.06
Current liabilities				
Financial liabilities				
Borrowings	18	5,306.44	4,305.36	3,414.11
Trade payables	19	482.19	521.25	525.72
Other financial liabilities	20	2,462.20	1,531.75	1,286.24
Other current liabilities	21	88.29	109.13	95.90
Short term provisions	22	890.92	683.29	597.23
		9,230.04	7,150.77	5,919.20
Liabilities directly associated with assets classified as held for sale	23	1,322.85	-	-
Total current liabilities		10,552.89	7,150.77	5,919.20
Total liabilities		18,539.31	17,814.77	13,446.26
Total Equity and liabilities		3,380.16	11,905.93	9,460.07

See accompanying notes forming part of the financial statements

In terms of our report attached
For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration Number - 012754N/N500016

For and on behalf of the Board of Directors

Sharmila A. Karve
Partner
Membership Number: 043229

Hiroo Mirchandani
(Director)
(DIN No. 06992518)

D. T. Joseph
(Director)
(DIN No. 01716572)

N. Srinath
(Managing Director)
(DIN No. 00058133)

Kush S. Bhatnagar
(Chief Financial Officer)

Kiran Thacker
(Company Secretary)

Place : Mumbai
Date : May 30, 2018

Place : Mumbai
Date : May 30, 2018

TATA TELESERVICES (MAHARASHTRA) LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

Rs. in crores

	Note No.	Year ended March 31, 2018	Year ended March 31, 2017
Income			
Revenue from operations	24	**1,868.51**	2,702.91
Other income	25	**35.49**	(14.41)
Total Income		**1,904.00**	2,688.50
Expenses			
Cost of goods sold	26	**2.31**	8.27
Employee benefits expenses	27	**103.00**	125.90
Provision for contingencies		**155.82**	32.81
Other expenses	28	**1,472.45**	1,881.75
		1,733.58	2,048.73
Earning before Interest, Depreciation, Amortization and tax		**170.42**	639.77
Depreciation and amortisation expenses	3	**532.91**	795.82
Finance cost	29	**1,568.97**	1,282.27
Finance income	30	**(9.61)**	(18.74)
Profit on sale of current investments		**(21.53)**	(21.93)
Total expenses		**3,804.32**	4,086.15
Loss before exceptional items and tax		**(1,900.32)**	(1,397.65)
Exceptional items	31	**7,941.67**	958.82
Loss before tax		**(9,841.99)**	(2,356.47)
Current tax		**-**	-
Deferred tax		**-**	-
Tax expense		**-**	-
Loss after tax		**(9,841.99)**	(2,356.47)
Other Comprehensive Income			
Items that may be reclassified to profit and loss			
Effective portion of gains on designated portion of hedging instruments in cash flow hedge/ (loss) transferred to P&L on termination of hedged relationship		**(67.80)**	67.79
Items that will not be reclassified to profit and loss			
Remeasurements of defined benefit plans		**1.12**	(0.39)
Total other comprehensive income / (loss)		**(66.68)**	67.40
Total comprehensive income / (loss) for the year		**(9,908.67)**	(2,289.07)
Earnings per equity share (Face value of Rs. 10 each) (refer note 45)			
Basic (In Rs.)		**(50.34)**	(12.05)
Diluted (In Rs.)		**(50.34)**	(12.05)

See accompanying notes forming part of the financial statements

In terms of our report attached
For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration Number - 012754N/N500016

Sharmila A. Karve
Partner
Membership Number: 043229

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors

Hiroo Mirchandani
(Director)
(DIN No. 06992518)

D. T. Joseph
(Director)
(DIN No. 01716572)

N. Srinath
(Managing Director)
(DIN No. 00058133)

Kush S. Bhatnagar
(Chief Financial Officer)

Kiran Thacker
(Company Secretary)

Place : Mumbai
Date : May 30, 2018

TATA TELESERVICES (MAHARASHTRA) LIMITED

STATEMENT OF CHANGE IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2018 — **Rs. in crores**

	Equity Share Capital	Other Equity				Total
		Equity component of compound financial instruments	Reserves & Surplus		Other Reserves	
			Securities premium	Retained earnings	Cash flow hedge reserves	
Balance as on April 1, 2017	**1,954.93**	**366.42**	**525.43**	**(8,823.41)**	**67.79**	**(5,908.84)**
Loss for the year	-	-	-	(9,841.99)	-	(9,841.99)
Other comprehensive income/(loss)						-
Gains/ (loss) arising on changes in fair value of designated portion of hedging instruments reclassified to profit or loss	-	-	-	-	(67.79)	(67.79)
0.1% Inter-Corporate Deposits from investing company	-	658.35	-	-	-	658.35
Remeasurements of defined benefit plans	-	-	-	1.12	-	1.12
Balance as on March 31, 2018	**1,954.93**	**1,024.77**	**525.43**	**(18,664.28)**	**0.00**	**(15,159.15)**

