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ANNEXURE I

Certified true copy of the resolution passed by Board of Directors of Bharti Airtel Limited on Saturday, March 04, 2017

Approval of scheme of amalgamation between Bharti Airtel Limited ("Company" / "Transferee Company") and Telenor (India) Communications Private Limited ("Telenor" / "Transferor Company") and their respective creditors and shareholders ("Scheme") and other related documents.

Resolved that pursuant to:

(i) the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and related applicable rules and regulations (including any statutory modification or re-enactment thereof);
(ii) the relevant provisions of the Memorandum and Articles of Association of the Company;
(iii) the approval of the amalgamation of Telenor with the Company by the board of directors of the Company in its meeting held on February 23, 2017;
(iv) the recommendation of Audit & Risk Management Committee of the Company vide its report dated March 03, 2017, and

subject to requisite approvals of shareholders and creditors of the Company and other approval and permissions of regulatory or government body, National Company Law Tribunal (NCLT) as may be necessary under the applicable laws, the draft Scheme providing for the amalgamation of Telenor with the Company be and is hereby approved.

Resolved further that the Appointed Date shall be the same as Effective Date, or such other date as may be mutually determined by the Board of Directors of the Transferor Company and Transferee Company.

Resolved further that National Stock Exchange of India Limited, Mumbai is hereby appointed as the designated stock exchange for the purpose of coordination with the Stock Exchanges and the Securities and Exchange Board of India ("**SEBI**") in respect with the above Scheme of amalgamation and the matters connected with it.

Resolved further that the report from the Audit & Risk Management Committee dated March 03, 2017, recommending the draft scheme for favorable consideration by the stock exchanges and SEBI and accordingly in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 ('the SEBI Circular') be and is hereby approved for submission to the Stock Exchanges and Securities and Exchange Board of India.

Resolved further that the appointment of Walker Chandiok & Co LLP, Chartered Accountants as valuer and RBSA Capital Advisors LLP as the merchant banker, be and is hereby approved and ratified.

Resolved further that the following documents pursuant to SEBI Circular are considered and hereby approved by the Board:

(a) Valuation Report from Walker Chandiok & Co LLP, Chartered Accountants;
(b) Fairness opinion from RBSA Capital Advisors LLP, Merchant Banker; and
(c) Certificate as per Para 1(A)(5) of Annexure – I of the SEBI Circular from M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors of the Company, confirming

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the compliance with the applicable accounting treatment notified under Companies Act, 2013 and other generally accepted principles.

Resolved further that an undertaking certified by M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors stating the reasons for non-applicability of the conditions as mentioned in Para 9 of Annexure I of the SEBI Circular be and is hereby reviewed, noted and approved.

Resolved further that Gopal Vittal, Managing Director & CEO (India & South Asia), Mukesh Bhavnani, Group General Counsel, Nilanjan Roy, Global CFO, Rohit Krishan Puri, Deputy Company Secretary and Sameer Chugh, Director Legal be and are hereby severally authorized in this regard to:

- Finalize and settle the draft Scheme with such modifications as they may deem fit which do not amount to a material change to the substance of the Scheme;
- Make and agree to such alterations, conditions and changes to the Scheme as may be necessary for satisfying the requirements or conditions prescribed or imposed by the Central Government or the National Company Law Tribunal (NCLT) or any other authority concerned (including DoT, Competition Commission of India (CCI), stock exchanges, SEBI, ROC, tax authorities etc.), and to sign / execute all such applications, letters, writings, undertakings, certificates, confirmations and all other documents, deeds as may be necessary in this regard;
- Make applications, petitions, reply, rejoinders and file forms to the relevant authorities, including the stock exchanges and other persons for their approval to the Scheme, and to make such disclosures to government or regulatory authorities, including DoT, CCI and other persons as may be required in relation to the Scheme or giving effect thereto and for that purpose to undertake all necessary actions including signing / executing all such applications, letters, writings, undertakings, certificates, confirmations and all other documents, deeds as may be necessary in this regard;
- File application with NCLT or such other appropriate authority seeking directions as to convening / dispensing with the meeting of the shareholders / creditors of the Company and where necessary, to take steps to convene and hold such meeting as the directions of the Tribunal / authorities.
- Appoint, engage, renew or terminate any lawyers, advocates or firm of advocates, legal advisors, chartered accountants, valuers, merchant bankers, service providers and consultants on such terms and conditions as deemed fit, to complete the merger process under the provisions of Sections 230 to 234 of the Companies Act, 2013 and related applicable rules and regulations;
- Execute, sign, submit and deliver all necessary petitions, pleadings, affidavits, notices for summons, vakalatnamas, applications, letters, writings, undertakings, certificates, confirmations, and/or any other documents and/or papers;
- Move / initiate appropriate proceedings in the relevant NCLT and/or other regulatory authorities, for giving effect to the scheme of amalgamation for the said amalgamation and to accept and carry out any alterations, changes, deletions, amendments etc. to the scheme or to any of the documents in connection with the scheme of amalgamation for the said amalgamation as may be required by the relevant NCLT or by Central Government or any of its departments or by SEBI or any other authority as aforesaid or as may be deemed expedient or necessary;
- Represent the Company before NCLT, any other regulatory and / or statutory authorities and departments in connection with the above matter;

