



BHARTI AIRTEL AFRICA B.V.

Ind AS Special Purpose Financial Statements for the year ended 31 March 2024

Bharti Airtel Africa B.V.

Ind AS Special Purpose Financial Statements – 31 March 2024

Contents	Page No.
1. Independent Auditor's Report	
2. Ind AS Special Purpose Financial Statements	
- Special Purpose Balance Sheet as at 31 March 2024 and 31 March 2023	1
- Special Purpose Statement of Profit and Loss for the year ended 31 March 2024 and 31 March 2023	2
- Special Purpose Statement of Changes in Equity for the year ended 31 March 2024 and 31 March 2023	3
- Special Purpose Statement of Cash Flows for the year ended 31 March 2024 and 31 March 2023	4
- Notes to Special Purpose Financial Statements	5

Independent Auditor's Report

INDEPENDENT AUDITOR'S REPORT

To The Board of Directors of Bharti Airtel Africa B.V.

Report on the Audit of the Special Purpose Ind AS Financial Statements

Opinion

We have audited the accompanying Special Purpose Ind AS Financial Statements of **Bharti Airtel Africa B.V.** ("the Company"), which comprise the Special Purpose Balance Sheet as at March 31, 2024, the Special Purpose Statement of Profit and Loss (including Other Comprehensive Income), the Special Purpose Statement of Changes in Equity and the Special Purpose Statement of Cash Flows for the year then ended, and a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Special Purpose Ind AS Financial Statements"). These Special Purpose Ind AS Financial Statements are prepared solely for inclusion in the annual report of Bharti Airtel Limited for the year ended March 31, 2024 under the requirements of section 129(3) of the Companies Act, 2013.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Ind AS Financial Statements give a true and fair view in conformity with the basis of preparation referred to in Note 2.1 to the Special Purpose Ind AS Financial Statements, of the state of affairs of the Company as at March 31, 2024, the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Special Purpose Ind AS Financial Statements in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India ("ICAI"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Special Purpose Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the Special Purpose Ind AS Financial Statements and we have fulfilled our other responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Special Purpose Ind AS Financial Statements.

Emphasis of Matter

Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to the Special Purpose Ind AS Financial Statements, which describes the basis of accounting. The Special Purpose Ind AS Financial Statements are prepared for inclusion in the annual report of Bharti Airtel Limited ("the Parent Company") under the requirements of Section 129(3) of the Companies Act, 2013. As a result, the Special Purpose Ind AS Financial Statements may not be suitable for any other purpose. The Special Purpose Ind AS Financial Statements cannot be referred to or distributed or included or used for any other purpose except with our prior consent in writing. Our report is intended solely for the above purpose and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Our opinion is not modified in respect of the above matters.

Responsibilities of Management and Those Charged with Governance for the Special Purpose Ind AS Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Special Purpose Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the basis described in Note 2.1 to the Special Purpose Ind AS Financial Statements.

This responsibility also includes maintenance of adequate accounting records 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 Special Purpose Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Special Purpose Ind AS Financial Statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Special Purpose Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Special Purpose Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Special Purpose Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Special Purpose Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Special Purpose Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Special Purpose Ind AS Financial Statements, including the disclosures, and whether the Special Purpose Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
-

Materiality is the magnitude of misstatements in the Special Purpose Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Special Purpose Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Special Purpose Ind AS Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

sd-/

Nilesh H. Lahoti

Partner

(Membership No.130054)

Place: Gurugram

Date: July 26, 2024

Ind AS Special Purpose Financial Statements

BHARTI AIRTEL AFRICA B.V.
Special Purpose Balance Sheet



(All amounts are in USD thousand, unless stated otherwise)

Particulars	Notes	As of	
		31 March 2024	31 March 2023
Assets			
Non-current assets			
Property, plant and equipment	4	-	-
Investment in subsidiaries	5	27,499	60,302
Financial assets			
- Loans	6	4,312,171	4,204,478
- Others	7	2,953	2,953
		4,342,623	4,267,733
Current assets			
Financial assets			
- Cash and cash equivalents	8	96	89
- Others	9	10,290	3,141
Other current assets	10	-	-
		10,386	3,230
Total Assets		4,353,009	4,270,963
Equity and liabilities			
Equity			
Share capital	11	557	557
Other equity		1,544,773	1,189,818
		1,545,330	1,190,375
Non-current liabilities			
Financial liabilities			
- Borrowings	12	2,800,255	2,802,219
		2,800,255	2,802,219
Current liabilities			
Financial liabilities			
- Trade payables	13	62	191
- Others	14	7,362	278,178
		7,424	278,369
Total liabilities		2,807,679	3,080,588
Total equity and liabilities		4,353,009	4,270,963

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

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration No: 117366W / W-100018

**For and on behalf of the Management Board of
Bharti Airtel Africa B.V.**

sd-/

Nilesh H. Lahoti
Partner
Membership No: 130054

Place: Gurugram

Date: 26th July 2024

sd-/

M.L. van Dam
Director

sd-/

J. K. Paul
Director

Date: 26th July 2024

sd-/

D. van Kootwijk
Director

BHARTI AIRTEL AFRICA B.V.
Special Purpose Statement of Profit and Loss

(All amounts are in USD thousand, except per share data)

Particulars	Notes	For the year ended	
		31 March 2024	31 March 2023
Income			
Dividend income	16	578,808	364,437
Finance income	17	267,527	182,102
		846,335	546,539
Expenses			
Other expenses	18	(26)	272
Depreciation	4	-	-
		(26)	272
Profit before Finance cost, exceptional items and tax		846,361	546,267
Finance costs	19	205,034	150,663
Profit before exceptional items and tax		641,327	395,604
Exceptional items		-	-
Profit before tax		641,327	395,604
Tax expense			
Current tax	20	-	-
Profit after tax		641,327	395,604
Other comprehensive income for the year		-	-
Total comprehensive income for the year		641,327	395,604
Earnings per share (face value: EUR 0.01 each) (In USD)			
Basic and diluted			
Ordinary shares	23	11.59	7.15

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

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration No: 117366W / W-100018

**For and on behalf of the Management Board of
Bharti Airtel Africa B.V.**

sd-/
Nilesh H. Lahoti
Partner
Membership No: 130054

Place: Gurugram

Date: 26th July 2024

sd-/
M.L. van Dam
Director

sd-/
D. van Kootwijk
Director

sd-/
J. K. Paul
Director

Date: 26th July 2024



BHARTI AIRTEL AFRICA B.V.
Special Purpose Statement of Changes in Equity

(All amounts are in USD thousand, unless stated otherwise)

