



**Compliance report with the requirements specified in SEBI circular CFD/DIL3/CIR/2017/21
dated March 10, 2017**

It is hereby certified that the draft scheme of arrangement involving Bharti Airtel Limited ('Transferor Company') and Telesonic Networks Limited ('Transferee Company') and their respective shareholders and creditors 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 this circular, including the following:

Sl.	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)(2)	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 & South Asia)

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Bharti Airtel Limited ('Transferor Company') and Telesonic Networks Limited ('Transferee Company') and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

For Bharti Airtel Limited

Nilanjan Roy
Global Chief Financial Officer

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

Bharti Airtel Limited
(a Bharti Enterprise)

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