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- Settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the Proposed amalgamation;
- Accepting services of notices or other process which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or person concerned;
- Delegate to any other officer of the Company or any lawyer or counsel as may be deemed necessary or prudent, any or all of their powers in connection therewith;
- Affix common seal of the Company, if required on any deed or document in this regard as per the provisions of the Articles of Association of the Company;
- Do all such acts, deeds, matters and things as may be deemed necessary, expedient, incidental or consequential in connection with the approval and implementation of the Scheme including satisfaction of the conditions of effectiveness of the Scheme and the closing actions under the Scheme, and as may be required to be done to give effect to this resolution.

Resolved further that the Committee of Directors be and is hereby authorized to issue any fresh resolution on all or any of the matter referred above or incidental thereto and to do all such acts, deeds and things as may be required to be done to give effect to the above resolution including furnishing certified copy of the resolution to any authority, person, government body."

Certified to be true
For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary

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Certified true copy of the resolution passed by the Board of Directors of Bharti Airtel Limited at the Board Meeting held on Thursday, February 23, 2017 at New Delhi

"Resolved that pursuant to Sections 179, 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and subject to approval of shareholders and creditors of the Company and other approval and permissions of regulatory or government body including National Company Law Tribunal (NCLT) as may be necessary under the applicable law in this regard, approval of the Board be and is hereby accorded for the proposed amalgamation including the merger of Telenor (India) Communications Private Limited ("Telenor") with the Company.

Resolved further that Gopal Vittal, Managing Director & CEO (India & South Asia), Amit Anchal, Head – Business Development, Mukesh Bhavnani – Group General Counsel, Nilanjan Roy, Global CFO, Sameer Chugh, Director – Legal, Gaurav Khandelwal, Group Financial Controller and Rohit Krishan Puri, Dy. Company Secretary be and are hereby severally authorized in this regard to:

- negotiate and finalize the terms and conditions of the proposed amalgamation including the final consideration;
- execute, finalize, amend, modify, sign and certify all required agreements and documents to implement the proposed amalgamation (including the proposed implementation agreement between Telenor, Telenor South Asia Investment Pte. Limited and the Company) ("**Transaction Documents**"), and to take all actions and execute such other documents, memorandum of understanding, agreements, undertakings, affidavits, declarations, certificates and other deeds as may be required in relation to the above or in connection with any of the transactions contemplated in the Transaction Documents and/ or as may be necessary to give effect to this resolution;
- appoint, terminate, reappoint legal advisors, other advisors, consultants, merchant bankers, valuers and any other professionals or intermediaries etc. on such terms and conditions as deemed fit;
- represent the Company before any regulatory and / or statutory authorities and departments including Department of Telecommunications (DoT) and Competition Commission of India (CCI);
- sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Transaction Documents;
- delegate all or any of their power to any officer, employee, agent or representative of the Company; and
- do all such other acts, deeds, matters and things incidental to the proposed amalgamation."

Resolved further that all the acts, deeds and things done by the official of the Company with effect to the proposed amalgamation be and is hereby noted, ratified and approved.

Resolved further that the Committee of Directors be and is hereby authorised to discuss and pass resolution on all or any of the matter referred above or incidental thereto including but not limited to change in authorisations, trustees, merchant bankers, valuers, bankers, lawyers, consultants etc. and to do all such acts, deeds and things as may be required to be done to give effect to the above resolution passed."

For Bharti Airtel Limited

Rohit Krishan Puri
Dy. Company Secretary

BHARTI AIRTEL LIMITED NEW DELHI

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF TELENOR (INDIA) COMMUNICATIONS PRIVATE LIMITED (ERSTWHILE TELEWINGS COMMUNICATIONS SERVICES PRIVATE LIMITED) IN THEIR 46th MEETING HELD ON MARCH 7 , 2017

"RESOLVED THAT

a. pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 as may be applicable read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and read with Section 2(1B) of the Income-tax Act, 1961, the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approvals of the shareholders and creditors of Telenor (India) Communications Private Limited ("**Company**") or such other statutory and/or regulatory authorities as may be necessary, and also subject to the sanction of the National Company Law Tribunal, constituted under the provisions of the Companies Act, 2013 ("**NCLT**"), or such other authority as may be applicable, the approval of the Board be and is hereby accorded to the scheme of amalgamation ("**Scheme**") between the Company and Bharti Airtel Limited ("**Transferee Company**") and their respective shareholders and creditors, as placed before the Board for the amalgamation of the Company with the Transferee Company, on a going concern basis.

b. the valuation report dated February 23, 2017 prepared by Walker Chandiok & Co LLP, recommending the share exchange ratio in connection with the amalgamation of the Company with the Transferee Company, as placed before the Board, be and is hereby taken on record and approved for the purpose of the Scheme.