FOR THE YEAR ENDED MARCH 31, 2017 — **Rs. in crores**

	Equity Share Capital	Other Equity				Total
		Equity component of compound financial instruments	Reserves & Surplus		Other Reserves	
			Securities premium	Retained earnings	Cash flow hedge reserves	
Balance as on April 1, 2016	**1,954.93**	**-**	**525.43**	**(6,466.55)**	**-**	**(3,986.19)**
Loss for the year	-	-	-	(2,356.47)	-	(2,356.47)
Other comprehensive income/(loss)						-
Gains/ (loss) arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges	-	-	-	-	67.90	67.90
Gains/ (loss) arising on changes in fair value of designated portion of hedging instruments reclassified to profit or loss	-	-	-	-	(0.11)	(0.11)
Issue of 0.1% redeemable preference shares to Investing Company	-	366.42	-	-	-	366.42
Remeasurements of defined benefit plans	-	-	-	(0.39)	-	(0.39)
Balance as on March 31, 2017	**1,954.93**	**366.42**	**525.43**	**(8,823.41)**	**67.79**	**(5,908.84)**

See accompanying notes forming part of the financial statements

In terms of our report attached
For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration Number - 012754N/N500016

For and on behalf of the Board of Directors

Sharmila A. Karve
Partner
Membership Number: 043229

Hiroo Mirchandani
(Director)
(DIN No. 06992518)

D. T. Joseph
(Director)
(DIN No. 01716572)

N. Srinath
(Managing Director)
(DIN No. 00058133)

Kush S. Bhatnagar
(Chief Financial Officer)

Kiran Thacker
(Company Secretary)

Place : Mumbai
Date : May 30, 2018

Place : Mumbai
Date : May 30, 2018

TATA TELESERVICES (MAHARASHTRA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Rs in crores

		Year ended March 31, 2018	Year ended March 31, 2017
A	**Cash flows from operating activities**		
	Loss before tax	**(9841.99)**	(2356.47)
	Adjustments for :		
	Depreciation and amortisation expense	**532.91**	795.82
	Impairment of Property, plant and equipment, Intangible assets and CWIP	**7,677.37**	905.41
	Restructuring cost	**264.30**	-
	(Gain) / Loss on sale of property, plant and equipment	**(0.53)**	2.88
	(Gain) / Loss on financial assets mandatorily measured at FVTPL	**(0.08)**	8.28
	Net (Gain) / loss on sale of investments	**(21.53)**	(21.93)
	Interest income on security deposits at amortised cost	**(2.81)**	(3.04)
	Hedge ineffectiveness on cash flow hedges	**(69.41)**	(4.86)
	(Gain) / Loss on derivatives not designated in hedge accounting relationship	**71.74**	66.58
	Liabilities no longer required written back	**(3.11)**	(54.70)
	Impairment loss on financial assets	**36.44**	31.37
	Provision for contingencies	**155.82**	86.22
	Finance cost	**1,568.97**	1282.27
		368.09	737.83
	Movements in working capital:		
	Decrease in Inventories	**1.91**	2.64
	(Increase) / decrease in Trade receivables	**(12.14)**	45.95
	(Increase) / decrease in Other assets	**17.86**	(136.26)
	Increase in Trade payables	**224.83**	49.84
	Increase / (decrease) in Other liabilities	**(27.97)**	9.39
	Increase / (decrease) in provisions	**(0.35)**	0.56
	Cash generated from operations	**572.23**	709.95
	Net income tax refund	**40.80**	19.95
	Cash generated from operating activities	**613.03**	729.90
B	**Cash flow from investing activities**		
	Payments for property, plant and equipment (including capital advances)	**(78.25)**	(897.48)
	Payments for intangible assets under development and right to spectrum earmarked pending allotmen	**-**	(1,241.42)
	Proceeds from disposal of property, plant and equipment	**0.83**	7.64
	Payments to acquire current investments	**(5,576.24)**	(8,418.44)
	Proceeds from disposal of current investments	**5,902.79**	8,351.88
	Cash generated from / (used) for investing activities	**249.13**	(2197.82)
C	**Cash flow from financing activities**		
	Proceeds from issue of redeemable preference shares	**-**	2,015.98
	Proceeds from Intercorporate Deposits received	**3,700.00**	-
	Proceeds from long term borrowings	**-**	1,280.75
	Repayment of long term borrowings	**(6,646.37)**	(994.16)
	Proceeds from short term borrowings	**6,055.37**	2,725.70
	Repayment of short term borrowings	**(2,618.32)**	(3,175.62)
	Finance cost paid	**(1007.10)**	(811.61)
	Cash (used) for / generated from financing activities	**(516.42)**	1,041.04
	Net increase/(decrease) in cash or cash equivalents (A+B+C)	**345.74**	(426.89)
	Cash and cash equivalents at the beginning of the year	**(361.65)**	65.23
	Cash and cash equivalents at the end of the year	**(15.91)**	(361.65)
		345.74	(426.89)

Note: Cash flow statement has been prepared under the "Indirect method" as set out in Ind AS 7 on statement of Cash flow as notified under Companies (Accounts) Rules, 2015.

