

COMPLIANCE CERTIFICATE
[Pursuant to Regulation 163(2) of the
Securities Exchange Board of India (Issue of Capital and Disclosure
Requirements) Regulations, 2018]

To,
The Board of Directors
Bharti Airtel Limited
Airtel Center, Plot No. 16,
Udyog Vihar, Phase-IV,
Gurugram, Haryana -122015

In connection with the proposed preferential issue of equity shares of Bharti Airtel Limited (hereinafter referred to as "**Company**") to Google International LLC ("**proposed allottee**"), the Company is required to obtain a certificate from a Practicing Company Secretary confirming that the proposed preferential issue is being made in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations").

Accordingly, this Certificate is being issued under the ICDR Regulations.

Management Responsibility:

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

- (i) Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- (ii) Determination of the minimum price of equity shares in terms of Regulation 164 of the ICDR Regulations;
- (iii) Compliance with the conditions/ requirements of the ICDR Regulations.

Verification:

For the purpose of confirming that the proposed preferential issue is in compliance of the applicable provisions of the ICDR Regulations, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

- a) Copy of board resolution dated January 28, 2022, proposing the preferential issue of equity shares, subject to necessary approvals.
- b) Confirmation from the Company that:
 - (i) The board of Director of the Company have decided the 27th day of January, 2022 as the "relevant date" being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e. 26.02.2022 to consider the proposed preferential issue;
 - (ii) The Company has determine the minimum price of equity shares in terms of Regulation 164 of the ICDR Regulations;
 - (iii) The proposed allottee is the person who does not any equity shares of the Company as on the relevant date i.e. 27.01.2022;

- (iv) The proposed allottee is the person who has not sold or transferred any equity shares of the Company during the ninety trading days preceding the relevant date i.e. 27.01.2022;
- (v) The Company has obtained the Permanent Account Number of the proposed allottee; and
- (vi) The Company has no outstanding dues to the Board, Stock exchanges where the securities of the Company are listed (i.e BSE Ltd and National Stock exchange of India) and the Depositories (i.e NSDL/ CDSL).

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, We certify that the proposed preferential issue is in compliance with the conditions/ requirements of ICDR Regulations stated above under the heading of verification.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.
5. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the general meeting of the shareholders considering the proposed preferential issue and should not be used by any other person or for any other purpose.

**For Chandrasekaran Associates
Company Secretaries**

FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021

Shashikant Tiwari

Partner

Membership No.: A28994

Certificate of Practice No.: 13050

UDIN:A028994C002409405

Date: February 03, 2022

Place: Delhi

Note: Due to restricted movement amid COVID-19 pandemic, we are issuing this certificate after examining the relevant records by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct.