

**Certified true copy of the resolution passed in the meeting of the board of directors of Bharti Airtel Limited, held on Thursday, October 12, 2017 at RPX Room, 3rd Floor, Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase- II, New Delhi – 110 070**

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**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 233 and other relevant provisions of the Companies Act, 2013, as may be applicable and read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable rules and/ or regulations and also read with Section 2(1B) and other relevant provisions of the Income-tax Act, 1961, as may be applicable, the provisions of the Memorandum of Association and Articles of Association of Bharti Airtel Limited (“**Company**”) and subject to the requisite approvals as may be applicable and/or necessary, and also subject to the sanction of the Hon’ble National Company Law Tribunal or such other authority as may be applicable, the approval of the Board be and is hereby accorded to the scheme of arrangement (“**Scheme**”) between Tikona Digital Networks Private Limited (“**Tikona**”), its shareholders and creditors and the Company, as placed before the Board for the amalgamation of Tikona into the Company, on a going concern basis.

Resolved further that the certificate dated October 12, 2017 issued by Deloitte Haskins & Sells LLP, Chartered Accountants, the statutory auditors of the Company, in terms of the proviso to Section 232(3) of the Companies Act, 2013 certifying that the accounting treatment provided for in the Scheme is in conformity with the accounting standards specified under Section 133 of the Companies Act, 2013 be and is hereby reviewed, noted and approved.

Resolved further that pursuant to the provisions of Sections 232(2)(c) of the Companies Act, 2013, the report to be adopted by the directors of the Company explaining the effect of the amalgamation pursuant to the Scheme, on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and laying out in particular, the share exchange ratio, specifying any special valuation difficulties, if applicable, be and is hereby approved and adopted.

Resolved further that Gopal Vittal, Managing Director & CEO (India & South Asia), Pankaj Tewari, Company Secretary, Nilanjan Roy, Global CFO, Sameer Chugh, Director – Legal & Regulatory and Rohit Krishan Puri, Deputy Company Secretary 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.);
- 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 including declaration of solvency to the relevant authorities 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 233 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;



**Bharti Airtel Limited**

(a Bharti Enterprise)

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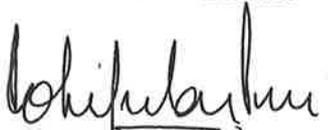
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- Move / initiate appropriate proceedings in the relevant NCLT and/or other regulatory authorities, for giving effect to the scheme of amalgamation for the said amalgamation and to accept and carry out any alterations, changes, deletions, amendments 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;
- 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 that the Board hereby accords its consent/ no objection for the Company, in its capacity as a shareholder, unsecured creditors and unsecured debenture holder of Tikona to seek dispensation from holding the separate meetings of the shareholders and unsecured creditors of Tikona and towards this end, the Board hereby authorizes Mr. Rohit Krishan Puri to make and sign affidavit(s) on behalf of the Company for the purpose of seeking dispensation with the separate meetings of the shareholders and unsecured creditors of Tikona and for granting the Company's consent for the same.

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."

**For Bharti Airtel Limited**



**Rohit Krishan Puri**

**Dy. Company Secretary**

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