Particulars	Share capital		Other equity - Reserves and surplus			Total equity
	No of shares (in '000)	Amount	Share premium	Retained earnings	Total	
As at 01 April 2022	55,352,741	557	484,676	516,243	1,000,919	1,001,476
Profit for the year	-	-	-	395,604	395,604	395,604
Dividend to shareholders	-	-	-	(206,705)	(206,705)	(206,705)
Total comprehensive profit	-	-	-	188,899	188,899	188,899
As at 31 March 2023	55,352,741	557	484,676	705,142	1,189,818	1,190,375
Profit for the year	-	-	-	641,327	641,327	641,327
Dividend to shareholders	-	-	-	(231,363)	(231,363)	(231,363)
Transactions with subsidiaries (Refer note 26)	-	-	-	(55,009)	(55,009)	(55,009)
Total comprehensive profit	-	-	-	354,955	354,955	354,955
As at 31 March 2024	55,352,741	557	484,676	1,060,097	1,544,773	1,545,330

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

For Deloitte Haskins & Sells LLP

Chartered Accountants
Firm Registration No: 117366W / W-100018

sd-/

Nilesh H. Lahoti

Partner
Membership No: 130054

Place: Gurugram

Date: 26th July 2024

For and on behalf of the Management Board of Bharti Airtel Africa B.V.

sd-/

M.L. van Dam

Director

sd-/

D. van Kootwijk

Director

sd-/

J. K. Paul

Director

Date: 26th July 2024



BHARTI AIRTEL AFRICA B.V.
Special Purpose Statement of Cash Flows
 (All amounts are in USD thousand, unless stated otherwise)

Particulars	For the year ended	
	31 March 2024	31 March 2023
Cash flows from operating activities		
Profit before tax	641,327	395,604
Adjustments for:		
Finance costs	205,034	150,663
Finance income	(267,423)	(182,061)
Dividend income	(578,808)	(364,437)
Operating cash flow before changes in working capital	130	(231)
Changes in working capital		
(Decrease)/ Increase in trade payables	(174)	50
(Increase)/ Decrease in other financial assets	70	16
Increase in other financial liabilities	7	16
Net cash generated/ (used) from operating activities (a)	33	(149)
Cash flows from investing activities		
Dividend received	283,600	364,437
Loan given to subsidiaries	(45,898)	(47,814)
Loan repayment by subsidiaries	184,636	525,378
Net cash generated from investing activities (b)	422,338	842,001
Cash flows from financing activities		
Net repayment to related parties	8,774	(11,204)
Proceeds from borrowings	36,600	-
Repayment of borrowings	(243,593)	(623,941)
Dividend paid	(224,145)	(206,705)
Net cash used in financing activities (c)	(422,364)	(841,849)
Net increase in cash and cash equivalents during the year (a+b+c)	7	3
Add : Cash and cash equivalents as at the beginning of the year	89	86
Cash and cash equivalents as at the end of the year (Refer note 8)	96	89

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

For Deloitte Haskins & Sells LLP
 Chartered Accountants
 Firm Registration No: 117366W / W-100018

**For and on behalf of the Management Board of
 Bharti Airtel Africa B.V.**

sd-/

Nilesh H. Lahoti
 Partner
 Membership No: 130054

Place: Gurugram

Date: 26th July 2024

sd-/

M.L. van Dam
 Director

sd-/

D. van Kootwijk
 Director

sd-/

J. K. Paul
 Director

Date: 26th July 2024

1. Corporate information

Bharti Airtel Africa B.V. Limited ('the Company'), incorporated on January 13, 1998, is registered in The Netherlands and has its registered office at Overschiestraat 65, 1062 XD Amsterdam, The Netherlands. The principal activity of the Company is that of an investment and holding company.

The Company's parent company is Bharti Airtel International (Netherlands) B.V. a company incorporated in The Netherlands and intermediate parent company is Airtel Africa plc, a company incorporated in the United Kingdom.

2. Summary of material accounting policies

2.1 Basis of preparation

The Special Purpose Ind AS financial statements ('Financial Statements') have been prepared solely to assist Bharti Airtel Limited ('Ultimate parent company') to comply with requirements under Section 136 of the Companies Act, 2013 ('Act'). These financial statements have been prepared by the Company to comply in all material respects with the Indian Accounting Standard ('Ind AS') as notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Act.

The preparation of the Financial Statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Company's accounting policies.

The Financial Statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013.

These Financial Statements are not statutory financial statements as per Dutch Law. All the amounts included in the Financial Statements are reported in United States dollars, with all values rounded to the nearest thousands except when otherwise indicated. Further, amounts which are less than half a thousand are appearing as '0'.

New amendments adopted during the year

MCA wide notification no. G.S.R. 242 (E) dated March 31, 2023 has issued the Companies (Indian Accounting Standards) Amendment Rules 2023 which amends following Ind AS (as applicable to the Company):

- Ind AS 107 Financial Instruments: Disclosures
- Ind AS 109 Financial Instruments
- Ind AS 1, Presentation of Financial Statements
- Ind AS 12, Income Taxes
- Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Error

The amendments are applicable for annual periods beginning on or after April 1, 2023. The Company has evaluated the amendments and the impact is not expected to be material.

Amendments to Ind AS issued but not yet effective

MCA notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

2.2 Basis of measurement

The Financial Statements have been prepared on the accrual and going concern basis and the historical cost convention except where the Ind AS requires a different accounting treatment.

Fair value measurement

Fair value is the price at the measurement date, at which an asset can be sold or paid to transfer a liability, in an orderly transaction between market participants. The Company's accounting policies require measurement of certain financial/non-financial assets and liabilities at fair value (either on a recurring or non-recurring basis). Also, the fair values of financial instruments measured at amortised cost are required to be disclosed. The Company is required to classify the fair valuation method of the financial/non-financial assets and liabilities, either measured or disclosed at fair value in the financial statements, using a three level fair-value hierarchy (which reflects the significance of inputs used in the measurement). Accordingly, the Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The three levels of the fair-value-hierarchy are described below:

- Level 1 – Quoted (unadjusted) prices for identical assets or liabilities in active markets
- Level 2 – Significant inputs to the fair value measurement are directly or indirectly observable
- Level 3 – Significant inputs to the fair value measurement are unobservable

2.3 Foreign currency transactions

a. Functional and presentation currency

The Financial Statements are presented in USD which is the functional and presentation currency of the Company.

b. Transactions and balances

Transactions in foreign currencies are initially recorded in the relevant functional currency at the rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the reporting date with the resulting foreign exchange differences, on subsequent re-statement/settlement, recognised in the statement of comprehensive income within finance costs/finance income. Non-monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate prevalent, at the date of initial recognition (in case they are measured at historical cost) or at the date when the fair value is determined (in case they are measured at fair value) – with the resulting foreign exchange difference, on subsequent re-statement/settlement, recognised in the profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity. The equity items denominated in foreign currencies are translated at historical exchange rate.