In terms of our report attached

For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration Number - 012754N/N500016

Sharmila A. Karve
Partner
Membership Number: 043229

Place : Mumbai
Date : May 30, 2018

For and on behalf of the Board of Directors

Hiroo Mirchandani
(Director)
(DIN No. 06992518)

N. Srinath
(Managing Director)
(DIN No. 00058133)

D. T. Joseph
(Director)
(DIN No. 01716572)

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Kiran Thacker
(Company Secretary)

Place : Mumbai
Date : May 30, 2018

Annexure-16

Pre and post amalgamation preference shareholding pattern of Bharti Airtel Limited

Category of Shareholders	Shareholding pre-merger as on June 22, 2018		shareholding post-merger as on effective Date	
	No. of shares	% of total Shares	No. of shares	% of total Shares
A. Promoters				
Indian				
Individual /HUF	0	0.00	0	0.00
Central Government	0	0.00	0	0.00
State Government	0	0.00	0	0.00
Bodies Corporate	0	0.00	0	0.00
Banks / FI	0	0.00	0	0.00
Any Other	0	0.00	0	0.00
Sub-Total (A) (1)	**0**	**0.00**	**0**	**0.00**
Foreign				
NRIs - Individuals	0	0.00	0	0.00
Others - Individuals	0	0.00	0	0.00
Bodies Corporate	0	0.00	0	0.00
Banks / Financial Institutions	0	0.00	0	0.00
Any other (Foreign Institutional Investor)	0	0.00	0	0.00
Sub-Total A(2)	**0**	**0.00**	**0**	**0.00**
Total A=A(1)+A(2)	**0**	**0.00**	**0**	**0.00**
B. Public Shareholding				
Institutions				
Mutual Funds/UTI	0	0.00	0	0.00
Banks / FI	0	0.00	0	0.00
Central Government	0	0.00	0	0.00
State Government	0	0.00	0	0.00
Venture Capital Funds	0	0.00	0	0.00
Insurance Companies	0	0.00	0	0.00
FIIs (including foreign portfolio investors)	0	0.00	0	0.00
Foreign Venture	0	0.00	0	0.00
Capital Funds	0	0.00	0	0.00
Others : Alternative Investment Fund	0	0.00	0	0.00
Sub-Total B(1)	**0**	**0.00**	**0**	**0.00**
Non institutions				
Bodies Corporate	0	0.00	0	0.00
i) Indian	0	0.00	0	0.00
ii) Overseas	0	0.00	0	0.00
Individual shareholders holding nominal share capital upto Rs.2 lakh	0	0.00	10	100.00
Individual shareholders holding nominal share capital in excess of Rs.2 lakh	0	0.00	0	0.00
Qualified Foreign Investor	0	0.00	0	0.00
Foreign Companies	0	0.00	0	0.00
Non-resident Indians	0	0.00	0	0.00
Non-resident Indians (Non - repatriation)	0	0.00	0	0.00
Trusts (ESOP)	0	0.00	0	0.00
Clearing Members	0	0.00	0	0.00
Any other	0	0.00	0	0.00
Trusts	0	0.00	0	0.00
Investor Education and Protection Fund	0	0.00	0	0.00
NBFC	0	0.00	0	0.00
Sub-Total B(2)	**0**	**0.00**	**10**	**100.00**
Total Public shareholding (B) = B(1)+B(2)	**0**	**0.00**	**10**	**100.00**
C. Shares held by Custodians for GDR's & ADR's	0	0.00	0	0.00
Total (A) + (B) + (C)	**0**	**0.00**	**10**	**100.00**

Pre and post amalgamation equity shareholding pattern of Bharti Airtel Limited

Category of Shareholders	Shareholding pre-merger as on June 22, 2018		shareholding post-merger as on effective Date	
	No. of shares	% of total Shares	No. of shares	% of total Shares
A. Promoters				
Indian				
Individual /HUF	0	0.00	0	0.00
Central Government	0	0.00	0	0.00
State Government	0	0.00	0	0.00
Bodies Corporate	2002818452	50.10	2002818452	50.09
Banks / FI	0	0.00	0	0.00
Any Other	0	0.00	0	0.00
Sub-Total (A) (1)	**2002818452**	**50.10**	**2002818452**	**50.09**
Foreign				
NRIs - Individuals	0	0.00	0	0.00
Others - Individuals	0	0.00	0	0.00
Bodies Corporate	672470103	16.82	672470103	16.82
Banks / Financial Institutions	0	0.00	0	0.00
Any other (Foreign Institutional Investor)	8493000	0.21	8493000	0.21
Sub-Total A(2) :	**680963103**	**17.04**	**680963103**	**17.03**
Total A=A(1)+A(2)	**2683781555**	**67.14**	**2683781555**	**67.12**
B. Public Shareholding				
Institutions				
Mutual Funds/UTI	283732660	7.10	283732660	7.10
Banks / FI	3734681	0.09	3734681	0.09
Central Government	0	0.00	0	0.00
State Government	0	0.00	0	0.00
Venture Capital Funds	0	0.00	0	0.00
Insurance Companies	218191968	5.46	218191968	5.46
FIIs (including foreign portfolio investors)	728910111	18.23	728910111	18.23
Foreign Venture	0	0.00	0	0.00
Capital Funds	0	0.00	0	0.00
Others : Alternative Investment Fund	430337	0.01	430337	0.01
Sub-Total B(1) :	**1234999757**	**30.90**	**1234999757**	**30.89**
Non institutions				
Bodies Corporate	24425288	0.61	24425288	0.61
i) Indian	0	0.00	0	0.00
ii) Overseas	0	0.00	0	0.00
Individual shareholders holding nominal share capital upto Rs.2 lakh	26387197	0.66	27358071	0.68
Individual shareholders holding nominal share capital in excess of Rs.2 lakh	10003421	0.25	10003421	0.25
Qualified Foreign Investor	0	0.00	0	0.00
Foreign Companies	2532715	0.06	2532715	0.06
Non-resident Indians	1583445	0.04	1583445	0.04
Non-resident Indians (Non - repatriation)	**733889**	0.02	**733889**	0.02
Trusts (ESOP)	1769739	0.04	1769739	0.04
Clearing Members	1899641	0.05	1899641	0.05
Any other	9283460	0.23	9283460	0.23
Trusts	**9227947**	0.23	**9227947**	0.23
Investor Education and Protection Fund	49273	0.00	49273	0.00
NBFC	6240	0.00	6240	0.00
Sub-Total B(2) :	**78618795**	**2.20**	**79589669**	**1.99**
Total Public shareholding (B) = B(1)+B(2) :-	**1313618552**	**32.86**	**1314589426**	**32.88**
C. Shares held by Custodians for GDR's & ADR's	0	0.00	0	0.00
Total (A) + (B) + (C)	**3997400107**	**100.00**	**3998370981**	**100.00**

