

bharti

Compliance report w.r.t. Composite Scheme of arrangement between Bharti Airtel Limited ("Transferor Company 1"), Bharti Airtel Services Limited ("Transferor Company 2"), Hughes Communications India Limited ("Transferee Company 1"), and HCIL Comtel Limited ("Transferee Company 2") and their respective shareholders and creditors, under Section 230 to 232 of the Companies Act, 2013

It is hereby certified that the Composite scheme of arrangement between Bharti Airtel Limited ("Transferor Company 1"), Bharti Airtel Services Limited ("Transferor Company 2"), Hughes Communications India Limited ("Transferee Company 1"), and HCIL Comtel Limited ("Transferee Company 2") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular') as amended, including the following:

S. No.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
c)	Para (I)(A)(4) (a)	Submission of Valuation Report
d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

For Bharti Airtel Limited

Pankaj Tewari
Company Secretary

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

Certified that the transactions / accounting treatment provided in the Composite scheme of arrangement involving Bharti Airtel Limited ("Transferor Company 1"), Bharti Airtel Services Limited ("Transferor Company 2"), Hughes Communications India Limited ("Transferee Company 1"), and HCIL Comtel Limited ("Transferee Company 2") and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

For Bharti Airtel Limited

Badal Bagri
Chief Financial Officer (India & South Asia)

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



Date: 04th June, 2019

Bharti Airtel Limited
(a Bharati Enterprise)

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