2.4 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within 12 months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

A liability is classified as current when it is expected to be settled in the normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within 12 months after the reporting period, or where there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

2.5 Property, plant and equipment (PPE)

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE is initially recognized at cost.

The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE is stated at cost less accumulated depreciation and any impairment losses. When significant parts of PPE are required to be replaced at regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is derecognized from the balance sheet and cost of the new item of PPE is recognised.

The expenditures that are incurred after an item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred. However, in situations in which the said expenditure can be measured reliably and it is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset, as appropriate.

Depreciation on PPE is computed using the straight-line method over the estimated useful lives. The Company has established the estimated range of useful lives for different categories of PPE as follows:

Categories	Years
Leasehold improvement	Period of lease or 10 years, as applicable, whichever is less
Computer equipment & Furniture & fixtures and office equipment	1 – 5

The useful lives, residual values and depreciation method of PPE are reviewed, and adjusted appropriately, at least, as at each reporting date, to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effect of any change in the estimated useful lives, residual values and/or depreciation method are accounted prospectively, and accordingly, the depreciation is calculated over the PPE's remaining revised useful life. The cost and the accumulated depreciation for PPE sold, scrapped, retired or otherwise disposed of are de-recognised from the balance sheet and the resulting gains/(losses) are included in the statement of profit and loss within other expenses/other income.

2.6 Intangible assets

Identifiable intangible assets are recognised when the Company controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be measured reliably.

The intangible assets are initially recognised at cost. These assets having finite useful life are carried at cost less accumulated amortisation and accumulated impairment losses (if any). Amortisation is computed using the straight-line method over the expected useful life of intangible assets.

2.7 Impairment of non-financial assets

a. Property, plant and equipment, right-of-use assets and intangible assets

At each reporting period date, the Company reviews the carrying amounts of its PPE and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. For the purpose of impairment testing, the recoverable amount (that is, higher of the fair value less costs to sell and the value-in-use) is determined on an individual asset basis, unless the asset does not generate cash flows that are largely independent of those from other assets, in which case the recoverable amount is

determined at the CGU level to which the said asset belongs. If such individual assets or CGU are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the asset/CGU exceeds their estimated recoverable amount and allocated on pro-rata basis.

b. Reversal of impairment losses

Impairment losses on the above-mentioned items are reversed in the statement of profit and loss and the carrying value is increased to its revised recoverable amount provided that this amount does not exceed the carrying value that would have been determined had no impairment loss been recognised for the said asset/CGU in previous years.

2.8 Financial instruments

a. Recognition, classification and presentation

Financial instruments are recognised in the balance sheet when the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial instruments at initial recognition. The Company classifies its financial assets in the following categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss);
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Company has classified all non-derivative financial liabilities as measured at amortised cost.

Financial assets and liabilities arising from different transactions are offset against each other and the resultant net amount is presented in the balance sheet, if and only when, the Company currently has a legally enforceable right to set-off the related recognised amounts and intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

b. Measurement – Non-derivative financial instruments

I. Initial measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

II. Subsequent measurement – financial assets

The subsequent measurement of non-derivative financial assets depends on their classification as follows:

• Financial assets measured at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost using the effective interest rate (EIR) method (if the impact of discounting/any transaction costs is significant). Interest income from these financial assets is included in finance income.

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

• Financial assets at fair value through profit or loss (FVTPL)

All equity instruments and financial assets that do not meet the criteria for amortised cost or fair value through other comprehensive income (FVTOCI) are measured at FVTPL. Interest (basis EIR method) and dividend income from financial assets at FVTPL is recognised in the profit and loss within finance income separately from the other gains/losses arising from changes in the fair value.

Impairment

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, 12 month expected credit loss (ECL) is used to provide for impairment loss; otherwise lifetime ECL is used. However, only in case of trade receivables, the Company applies the simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

III. Subsequent measurement – financial liabilities

Financial liabilities are subsequently measured at amortised cost using the EIR method (if the impact of discounting/any transaction costs is significant).

c. Derecognition

Financial liabilities are derecognised from the balance sheet when the underlying obligations are extinguished, discharged, lapsed, cancelled, expires or legally released. The financial assets are derecognised from the balance sheet when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. The difference in the carrying amount and consideration is recognised in the statement of profit and loss.

2.9 Taxes

The income tax expense comprises of current tax. Income tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity, in which case the related income tax is also recognised accordingly.

Current tax

The Company forms a fiscal unity for VAT and Corporate Income Tax purposes with Bharti Airtel International (Netherlands) B.V. Consequently, the Company is jointly and severally liable for the taxes payable by the fiscal unity.

2.10 Cash and cash equivalents

Cash and cash equivalents for the purpose of balance sheet and statement of cash flows include cash at bank.

2.11 Share capital/share premium

Ordinary shares are classified as equity when the Company has an unconditional right to avoid delivery of cash or another financial asset, that is, when the dividend and repayment of capital are at the sole and absolute discretion of the Company and there is no contractual obligation whatsoever to that effect. A share premium account is used to record the premium on issue of shares. The shareholders also provide capital contributions without issue of equity shares which are presented as share premium.

2.12 Employee benefits

The Company's employee benefits mainly include salaries. The employee benefits are recognised in the period in which the associated services are rendered by the Company's employees.

2.13 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, when it is probable that an outflow of resources will be required to settle the said obligation and the amounts of the said obligation can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the relevant obligation, using a pre-tax rate that reflects current market assessments of the time value of money (if the impact of discounting is significant) and the risks specific to the obligation. The increase in the provision due to un-winding of discount over passage of time is recognised within finance costs.

2.14 Contingencies

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognised and disclosed only where an inflow of economic benefits is probable.

2.15 Revenue recognition

Revenue is recognised when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be measured reliably. Revenue is recognised at the fair value of the consideration received or receivable, which is generally the transaction price, net of any discounts.

a) Interest income

The interest income is recognised using the EIR method. For further details, refer note 2.8.

b) Dividend income

Dividend income is recognised when the Company's right to receive the payment is established.