BHARTI AIRTEL LIMITED NEW DELHI

Details of the pre scheme capital structure including authorized, issued, subscribed and paid-up share capital of Bharti Airtel Limited:

Particulars	Amount (in Rs.)
Authorized Share Capital as on June 1, 2018	
29,50,60,00,000 equity shares having face value of Rs. 5/- each	1,47,53,00,00,000
Total	**1,47,53,00,00,000**
Issued, Subscribed and Fully Equity Paid-up Share Capital	
3,99,74,00,107 equity shares having face value of Rs. 5/- each	19,98,70,00,535
Total	**19,98,70,00,535**

Details of the post scheme capital structure including authorized, issued, subscribed and paid-up share capital of Bharti Airtel Limited:

Particulars	Amount (in Rs.)
Authorized Share Capital as on June 1, 2018	
30,00,60,00,000 equity shares having face value of Rs. 5/- each	1,50,03,00,00,000
Total	**1,50,03,00,00,000**
Issued, Subscribed and Fully Paid-up Equity Share Capital	
3,99,83,70,981 equity shares having face value of Rs. 5/- each	19,99,18,54,905
Total	**19,99,18,54,905**
Issued, Subscribed and Fully Paid-up Preference Share Capital	
10 preference shares having face value of Rs. 100/- each	**1000**



TATA TELESERVICES (MAHARASHTRA) LIMITED

Category of Shareholders	No. of Shares pre-demerger as on June 1, 2018		No. of Shares post-demerger Effective Date *	
	Total	% of total Shares	Total	% of total Shares
A. Promoters				
Indian				
Individual /HUF	0	0.00	0	0.00
Central Government	0	0.00	0	0.00
State Government	0	0.00	0	0.00
Bodies Corporate	1453672327	74.36	1453672327	74.36
Banks / FI	0	0.00	0	0.00
Any Other	0	0.00	0	0.00
Sub-Total (A) (1)	**1453672327**	**74.36**	**1453672327**	**74.36**
Foreign				
NRIs - Individuals	0	0.00	0	0.00
Others - Individuals	0	0.00	0	0.00
Bodies Corporate	0	0.00	0	0.00
Banks / Financial Institutions	0	0.00	0	0.00
Any other (Foreign Institutional Investor)	0	0.00	0	0.00
Sub-Total A(2) :	**0**	**0.00**	**0**	**0.00**
Total A=A(1)+A(2)	**1453672327**	**74.36**	**1453672327**	**74.36**
B. Public Shareholding				
Institutions				
Mutual Funds/UTI	0	0.00	0	0.00
Banks / FI	7775255	0.40	7775255	0.40
Central Government	44199	0.00	44199	0.00
State Government	0	0.00	0	0.00
Venture Capital Funds	0	0.00	0	0.00
Insurance Companies	0	0.00	0	0.00
FIIs (including foreign portfolio investors)	1717348	0.09	1717348	0.09
Foreign Venture	0	0.00	0	0.00
Capital Funds	0	0.00	0	0.00
Others : Foreign Corporate Bodies / OCBs	1133	0.00	1133	0.00
Sub-Total B(1) :	**9537935**	**0.49**	**9537935**	**0.49**



TATA TELESERVICES (MAHARASHTRA) LIMITED

Category of Shareholders	No. of Shares pre-demerger as on June 1, 2018		No. of Shares post-demerger Effective Date *	
	Total	% of total Shares	Total	% of total Shares
Non institutions				
Bodies Corporate				
i) Indian	23763745	1.22	23763745	1.22
ii) Overseas	0	0.00	0	0.00
Individual shareholders holding nominal share capital upto Rs.2 lakh	290937424	14.88	290937424	14.88
Individual shareholders holding nominal share capital in excess of Rs.2 lakh	150570707	7.70	150570707	7.70
Qualified Foreign Investor	0	0.00	0	0.00
Foreign National	0	0.00	0	0.00
Foreign Companies	0	0.00	0	0.00
Non Residents Without Repatriation	3129268	0.16	3129268	0.16
Non-Residents With Repatriation (NRE)	9482685	0.49	9482685	0.49
Trusts (ESOP)	0	0.00	0	0.00
Clearing Members	13154281	0.67	13154281	0.67
Any other	679355	0.03	679355	0.03
Trusts	41081	0.00	41081	0.00
Limited Liability Partnership - LLP	86095	0.00		
Investor Education and Protection Fund	0	0.00	0	0.00
NBFC	552179	0.03	552179	0.03
Sub-Total B(2) :	**491717465**	**25.15**	**491717465**	**25.15**
Total Public shareholding (B) = B(1)+B(2) :-	**501255400**	**25.64**	**501255400**	**25.64**
C. Shares held by Custodians for GDR's & ADR's	0	0.00	0	0.00
Total (A) + (B) + (C)	**1954927727**	**100.00**	**1954927727**	**100.00**

* *Note : Post the Scheme becoming effective, there will be no change in the shareholding pattern of the Company as a result of the Scheme.*

For Tata Teleservices (Maharashtra) Limited

Kiran Thacker
Company Secretary

TATA TELESERVICES (MAHARASHTRA) LTD.