c. Mr. Sharad Mehrotra, Mr. Arnstein Sletmoe and Mr. Paul Edward Paus, be and are hereby severally authorized to finalize and sign the Scheme and to make such alteration and changes therein as may be expedient or necessary for satisfying the requirements or conditions imposed by any relevant authority including but not limited to, any court of competent jurisdiction, tribunal or relevant regulatory or government authority and do all such other acts, deeds or things on behalf of the Company on connection with the said Scheme or with respect to any condition under the Scheme including any conditions as to effectiveness or with respect to any other filings that may be needed or any acts, deeds or things that may be required to be performed by the Company in connection with the said Scheme including without limitation, any filings to be made with the Department of Telecommunications, Government of India, Competition Commission of India or the Registrar of Companies or any other regulatory or government authority.

d. without prejudice to the generality of the foregoing, Mr. Sharad Mehrotra, Mr. Arnstein Sletmoe and Mr. Paul Edward Paus, be and are hereby severally authorized to take all such steps as may be necessary in connection with the following:

   i. To make such filings as may be necessary with any court/ tribunal/ authority of competent jurisdiction or regulatory authority in any relevant jurisdiction;

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ii. To take all steps as may be required, including without limitation for obtaining approvals, consents and/ or orders of the shareholders, creditors, banks, financial institutions, other third parties and other regulatory authorities or entities or agency or the court/ tribunal of competent jurisdiction as may be required from time to time in that behalf;

iii. To take necessary action in this regard and take all necessary steps as are required for the implementation of the Scheme in all respects whatsoever and to give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner connected therewith or to review the position relating to the satisfaction of the various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under applicable law);

iv. To engage such other consultants, advocates, financial and legal advisors on behalf of the Company, as may be necessary;

v. To execute, sign and issue, the requisite approvals/ authorizations/ consents/ no-objections, on behalf of the Company, in respect of the Scheme;

vi. To sign all documents, applications, petitions, affidavits, vakalatnama, representations, pleadings, etc. which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/ or for obtaining directions (including but not limited to, from the NCLT) and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/ or represent the Company before the NCLT or any other authority; and

vii. To do such further acts and things as Mr. Sharad Mehrotra, Mr. Arnstein Sletmoe and Mr. Paul Edward Paus, shall severally deem necessary or appropriate in connection with, or to carry out the actions contemplated by, the foregoing resolutions, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and things and to make, execute, deliver, issue or file (or cause to be made, executed, delivered, issued or filed) with any person, including any governmental authority or agency, all such agreements, documents, instruments, certificates, consents and waivers, and all amendments to any such agreements, documents, instruments, certificates, consents or waivers, and to pay, or cause to be paid, all such payments, as any of them may deem necessary or advisable to carry out the intent of the foregoing resolutions, the for the taking of any such action and the execution and delivery of such of the foregoing to be conclusively evidenced thereby and to delegate any and all of these powers as deemed necessary in relation to the said Scheme.

e. appointment of any valuers, counsels, advocates, consultants etc., if already made, be and is hereby ratified and approved.

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f. the common seal of the Company, if required, be affixed on the agreements, and any other documents in the presence of any Director of the Company and/ or any one of the above authorised signatories of the Company, who shall sign the same in token thereof and can be sent to any other State(s), if so required, to facilitate execution of documents, papers, writings, etc., in connection with the Scheme.

g. the copy of this resolution certified to be true by any Director of the Company and/ or Company Secretary of the Company be submitted to the concerned authorities and they be requested to act thereon.

h. this authority shall be valid and effective and shall remain in full force until the same is specifically revoked but the cessation of the authority herein granted shall not affect any act done in exercise hereof."

Certified to be true

For Telenor (India) Communications Private Limited
(Erstwhile Telewings Communications Services Private Limited)

Company Secretary

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF TELENOR (INDIA) COMMUNICATIONS PRIVATE LIMITED (ERSTWHILE TELEWINGS COMMUNICATIONS SERVICES PRIVATE LIMITED) IN THEIR 45th MEETING HELD ON FEBRUARY 23, 2017

"**RESOLVED THAT** the Board hereby approves the Proposed Transaction and authorizes the Company to negotiate and finalize the terms of the Proposed Transaction and to this end Mr. Arnstein Sletmoe, Mr. Paul Edward Paus and Mr. Pål Stette be and are hereby severally authorized to negotiate, agree to, execute and deliver all required agreements and documents to implement the Proposed Transaction ("**Transaction Documents**"), including any modifications or amendments to the Transaction Documents and to take all actions and execute such other documents, amendments, letters, undertakings, schedules, deeds and writings as may be mentioned in the said Transaction Documents or delivered in connection with any of the transactions contemplated in the Transaction Documents and/ or as may be necessary to give effect to this resolution."

Certified to be true

For Telenor (India) Communications Private Limited
(Erstwhile Telewings Communications Services Private Limited)

Company Secretary

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