2.16 Borrowing costs

Borrowing costs consist of interest and other ancillary costs that the Company incurs in connection with the borrowing of funds. The borrowing costs directly attributable to the acquisition or construction of any asset that takes a substantial period of time to get ready for its intended use or sale are capitalised. All the other borrowing costs are recognised in the statement of profit and loss within finance costs of the period in which they are incurred.

2.17 Exceptional items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

2.18 Dividends to shareholders

Dividend to shareholders is recognised as a liability and deducted from equity, in the year in which the dividends are approved by the shareholders. However, interim dividends declared by the Board of directors, which does not need shareholders' approval, are recognised as a liability and deducted from retained earnings, in the year in which the dividends are so declared.

2.19 Investment in subsidiaries

The Company recognises its investment in subsidiaries at cost less any impairment losses. The said investments are tested for impairment whenever circumstances indicate that their carrying values may exceed the recoverable amount (viz. higher of the fair value less costs to sell and the value-in-use).

2.20 Earnings per share (EPS)

The Company presents the Basic and Diluted EPS data.

Basic EPS is computed by dividing the profit for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period.

Diluted EPS is computed by adjusting, the profit for the year attributable to the shareholders and the weighted average number of shares considered for deriving Basic EPS, for the effects of all the shares that could have been issued upon conversion of all dilutive potential shares. The dilutive potential shares are adjusted for the proceeds receivable had the shares been actually issued at fair value. Further, the dilutive potential shares are deemed converted as at beginning of the period, unless issued at a later date during the period.

3. Key sources of estimation uncertainties and Critical judgements

The estimates and judgements used in the preparation of the said financial statements are continuously valued by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates and judgements are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Although the Company regularly assesses these estimates, actual results could differ materially from these estimates - even if the assumptions under-lying such estimates were reasonable when made, if these results differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognised in the financial statements in the year in which they become known.

3.1 Key sources of estimation uncertainties

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below:

Impairment reviews

The Company conducts impairment reviews of investments in subsidiaries and loan receivable from subsidiaries whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Determining whether an asset is impaired requires an estimation of the recoverable amount, which requires the Company to estimate the value in use which based on future cash flows, after taking into account past experience management's best estimate about future developments. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

4. Property, plant and equipment ('PPE')

The following table presents the reconciliation of changes in the carrying value of property, plant and equipment for the year ended 31 March 2024 and 31 March 2023:

Particulars	Leasehold improvement	Computer, office equipment and furniture and fixtures	Total
Gross block			
As at 01 April 2022	973	22,858	23,831
Additions	-	-	-
As at 31 March 2023	973	22,858	23,831
Additions	-	-	-
As at 31 March 2024	973	22,858	23,831
Accumulated depreciation			
As at 01 April 2022	973	22,858	23,831
Charge for the year	-	-	-
As at 31 March 2023	973	22,858	23,831
Charge for the year	-	-	-
As at 31 March 2024	973	22,858	23,831
Net carrying amount			
As at 31 March 2023	-	-	-
As at 31 March 2024	-	-	-

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

5. Investment in subsidiaries

Investment in subsidiaries	As of	
	31 March 2024	31 March 2023
Investment in equity instruments (Un-quoted)		
Indian Ocean Telecom Limited: 2,500,000 (31 March 2023 - 2,500,000) ordinary shares of USD 1 each	59,986	59,986
Bharti Airtel Mali Holdings B.V.: 18,000 (31 March 2023 - 18,000) ordinary shares of EUR 1 each	16	16
Bharti Airtel Kenya Holdings B.V.: Nil (31 March 2023 - 18,000) ordinary shares of EUR 1 each (Refer note 26)	-	16
Bharti Airtel Kenya B.V.: 40 (31 March 2023 - Nil) ordinary shares of EUR 500 each	24	-
Bharti Airtel Uganda Holdings B.V.: 18,152 (31 March 2023 - 18,152) ordinary shares of EUR 1 each	21	21
Bharti Airtel Zambia Holdings B.V.: 18,152 (31 March 2023 - 18,152) ordinary shares of EUR 1 each	21	21
Bharti Airtel Tanzania B.V.: 18,152 (31 March 2023 - 18,152) ordinary shares of EUR 1 each	23	23
Bharti Airtel Malawi Holdings B.V.: 18,152 (31 March 2023 - 18,152) ordinary shares of EUR 1 each	21	21
Bharti Airtel RDC Holdings B.V.: 18,152 (31 March 2023 - 18,152) ordinary shares of EUR 1 each	18	18
Bharti Airtel Congo Holdings B.V.: 18,152 (31 March 2023 - 18,152) ordinary shares of EUR 1 each	21	21
Bharti Airtel Gabon Holdings B.V.: 18,152 (31 March 2023 - 18,152) ordinary shares of EUR 1 each	21	21
Bharti Airtel Chad Holdings B.V.: 18,152 (31 March 2023 - 18,152) ordinary shares of EUR 1 each	18	18
Bharti Airtel Niger Holdings B.V.: 18,152 (31 March 2023 - 18,152) ordinary shares of EUR 1 each	16	16
Bharti Airtel Nigeria Holdings II B.V.: Nil (31 March 2023 - 18,152) ordinary shares of EUR 1 each (Refer note 26)	-	21
Bharti Airtel Nigeria B.V.: 18,000 (31 March 2023 - Nil) ordinary shares of EUR 1 each	16	-
Bharti Airtel Madagascar Holdings B.V.: 18,000 (31 March 2023 - 18,000) ordinary shares of EUR 1 each	22	22
Bharti Airtel Services B.V.: 18,152 (31 March 2023 - 18,152) ordinary shares of EUR 1 each	21	21
Bharti Airtel Rwanda Holdings Limited : 40,000 (31 March 2023 - 40,000) ordinary shares of USD 1 each	40	40
	60,305	60,302
Less : Provision for Impairment ¹	(32,806)	-
Total	27,499	60,302

¹ The Company has assessed the recoverability of investments in its subsidiaries and basis this assessment, recorded an allowance for impairment for Indian Ocean Telecom Limited.

6. Financial assets – loans

	As of	
	31 March 2024	31 March 2023
Unsecured, considered good unless stated otherwise		
Loans to related parties ¹ (Refer note 24)	5,030,661	4,955,774
	5,030,661	4,955,774
Less : allowance for impairment of loans ²	(718,490)	(751,296)
	4,312,171	4,204,478

¹Details of loans to related parties: -

(i) Loans to related parties include USD 1,392,595 thousands loan drawn under an intercompany credit facility provided to Bharti Airtel Rwanda Holdings Limited, Bharti Airtel Tanzania B.V., Bharti Airtel Congo Holdings B.V., Bharti Airtel RDC Holdings B.V., Bharti Airtel Niger Holdings B.V., Bharti Airtel Madagascar Holdings B.V., Bharti Airtel Malawi Holdings B.V., Tigo Rwanda and Bharti Airtel Chad Holdings B.V. which are interest free. There are no collaterals for these loan provided by the Company.