Pre-scheme capital structure of the Tata Teleservices (Maharashtra) Limited as on June 15, 2018 is as under:

Share Capital	Amount (In Crores.)
Authorized Share Capital	
2,500,000,000 equity shares of INR 10 each	2,500
2,35,00,00,000 preference shares of INR 100 each	23,500
500,000,000 unclassified shares of INR 100 each	5,000
TOTAL	**31,000**
Issued and paid-up Share Capital	
1,954,927,727 fully paid up equity shares of INR 10 each	1,954.93
20,18,00,000 fully paid up preference shares of INR 100 each	2018.00
TOTAL	**3,972.93**

Post Scheme Capital Structure:

There will not be any change in the capital structure of the Tata Teleservices (Maharashtra) Limited pursuant to the Scheme.

For Tata Teleservices (Maharashtra) Limited

Kiran Thacker
Company Secretary

सत्यमेव जयते

Fair Competition For Greater Good

भारतीय प्रतिस्पर्धा आयोग
COMPETITION COMMISSION OF INDIA

By e-mail and speed post

Comb. Reg. No.: C-2017/10/531 **16th November, 2017**

To

Mr. Samir Gandhi/ Ms. Aditi Gopalakrishnan
AZB & Partners
Plot No. A8, Sector 4
Noida, U.P. 201301

Subject: **Communication under sub-regulation (5) of Regulation 28 of the Competition Commission of India (Procedure in regard to transaction of business relating to combinations) Regulations, 2011**

Reference is invited to the notice (bearing Registration No.C-2017/10/531) filed by Bharti Airtel Limited **("Airtel")** on 16.10.2017 under sub-section (2) of Section 6 of the Competition Act, 2002 ("**Act**")

2. In this regard, you are hereby informed that the Commission, in its meeting held today, considered the proposed combination and approved the same under sub-section (1) of Section 31 of the Act. This approval is, however, without prejudice to the proceedings under Section 43A of the Act.

3. The order of the Commission in this regard will follow.

(Smita Jhingran)
Secretary

Hindustan Times House, (3rd, 4th & 7th Floor), 18-20, Kasturba Gandhi Marg, New Delhi-110 001, INDIA
Phone : + 91-11-23473400 Fax : + 91-11-23704686 Website : www.cci.gov.in

Fair Competition
For Greater Good

COMPETITION COMMISSION OF INDIA
(Combination Registration No. C-2017/10/531)

Dated: 16.11.2017

Notice under Section 6 (2) of the Competition Act, 2002 given by Bharti Airtel Limited

CORAM:

Mr. Devender Kumar Sikri
Chairperson

Mr. S. L. Bunker
Member

Mr. Sudhir Mital
Member

Mr. Augustine Peter
Member

Mr. U. C. Nahta
Member

Legal Representatives of the parties: M/s AZB & Partners

Order under Section 31 (1) of the Competition Act, 2002

1. On 16.10.2017, the Competition Commission of India ("**Commission**") received a notice under sub-section (2) of Section 6 of the Competition Act, 2002 ("**Act**"), given by Bharti Airtel Limited ("**Airtel**").

2. The proposed combination envisages acquisition of 100 percent of the consumer mobile business currently run by Tata Teleservices Limited ("**TTSL**") and Tata Teleservices (Maharashtra) Limited ("**TTML**") ("**Tata CMB**") by Airtel ("**Proposed Combination**"). The Notice was filed with the Commission pursuant to execution of a binding term sheet, by and between Airtel, TTSL, TTML and Tata Sons Limited on 12.10.2017 ("**Acquisition Agreement**"). Airtel submitted certain additional information/clarification(s) vide emails dated 26.10.2017, 03.11.2017 and 07.11.2017 and 10.11.2017.

3. Airtel, a part of Bharti Enterprises group ("**Bharti Group**"), is a publicly traded global telecommunications corporation with operations in 17 countries across Asia and Africa. It is engaged in provision of various B2C and B2B telecommunication services. B2C services include, *inter-alia*, retail mobile telephony services, wireline services etc. and B2B services include, *inter-alia*, National Long Distance Services ("**NLD**"), International Long Distance Services ("**ILD**") etc. Airtel provides mobile telephony services in all telecom circles in India.

4. TTSL, a part of Tata Group, is engaged in the business of wired telephone service, wireless telephone service and Internet and broadband services in a number of telecom circles in India. TTML is an associate company of TTSL and is a telecom service provider in Maharashtra.

5. The Commission observed that the Proposed Combination envisaged acquisition of consumer mobile business or retail mobile telephony business of Tata companies by Airtel.

6. The Commission observed that retail mobile telephony services can be classified on the basis of various criteria such as type of service, type of customer and type of access equipment. However, considering the fact that the Proposed Combination is not likely to result in appreciable adverse effect on competition, for the reasons contained in the ensuing paragraphs, exact delineation of the relevant product market is left open.

7. As regards relevant geographic market, the Commission decided that the same may be defined in terms of each overlapping circle, i.e., Karnataka, Andhra Pradesh, Tamil Nadu, Madhya Pradesh, UP (East), UP (West), Punjab, Haryana, Gujarat, Delhi, Kolkata, Kerala, Odisha, Bihar, Rajasthan, West Bengal, Himachal Pradesh, Mumbai and Maharashtra.

Assessment in terms of factors contained in Section 20(4) of the Act

Concentration analysis

8. The Commission noted that the issue of market shares and concentration is also dealt in the guidelines for transfer/merger of service licences on compromises, arrangement and

amalgamation of companies, issued by Ministry of Communications and Information Technology, Government of India in 2014 ("**DoT Merger Guidelines**"). As per the DoT Merger Guidelines, in case of merger or acquisition or amalgamation proposals that result in market share in any service area exceeding 50 percent, the resultant entity should reduce its market shares to 50 percent within a period of one year from the date of approval of merger or acquisition or amalgamation ("**Market Share Caps**"). As regards holding of spectrum by a TSP, the Commission noted that the spectrum holding in a licensed service area is subject to cap of 25 percent of the total spectrum assigned and 50 percent of the spectrum assigned in a specific band. ("**Spectrum Caps**"). The Parties have submitted that they will comply with the Spectrum Caps and the Market Share Caps. However, in this regard, the Commission observed that assessment of a proposed combination would need to be based, independently of such guidelines, on factors as contained in Section 20(4) of the Act.

9. The Commission, considering revenue market shares[1], observed that market is highly concentrated with pre-combination HHIs exceeding 2000 in all telecom circles (except Haryana, Mumbai and Punjab where HHIs are more than 1800). The position of the Parties in various telecom circles can be tabulated as under:

Table 1: Revenue based market share of the Parties in overlapping circles

Combined Market Share	**Number and name of Circles**
Less than 20%	1 [Kerala]
20% < 30%	1 [Gujarat]
30%<40%	9 [Tamil Nadu; Haryana; UP (East); UP (West); Madhya Pradesh; Maharashtra; Mumbai; West Bengal; Kolkata]
40% < 50%	3 [Delhi; Punjab; Rajasthan]
More than 50%	5 [Himachal Pradesh; Karnataka; Andhra Pradesh; Bihar; Odisha]

10. As a next step in competition assessment, the Commission examined the impact of the Proposed Combination on the level of concentration as reflected in incremental HHI. Such

[1] The market shares, incremental market shares, HHIs and incremental HHIs are calculated on the basis of market shares in terms of gross revenue of the Parties and other operators in overall retail mobile telephony services market for the quarter ending 30.06.2017.

examination was undertaken for 17 telecom circles wherein the combined market share is estimated to be more than 30 percent. The Commission observed that the change in HHI is significant in respect of all the telecom circles (except West Bengal and Himachal Pradesh), ranging from around 168 in Rajasthan to around 958 in Karnataka.

11. The Commission noted that the spectrum holding of the Acquirer may exceed Spectrum Caps in terms of total spectrum assigned in Bihar telecom circle. However, based on examination of spectrum holding of different TSPs in all overlapping telecom circles, the Commission noted that the spectrum seems to be fairly distributed between the various TSPs. Further, the Commission also noted that there is a significant quantity of unsold spectrum in each telecom circle which may also obviate any access issues.

Likelihood that the combination would result in the removal of a vigorous and effective competitor or competitors in the market

12. The Commission assessed as to how Tata CMB is placed in terms of closeness of competition to Airtel and its overall effectiveness as a competitor. In this regard, the Commission noted the following:

    i. Tata CMB has a limited product offering. It is engaged in providing 2G and 3G services. Tata CMB does not include 4G services and as submitted, it does not intend to invest in spectrum and network for introducing 4G services;

    ii. The Diversion Ratio from Airtel to Tata CMB is negligible. As regards diversion from Tata CMB to Airtel, it is noted that though there is significant diversion, Airtel is not the only preferred operator and there is equally significant diversion to Vodafone and Idea; and

    iii. The market share of Tata CMB has been steadily declining in almost all the overlapping telecom circles. The same is also reflected in the revenue and EBIDTA of Tata CMB. […]

    The aforesaid analysis reveal that Tata CMB neither seems to be a close competitor of Airtel nor an effective competitor going forward.

Buyer Power

13. The Commission in its earlier decision in combination of Idea and Vodafone's telecommunication business[2] had observed that that there is significant constraint on the TSPs from the buyer side in the mobile retail telephony services market. The observation was based on factors such as multi-SIMing, ease of substitution due to option of mobile number portability and significant churn rates. The Commission noted that the same assessment also applies in the instant case.

Extent of competition likely to be maintained after the Proposed Combination

14. The retail mobile telephony services market, post the Proposed Combination would have four private TSPs including the Aircel, RJio, Vodafone-Idea and the Acquirer and one state owned TSP *i.e.*, BSNL/MTNL in all telecom circles.

15. The Commission examined the size and resources of the competitors and is of the opinion that they are in a position to exercise adequate competitive constraints on the Acquirer and to eliminate any likelihood of appreciable adverse effect on competition, if any resulting from the Proposed Combination.

Level of combination in the market

16. The Commission observed that telecom sector is witnessing a stage of consolidation and therefore, it become important to also assess the impact of reduction in number of competitors on the competition. In this regard, the Commission is of the opinion that keeping in view its observations on the effectiveness of Tata CMB as a competitor going forward, the Proposed Combination is not likely to cause a significant change in competition dynamics.

