



Compliance report w.r.t. draft composite Scheme of arrangement between Bharti Airtel Limited Nettle Infrastructure Investments Limited, Airtel Digital Limited, Telesonic Networks Limited and Airtel Limited and their respective shareholders and creditors, under Section 230 to 232 and other applicable provisions of the Companies Act, 2013

It is hereby certified that the draft Composite scheme of arrangement between Bharti Airtel Limited (“Amalgamated Company/ Demerged Company”), Nettle Infrastructure Investments Limited (“Amalgamating Company 1”), Airtel Digital Limited (“Amalgamating Company 2”), Telesonic Networks Limited (Amalgamating Company 3) and Airtel Limited (“Resulting 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 SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 (‘Circular’), including the following:

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

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 composite Scheme of arrangement between Bharti Airtel Limited, Nettle Infrastructure Investments Limited, Airtel Digital Limited, Telesonic Networks Limited and Airtel Limited 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

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

Date: April 27, 2021

Bharti Airtel Limited
(a Bharti Enterprise)

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