(ii) Apart from the above, the Company has also provided intercompany loans amounting to USD 3,638,066 thousands to some of its subsidiaries at 3M SOFR + 2.25% (3M LIBOR + 2.25% as at 31 March 2023). The loans are denominated in USD. There are no collaterals for these loans provided by the Company.

(iii) During Apr'24 and July'24, loan given to Bharti Airtel Kenya B.V., Bharti Airtel Nigeria B.V. and Bharti Airtel Tanzania B.V. amounting to USD 4,017,891 thousands (balance as at Mar'24) has been converted into Equity.

²The Company has assessed the recoverability of loans given to its subsidiaries and basis this assessment, recorded an allowance for impairment for entities Bharti Airtel Madagascar Holdings B.V., Bharti Airtel Congo Holdings B.V., Bharti Airtel Nigeria B.V. and Bharti Airtel Rwanda Holdings Limited.

7. Other financial assets

	As of	
	31 March 2024	31 March 2023
Receivable from group companies (Refer note 24)	2,953	2,953
	2,953	2,953

8. Cash and cash equivalents

	As of	
	31 March 2024	31 March 2023
Balances with banks		
- On current accounts	96	89
	96	89

For the purpose of statement of cash flows, cash and cash equivalents comprise of following:-

	As of	
	31 March 2024	31 March 2023
Cash and cash equivalents as per balance sheet	96	89
	96	89

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

9. Financial assets – others

	As of	
	31 March 2024	31 March 2023
Unsecured, considered good		
Receivable from group companies (Refer note 24)	3,071	3,141
Dividend receivable ¹	7,219	-
	10,290	3,141

¹ As at 31 March 2024, the Company has dividend receivable of USD 2,460 thousands from Bharti Airtel Malawi Holdings B.V., USD 4,759 thousands from Bharti Airtel Nigeria Holdings B.V. respectively.

10. Other current assets

	As of	
	31 March 2024	31 March 2023
Advances to suppliers ¹	-	-
	-	-

¹Considering the uncertainty of recovery of the amount of the advance, the Company carries a provision against the outstanding amount.

	As of	
	31 March 2024	31 March 2023
Advances to suppliers	865	865
Less: Provision for doubtful advances	(865)	(865)
	-	-

11. Share Capital

	As of	
	31 March 2024	31 March 2023
Authorized		
195,000,000 Ordinary shares (31 March 2023: 195,000,000 Ordinary shares) of EUR 0.01 each	1,962	1,962
	1,962	1,962

	As of	
	31 March 2024	31 March 2023
Issued, subscribed and fully paid-up shares		
55,352,741 Ordinary shares (31 March 2023: 55,352,741 Ordinary shares) of EUR 0.01 each	557	557
	557	557

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the year

	For the year ended March 31, 2024		For the year ended 31 March 2023	
	No.	Amount	No.	Amount
Ordinary shares				
At the beginning of the year	55,352,741	557	55,352,741	557
Issued during the year	-	-	-	-
Outstanding at the end of the year	55,352,741	557	55,352,741	557

b) Terms/rights attached to equity shares

The Company has ordinary shares with a par value of EUR 0.01 per share. Each holder of ordinary shares is entitled to one vote per share.

c) Details of shareholders (as per register of shareholders) holding more than 5% shares in the Company

	As at March 31, 2024		As at 31 March 2023	
	No of shares	% holding	No of shares	% holding
Ordinary shares of EUR 0.01 each fully paid up				
Bharti Airtel International (Netherlands) B.V	55,352,741	100%	55,352,741	100%

d) Dividend to shareholders

During the year ended 31 March 2024, the Company declared dividend amounting to USD 231,363 thousands (31 March 2023: USD 206,705 thousands) to its shareholders.

12. Borrowings

	As of	
	31 March 2024	31 March 2023
Loans from related parties ¹ (Refer note 24)	2,800,255	2,802,219
	2,800,255	2,802,219

¹The loan is drawn under an intercompany credit facility taken by the Company at 3M SOFR + 2% (3M LIBOR + 2% as at financial year end 31 March 2023) from its parent company, Bharti Airtel International (Netherlands) B.V. The credit facility is denominated in USD. There are no collaterals/securities for this facility and it has a limit of USD 6,500,000 thousands. The interest is capitalized and added to the loan balance on a quarterly basis.

13. Trade payables

	As of	
	31 March 2024	31 March 2023
Accrued expenses	62	191
	62	191

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

Trade Payables ageing as on March 31, 2024:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues	-	-	-	62	62
	-	-	-	62	62

Trade Payables ageing as on March 31, 2023:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues	56	28	26	81	191
	56	28	26	81	191

14. Other Financial liabilities

	As of	
	31 March 2024	31 March 2023
Payable to related parties (Refer note 24)	136	278,178
Dividend payable ¹	7,219	-
Others	7	-
	7,362	278,178

¹ As at 31 March 2024, the Company has dividend payable of USD 7,219 thousands to its shareholder Bharti Airtel International (Netherlands) B.V.

15. Contingencies
Tax related matters

The Company forms a fiscal unity for Corporate Income Tax purposes with Bharti Airtel International (Netherlands) B.V. Consequently, the Company is jointly and severally liable for the taxes payable by the fiscal unity.

16. Dividend income

	For the year ended	
	31 March 2024	31 March 2023
Dividend income	578,808	364,437
	578,808	364,437

During the year ended 31 March 2024, the Company recognised dividend income of USD 129,664 thousands from Bharti Airtel Uganda Holdings B.V., USD 44,612 thousands from Bharti Airtel Zambia Holdings B.V., USD 16,000 thousands from Bharti Airtel Malawi Holdings B.V., USD 99,848 thousands from Bharti Airtel Nigeria Holdings II B.V., USD 189,506 thousands from Bharti Airtel Niger Holdings B.V., USD 92,723 thousands from Bharti Airtel Gabon Holdings B.V. and USD 6,455 thousands from Indian Ocean Telecom Limited respectively.