17. Considering the aforesaid factors in totality, the Commission is of the opinion that the Proposed Combination is not likely to result in substantial change in competition dynamics

[2] Combination Registration No. C-2017/04/502 filed by Vodafone and Idea.

in retail mobile telephony services in any of the overlapping telecom circles and accordingly does not raise unilateral or coordinated effects concerns.

18. Considering the facts on record, details provided in the Notice given under Section 6(2) of the Act and assessment of the Proposed Combination on the basis of factors stated in Section 20(4) of the Act, the Commission is of the opinion that the Proposed Combination is not likely to have an appreciable adverse effect on competition in India and therefore, hereby approves the same under Section 31(1) of the Act. This order is, however, issued without prejudice to the proceedings under Section 43A of the Act.

19. This order shall stand revoked if, at any time, the information provided by the Acquirer is found to be incorrect.

20. The information provided by the Acquirer is confidential at this stage in terms of and subject to provisions of Section 57 of the Act.

21. The Secretary is directed to communicate to the Acquirer accordingly.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

PRINCIPAL BENCH, AT NEW DELHI

COMPANY APPLICATION NO. (CAA)65/PB OF 2018

(under Sections 230-232 of the Companies Act, 2013)

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN TATA TELESERVICES (MAHARASHTRA) LIMITED AND BHARTI AIRTEL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

AND

IN THE MATTER OF:

Tata Teleservices (Maharashtra) Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Voltas Premises, TB Kadam Marg, Chinchpokli, Mumbai – 400033, Maharashtra

…Transferor Company

AND

Bharti Airtel Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070

…Applicant Company/ Transferee Company

FORM OF PROXY

Name of Unsecured Creditor: ……

Email ID: ……

I/We, the undersigned as an unsecured creditor of Bharti Airtel Limited ("**Applicant Company**"), hereby appoint:

i. Name:……

Address:……

Email ID:…… or failing him/her

ii. Name:……

Address:……

Email ID:…… or failing him/her

iii. Name:……

Address:……

Email ID:……

as my/ our proxy, to act for me/ us at the meeting of the unsecured creditors of the Applicant Company to be held at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi - 110034 on Friday, the 3rd day of August, 2018 from 1:30 P.M. to 2:30 P.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the scheme of arrangement between Tata Teleservices (Maharashtra) Limited and the Applicant Company and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as the "**Scheme**") and at such meeting and at an adjournment or adjournments thereof, to vote, for me/ us and in my/ our names(s) _____ *[here, 'if for', insert '**FOR**'; 'if against' insert '**AGAINST**', and in the latter case, strike out the words below after 'the said Scheme']* the said Scheme as my/ our proxy.

Dated this _____ day of _____, 2018

Affix Re 1/- Revenue Stamp

_____

Signature of Unsecured Creditor

_____ _____ _____

Signature of first Proxy Holder | Signature of second Proxy Holder | Signature of third Proxy Holder

NOTES:

1. The Form of Proxy in order to be effective should be in the prescribed form, duly completed and signed or authenticated by the concerned person and deposited at the registered office of the Applicant Company at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070, **not later than 48 hours** before the scheduled time of the meeting.
2. In case of multiple proxies, proxy later in time shall be accepted.
3. Please affix a revenue stamp of Re. 1/- before signing across the same.
4. All alterations made in the Form of Proxy should be initialed.
5. Only an unsecured creditor of the Applicant Company is entitled to attend and vote at the meeting of the unsecured creditors ("**Meeting**"), either in person or by proxy or through an authorized representative, as the case may be. Where a body corporate which is an unsecured creditor authorises any person to act as its representative at the Meeting, a copy of the resolution of the board of directors or other governing body of such body corporate authorising such person to act as its representative at the Meeting, and certified to be a true copy by a director, the manager, the secretary, or other authorised officer of such body corporate shall be lodged with the Applicant Company at its registered office not later than 48 hours before the scheduled time of the Meeting.
6. An unsecured creditor of the Applicant Company is entitled to attend and vote at the Meeting, either in person or by proxy or through an authorized representative (in case the unsecured creditor is a body corporate), as the case may be. Such unsecured creditor is entitled to appoint a proxy to attend and vote at the Meeting instead and on behalf of such unsecured creditor and such proxy need not be an unsecured creditor. Proxies to be valid and effective should be in the prescribed Form of Proxy, duly completed and signed or authenticated by the concerned person and should be deposited at the registered office of the Applicant Company not later than 48 hours before the scheduled time of the Meeting.
7. An unsecured creditor/ its proxy, attending the Meeting, is requested to bring the Attendance Slip duly completed, signed or authenticated by the concerned person along with a copy of the deposited Form of Proxy (in case of a proxy).
8. An unsecured creditor (in case such unsecured creditor is an individual) or the duly authorized representative of the unsecured creditor (in case such unsecured creditor is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card/ Aadhaar Card/ Passport/ Driving License/ Voter ID Card). Additionally, an unsecured creditor (in case such unsecured creditor is a sole proprietorship) or the proxy should carry a valid document evidencing the individual as the proprietor of the sole proprietorship.