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

During the year ended 31 March 2023, the Company recognised dividend income of USD 87,049 thousands from Bharti Airtel Uganda Holdings B.V., USD 56,214 thousands from Bharti Airtel Zambia Holdings B.V., USD 95,824 thousands from Bharti Airtel Malawi Holdings B.V., USD 120,000 thousands from Bharti Airtel Nigeria Holdings II B.V. and USD 5,350 thousands from Indian Ocean Telecom Limited respectively.

17. Finance income

	For the year ended	
	31 March 2024	31 March 2023
Interest income on loans to related parties (Refer note 24)	267,423	182,061
Others	104	41
	267,527	182,102

18. Other Expenses

	For the year ended	
	31 March 2024	31 March 2023
Legal and professional charges	(35)	203
Miscellaneous expenses	9	69
	(26)	272

19. Finance costs

	For the year ended	
	31 March 2024	31 March 2023
Interest expense on loans from related parties (Refer note 24)	205,027	150,654
Net exchange loss	2	3
Other finance charges	5	6
	205,034	150,663

20. Tax expense

The Company forms a fiscal unity for VAT and Corporate Income Tax purposes with Bharti Airtel International (Netherlands) B.V. Consequently, the Company is jointly and severally liable for the taxes payable by the fiscal unity.

21. Financial and capital management
1. Financial risk

The business activities of the Company expose it to a variety of financial risks, namely market risks (that is, interest rate risk), credit risk and liquidity risk. The Company's risk management strategies focus on the unpredictability of these elements and seek to minimize the potential adverse effects on its financial performance.

The financial risk management for the Company is driven by the Company's management, in close coordination with the operating entities and internal / external experts subject to necessary supervision. The Company does not undertake any speculative transactions either through derivatives or otherwise. The Company periodically reviews the exposures to financial risks, and the measures taken for risk mitigation and the results thereof.

(i) Interest rate risk

The Company has exposure to floating-interest bearing assets and liabilities, its interest income and expense, related cash inflows and outflows are affected by changes in market interest rates.

Borrowings

Borrowings with floating rates expose the Company to cash flow and fair value interest rate risk respectively. However, the short-term borrowings of the Company do not have a significant fair value or cash flow interest rate risk due to their short tenure. Accordingly, the components of the debt portfolio are determined by the Company in a manner which enables the Company to achieve an optimum debt-mix based on its overall objectives and future market expectations.

Interest rate sensitivity of financial liabilities - Borrowings

The impact of the interest rate sensitivity on profit before tax is given in the table below:

	Increase and decrease in basis points	Effect on profit before tax
For the year ended 31 March 2024		
USD borrowings	+100	(28,003)
	-100	28,003
For the year ended 31 March 2023		
USD borrowings	+100	(28,022)
	-100	28,022

The sensitivity disclosed in the above table is attributable to floating-interest rate.

Interest rate sensitivity of Financial Assets- Loans

The impact of the interest rate sensitivity on profit before tax is given in the table below:

	Increase and decrease in basis points	Effect on profit before tax
For the year ended 31 March 2024		
USD loans	+100	36,381
	-100	(36,381)
For the year ended 31 March 2023		
USD loans	+100	35,111
	-100	(35,111)

The above sensitivity analysis is based on a reasonably possible change in the underlying interest rate of the Company's borrowings / loans provided in USD (being the currencies in which it has borrowed/lent funds), while assuming all other conditions to be constant.

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

Based on the movements in the interest rates historically and the prevailing market conditions as at the reporting date, the Company's management has concluded that the above mentioned rates used for sensitivity are reasonable benchmarks.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accordingly, as a prudent liquidity risk management measure, the Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing through intercompany loans.

Based on past performance and current expectations, the Company believes that the Cash and cash equivalents, cash generated from operations, will suffice its working capital needs, capital expenditure, investment requirements, commitments and other liquidity requirements associated with its existing operations, through at least the next twelve months.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments: -

As at 31 March 2024							
Carrying amount	On Demand	Less than 6 months	6 to 12 months	1 to 2 years	> 2 years	Total	
Interest bearing borrowings	2,800,255	-	-	-	-	2,800,255	2,800,255
Other financial liabilities	7,362	-	7,362	-	-	-	7,362
Trade payables	62	-	62	-	-	-	62
Total	2,807,679	-	7,424	-	-	2,800,255	2,807,679

As at 31 March 2023							
Carrying amount	On Demand	Less than 6 months	6 to 12 months	1 to 2 years	> 2 years	Total	
Interest bearing borrowings	2,802,219	-	-	-	-	2,802,219	2,802,219
Other financial liabilities	278,178	278,178	-	-	-	-	278,178
Trade payables	191	-	191	-	-	-	191
Total	3,080,588	278,178	191	-	-	2,802,219	3,080,588

Reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the statement of cash flows:

		Non Cash Movements				
Statement of cash flow line items		1 April 2023	Cash flow	Interest and other finance charges	Others	31 March 2024
Borrowings	Proceeds / Repayment of borrowings	2,802,219	(206,991)	205,027	-	2,800,255
Others financial liabilities	Net (repayments) / proceeds from related parties	278,178	8,774	-	(279,590)	7,362

		Non Cash Movements				
Statement of cash flow line items		1 April 2022	Cash flow	Interest and other finance charges	Others	31 March 2023
Borrowings	Proceeds / Repayment of borrowings	3,244,345	(593,214)	150,654	434	2,802,219
Others financial liabilities	Net (repayments) / proceeds from related parties	320,067	(41,931)	-	42	278,178

iii) Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The company does not have any significant exposure to the foreign currency risk as its operation is in its functional currency.

2. Capital management

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and / or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital. However, the key objective of the Company's capital management is to, ensure that it maintains a stable capital structure with the focus on total equity, uphold investor; and ensure future development of its business activities. In order to maintain or adjust the capital structure, the Company may issue new shares, declare dividends, return capital to shareholders, etc.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents. Refer table below.

	As of	
	31 March 2024	31 March 2023
Borrowings	2,800,255	2,802,219
Less: Cash and cash equivalents	96	89
Net debt	2,800,159	2,802,130
Equity	1,545,330	1,190,375
Total capital	1,545,330	1,190,375
Capital and net debt	4,345,489	3,992,505
Gearing ratio	64.4%	70.2%

22. Fair Value of financial assets and liabilities

The category-wise details as to the carrying value, fair value and the level of fair value measurement hierarchy of the Company's financial instruments are as follows:

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

	Carrying Value		Fair Value	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
Financial assets				
Amortised cost				
Loans	4,312,171	4,204,478	4,312,171	4,204,478
Other financial assets	13,243	6,094	13,243	6,094
Cash and cash equivalents	96	89	96	89
	4,325,510	4,210,661	4,325,510	4,210,661
Financial liabilities				
Amortised cost				
Borrowings- floating rate	2,800,255	2,802,219	2,800,255	2,802,219
Trade payables	62	191	62	191
Other financial liabilities	7,362	278,178	7,362	278,178
	2,807,679	3,080,588	2,807,679	3,080,588

The carrying value of financial assets and liabilities approximates their fair value mainly due to the short-term maturities/ floating interest rate.