BHARTI AIRTEL LIMITED

CIN: L74899DL1995PLC070609
Registered & Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi – 110070
Phone: +91-11-4666 6100 **Fax**: +91-11-4666 6137
Email: compliance.officer@bharti.in **Website**: www.airtel.com

MEETING OF THE UNSECURED CREDITORS OF BHARTI AIRTEL LIMITED ON

FRIDAY, AUGUST 3, 2018 FROM 1:30 P.M. TO 2:30 P.M.

ATTENDANCE SLIP

I hereby record my presence at the meeting of the unsecured creditors of Bharti Airtel Limited, convened pursuant to the order dated May 23, 2018 passed by the Hon'ble Principal Bench of the National Company Law Tribunal at New Delhi in Company Application No. (CAA)65/PB/2018, at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari I, New Delhi – 110034 on Friday, the 3rd day of August, 2018 from 1:30 P.M. to 2:30 P.M.

Name of the Unsecured Creditor:……..……..……..

Signature of the Unsecured Creditor:……..……..……..

OR

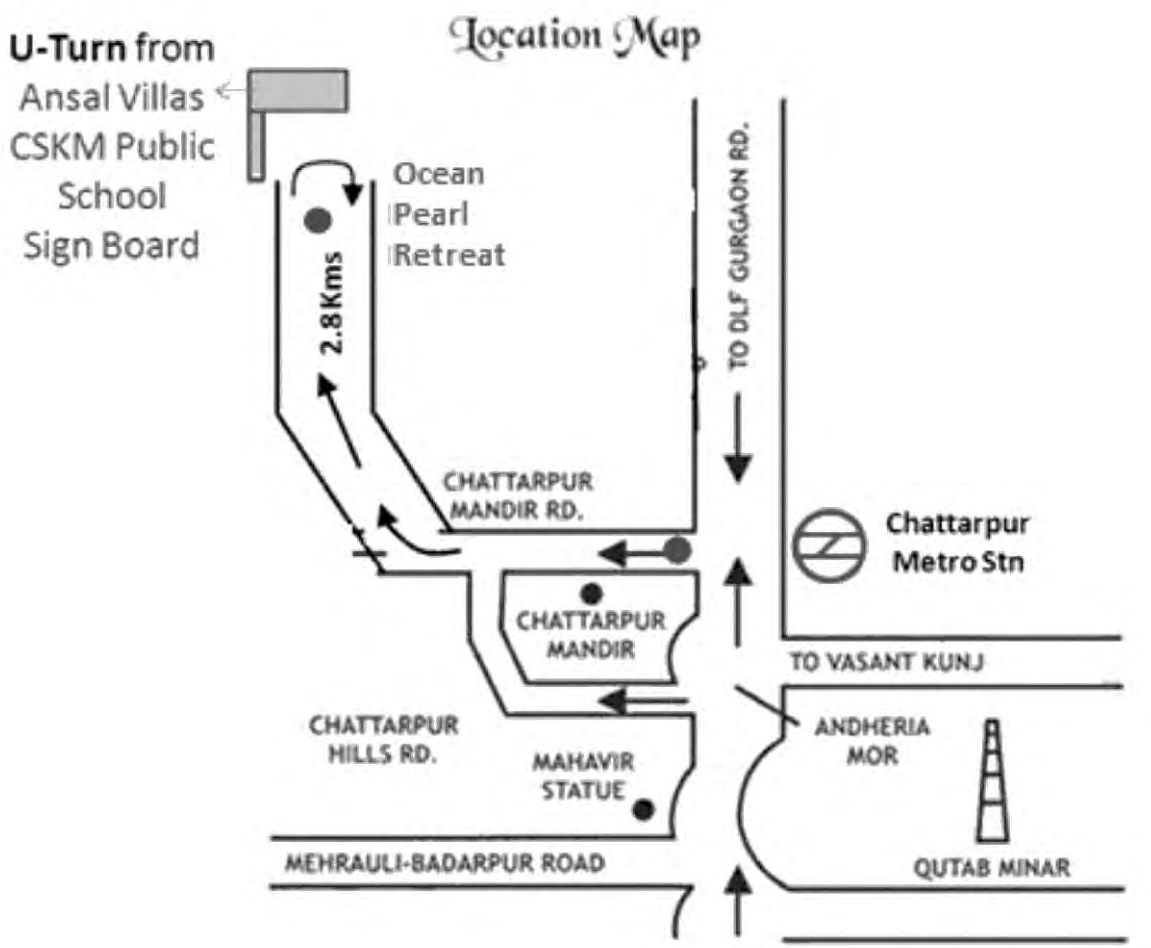
Name of the Proxy Holder:……..……..……..

Signature of the Proxy Holder:……..……..……..

NOTES:

1. Unsecured creditors/ authorized representatives or their proxies attending the meeting must bring this Attendance Slip to the meeting and hand over the same at the entrance of the meeting venue after completing and signing the same.
2. Unsecured creditors/ authorized representatives or their proxies desiring to attend the meeting should bring his/ her copy of the notice for reference at the meeting.

Route Map


Location Map
U-Turn from
Ansal Villas
CSKM Public
School
Sign Board
Ocean
Pearl
Retreat
2.8 Kms
TO DLF GURGAON RD.
CHATTARPUR
MANDIR RD.
Chattarpur
Metro Stn
CHATTARPUR
MANDIR
TO VASANT KUNJ
CHATTARPUR
HILLS RD.
MAHAVIR
STATUE
ANDHERIA
MOR
MEHRAULI-BADARPUR ROAD
QUTAB MINAR