23. Earnings/ (Loss) per share ('EPS')

Particulars	
31 March 2024	
Par value of equity shares (in EUR)	EUR 0.01
Profit attributable to equity shareholders (A)	641,327
Weighted average number of equity shares outstanding during the year (Nos. in Thousands) (B)	55,353
Basic / Diluted Earnings per Share in USD (A / B)	11.59
31 March 2023	
Par value of equity shares (in EUR)	EUR 0.01
Profit attributable to equity shareholders (A)	395,604
Weighted average number of equity shares outstanding during the year (Nos. in Thousands) (B)	55,353
Basic / Diluted Earnings per Share in USD (A / B)	7.15

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

24. Related Party Disclosures

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/or with which transactions have taken place during the year and description of relationships, as identified and certified by the management are:

(a) Parent company

Bharti Airtel International (Netherlands) B.V.

(a) Intermediate parent company

Airtel Africa plc
 Airtel Africa Mauritius Limited
 Network i2i Limited
 Bharti Airtel Limited
 Bharti Telecom Limited

(c) Ultimate controlling entity

Bharti Enterprises (Holding) Private Limited. It is held by private trusts of the Bharti family, with Mr. Sunil Bharti Mittal's family trust effectively controlling the company.

(d) Direct and indirect subsidiaries

Name of subsidiary	Principal activities	Proportion of ownership interest	
		% As of	
		March 31, 2024	31 March 2023
Airtel (Seychelles) Limited	Telecommunication services	100	100
Airtel Congo RDC S.A.	Telecommunication services	98.50	98.50
Airtel Congo S.A.	Telecommunication services	90	90
Airtel Gabon S.A.	Telecommunication services	100	100
Airtel Madagascar S.A.	Telecommunication services	100	100
Airtel Malawi plc	Telecommunication services	79.95	80
Airtel Mobile Commerce Nigeria Limited	Mobile commerce services	99.96	99.96
Airtel Money Tanzania Limited	Mobile commerce services	0.20	51
Airtel Money Transfer Limited	Mobile commerce services	-	100
Airtel Networks Kenya Limited	Telecommunication services	100	100
Airtel Networks Limited	Telecommunication services	99.96	99.96
Airtel Networks Zambia plc	Telecommunication services	96.08	96.36
Airtel Rwanda Limited	Telecommunication services	100	100
Airtel Tanzania plc	Telecommunication services	51	51
Airtel Tchad S.A.	Telecommunication services	100	100
Airtel Uganda Limited	Telecommunication services	89.11	100
Bharti Airtel Chad Holdings B.V.	Investment Company	100	100
Bharti Airtel Congo Holdings B.V.	Investment Company	100	100

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

Name of subsidiary	Principal activities	Proportion of ownership interest	
		% As of	
		March 31, 2024	31 March 2023
Bharti Airtel Developers Forum Limited	Investment Company	96.08	96.36
Bharti Airtel Gabon Holdings B.V.	Investment Company	100	100
Bharti Airtel Kenya B.V.	Investment Company	100	100
Bharti Airtel Kenya Holdings B.V.	Investment Company	-	100
Bharti Airtel Madagascar Holdings B.V.	Investment Company	100	100
Bharti Airtel Malawi Holdings B.V.	Investment Company	100	100
Bharti Airtel Mali Holdings B.V.	Investment Company	100	100
Bharti Airtel Niger Holdings B.V.	Investment Company	100	100
Bharti Airtel Nigeria B.V.	Investment Company	100	100
Bharti Airtel Nigeria Holdings II B.V.	Investment Company	-	100
Bharti Airtel RDC Holdings B.V.	Investment Company	100	100
Bharti Airtel Rwanda Holdings Limited	Investment Company	100	100
Bharti Airtel Services B.V.	Investment Company	100	100
Bharti Airtel Tanzania B.V.	Investment Company	100	100
Bharti Airtel Uganda Holdings B.V.	Investment Company	100	100
Bharti Airtel Zambia Holdings B.V.	Investment Company	100	100
Celtel (Mauritius) Holdings Limited	Investment Company	100	100
Celtel Niger S.A.	Telecommunication services	90	90
Channel Sea Management Company (Mauritius) Limited	Investment Company	100	100
Societe Malgache de Telephone Cellulaire S.A.	Investment Company	-	100
Congo RDC Towers S.A.	Infrastructure sharing services	100	100
Gabon Towers S.A. ¹	Infrastructure sharing services	100	100
Indian Ocean Telecom Limited	Investment Company	100	100
Montana International	Investment Company	100	100
Partnership Investment S.a.r.l.	Investment Company	100	100
The Registered Trustees of Airtel Money Trust Fund	Mobile commerce services	-	51
Smartcash Payment Service Bank Limited	Mobile commerce services	99.99999272	99.99999272

¹Under dissolution as of 31 March 2024

Name of associate	Principal activities	Proportion of ownership interest	
		% As of	
		March 31, 2024	31 March 2023
Seychelles Cable Systems Company Limited	Submarine cable system	26	26

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

Related Party Transactions for the year ended 31 March 2024

Nature of transaction	Bharti Airtel International (Netherlands) B.V.	Bharti Airtel Zambia Holdings B.V.	Bharti Airtel Chad Holdings B.V.	Bharti Airtel Madagascar Holdings B.V.	Bharti Airtel Niger Holdings B.V.	Bharti Airtel Nigeria Holdings II B.V.	Bharti Airtel Nigeria B.V.
Opening balance as at 01 April 2023	(2,801,759)	-	107,888	207,056	(180,066)	2,136,855	-
Loans received	(36,600)	-	-	-	(9,000)	-	-
Loans given	-	-	-	19,441	-	-	-
Repayment of loans received	243,110	-	-	-	265	-	-
Repayment of loans given	-	-	(25,000)	-	-	-	-
Interest expense on loans	(205,003)	-	-	-	-	-	-
Interest income on loans	-	-	-	-	-	163,785	1,887
Others	-	-	-	-	189,507	(2,300,640)	2,299,078
Closing balance	(2,800,252)	-	82,888	226,497	706	-	2,300,965
Closing balance as at 31 March 2024							
Borrowings	(2,800,252)	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	-	-	-
Loans receivable	-	-	82,888	226,497	706	-	2,300,965
Others financial assets	-	-	-	-	-	-	-
Total	(2,800,252)	-	82,888	226,497	706	-	2,300,965

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

Related Party Transactions for the year ended 31 March 2024

Nature of transaction	Bharti Airtel Kenya Holdings B.V.	Bharti Airtel Kenya B.V.	Bharti Airtel Rwanda Holdings Limited	Bharti Airtel RDC Holdings B.V.	Bharti Airtel Uganda Holdings B.V.	Bharti Airtel Tanzania B.V.	Bharti Airtel Mali Holdings B.V.	Other subsidiaries	Total
Opening balance as at 01 April 2023	1,300,527	114	254,598	423,181	(5,760)	398,805	8,345	31,801	1,881,585
Loans received	-	-	-	-	-	-	-	-	(45,600)
Loans given	10,000	-	16,408	-	-	-	-	48	45,897
Repayment of loans received	-	-	-	-	-	-	-	493	243,868
Repayment of loans given	(34,280)	-	-	(116,050)	-	(5,600)	-	(3,706)	(184,636)
Interest expense on loans	-	-	-	-	-	-	-	(24)	(205,027)
Interest income on loans	99,675	1,093	-	-	-	-	652	331	267,423
Others	(1,375,922)	1,322,514	-	-	5,760	-	-	92,484	232,781
Closing balance	-	1,323,721	271,006	307,131	-	393,205	8,997	121,427	2,236,292
Closing balance as at 31 March 2024									
Borrowings	-	-	-	-	-	-	-	(3)	(2,800,255)
Other financial liabilities	-	-	-	-	-	-	-	(136)	(136)
Loans receivable	-	1,323,721	271,006	307,131	-	393,205	8,997	115,544	5,030,661
Others	-	-	-	-	-	-	-	6,024	6,024
Total	-	1,323,721	271,006	307,131	-	393,205	8,997	121,429	2,236,293

During Apr'24 and July'24, loan given to Bharti Airtel Kenya B.V., Bharti Airtel Nigeria B.V. and Bharti Airtel Tanzania B.V. has been converted into Equity.

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

Related Party Transactions for the year ended 31 March 2023

Nature of transaction	Bharti Airtel International (Netherlands) B.V.	Bharti Airtel Zambia Holdings B.V.	Bharti Airtel Chad Holdings B.V.	Bharti Airtel Madagascar Holdings B.V.	Bharti Airtel Niger Holdings B.V.	Bharti Airtel Nigeria Holdings II B.V.
Opening balance as at 01 April 2022	(3,244,344)	(116)	152,897	195,114	(140,566)	2,289,960
Loans received	(30,687)	(8,000)	-	-	(39,500)	-
Loans given	-	-	-	13,560	-	-
Repayment of loans received	623,900	8,116	-	-	-	-
Repayment of loans given	-	-	(45,009)	(1,618)	-	(267,900)
Interest expense on loans	(150,628)	-	-	-	-	-
Interest income on loans	-	-	-	-	-	114,795
Others	-	-	-	-	-	-
Closing balance	(2,801,759)	0	107,888	207,056	(180,066)	2,136,855
Closing balance as at 31 March 2023						
Borrowings	(2,801,759)	-	-	-	-	-
Other financial liabilities	-	0	-	-	(180,066)	-
Loans receivable	-	-	107,888	207,056	-	2,136,855
Others financial assets	-	-	-	-	-	-
Total	(2,801,759)	0	107,888	207,056	(180,066)	2,136,855

BHARTI AIRTEL AFRICA B.V.
Notes to Special Purpose Financial Statements for the year ended 31 March 2024

(All amounts are in USD thousand, unless stated otherwise)

Related Party Transactions for the year ended 31 March 2023

Nature of transaction	Bharti Airtel Kenya Holdings B.V.	Bharti Airtel Rwanda Holdings Limited	Bharti Airtel RDC Holdings B.V.	Bharti Airtel Uganda Holdings B.V.	Bharti Airtel Tanzania B.V.	Bharti Airtel Mali Holdings B.V.	Other subsidiaries	Total
Opening balance as at 01 April 2022	1,244,006	236,853	571,680	1	434,856	7,920	(55,736)	1,692,525
Loans received	-	-	-	(5,761)	-	-	-	(83,948)
Loans given	16,500	17,745	1	-	1	-	8	47,814
Repayment of loans received	-	-	-	-	-	-	87,077	719,092
Repayment of loans given	(26,300)	-	(148,500)	-	(36,052)	-	-	(525,378)
Interest expense on loans	-	-	-	-	-	-	(25)	(150,654)
Interest income on loans	66,321	-	-	-	-	425	520	182,061
Others	-	-	-	-	-	-	(42)	(42)
Closing balance	1,300,527	254,598	423,181	(5,760)	398,805	8,345	31,801	1,881,470
Closing balance as at 31 March 2023								
Borrowings	-	-	-	-	-	-	(460)	(2,802,219)
Other financial liabilities	-	-	-	(5,760)	-	-	(92,352)	(278,178)
Loans receivable	1,300,527	254,598	423,181	-	398,805	8,345	118,519	4,955,774
Others	-	-	-	-	-	-	6,094	6,094
Total	1,300,527	254,598	423,181	(5,760)	398,805	8,345	31,801	1,881,470

25. Subsequent Events

During April'24 and July'24, outstanding shareholder loan balance from Bharti Airtel Kenya B.V., Bharti Airtel Nigeria B.V. and Bharti Airtel Tanzania B.V. has been converted into Equity.

Between April 2024 and July 2024, the Company declared an interim dividend amounting to USD 16,772 thousands to its shareholders.

During June 2024, Ms. Jantina Catharina Uneken-van de Vreede and Mr. Olusegun Adeyemi Ogunsanya resigned as managing director with effect from close of business hours on June 30, 2024 and Ms. Marie Louise van Dam appointed as Managing Director of the Company with effect from July 1, 2024.

26. Significant Events

During March 2024, subsidiaries i.e. Bharti Airtel Kenya Holdings B.V. and Bharti Airtel Nigeria Holdings II BV. were liquidated.

27. Ratios

Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	% Variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	1.40	0.01	11956.71%	Due to decrease in other financial liabilities
Return on Equity Ratio	Profit/ (Loss) for the year	Average Equity attributable to owners of the parent	0.47	0.36	29.89%	Increase due to dividend income during the year