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

Dear Sirs,

NHL / 02212

Addendum to Auditor's Certificate dated April 14, 2021 (UDIN: 21130054AAAABG4578) certifying the accounting treatment contained in the Proposed Scheme of Arrangement

1. We refer to our certificate dated April 14, 2021 (UDIN: 21130054AAAABG4578) (the 'Auditor's Certificate'), in connection with the accounting treatment contained in the Proposed Scheme of Arrangement (the "Proposed Scheme") of Bharti Airtel Limited (the 'Company'). As per the communication received from the management of the Company, we understand that National Stock Exchange of India Limited ('NSE') has requested us to issue an addendum to the aforesaid certificate after considering the response submitted by the Company on May 07, 2021 (refer annexure 1).

2. Having regard to NSE's communication and company's response dated May 07, 2021, we provide this letter as an addendum to amend our aforesaid certificate. Accordingly, paragraph 9 of our earlier certificate, referred to above, is replaced with the following paragraph:

   Based on our examination and according to the information and explanations given to us, as the accounting treatment to be followed by the Demerged Company for demerger of Telecom Business Undertaking (as defined in the proposed scheme) is not specifically addressed by any Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, the Company has therefore developed an accounting policy for proposed scheme, as more fully described in Clause 12 of Part V, in accordance with paragraph 10 of Ind AS 8 – 'Accounting policies, Changes in Accounting Estimates and Error'. Therefore, we are of the opinion that the proposed accounting treatment contained in Clause 12 of Part V of the proposed scheme is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder, and is in accordance with the generally accepted accounting principles in India.

Regd. Office: Indiabulls Finance Centre, Tower 3, 27th – 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai – 400 013, Maharashtra, India. (LLP identification No. AAB-8737)

Restriction on use

3. This letter is issued at the request of the Company pursuant to the communication received by the Company from NSE relating to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and proviso to sub section 7 of section 230 of the Companies Act, 2013 for onward submission to the BSE Limited, National Stock Exchange of India Limited and the National Company Law Tribunal with respect to the Proposed Scheme. This letter should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this letter is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Nilesh Lahoti
Partner
(Membership No. 130054)
UDIN: 21130054AAAACE7150

Place: Gurugram
Date: May 15, 2021

Annexure 1

As a part of the scheme, Telecom Business Undertaking of Bharti Airtel Limited (Demerged Company) is being demerged into Airtel Limited (Resulting Company which is also a subsidiary of Bharti Airtel Limited).

Telecom Business Undertaking is a business as defined under Ind AS 103, Business Combinations. Ind AS 103 prescribes accounting in the books of acquiring entity, which is Resulting Company in the scheme and not from the perspective of the transferor entity which is Bharti Airtel Limited. As the Telecom Business Undertaking is being demerged into a subsidiary, the demerger is within the common controlled entities and therefore accounting for common control transaction prescribed in Appendix C of Ind AS 103, Business Combinations is applicable in the books of Resulting Company.

The accounting treatment in the books of Resulting Company given in the scheme is in compliance with Appendix C of Ind AS 103, Business Combinations. Further, the accounting treatment to be followed for demerger of business by the Transferor Company (Demerged Company) is not specifically addressed by any Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013.

In the absence of any direct guidance prescribed by the Indian Accounting Standards as per Companies Act, 2013, the Company has considered following literature available under Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors, which provide guidance to be followed in such situation:

"Ind AS 8 Paragraph 10

In the absence of an Ind AS that specifically applies to a transaction, other event or condition, management shall use its judgement in developing and applying an accounting policy that results in information that is: (a) relevant to the economic decision-making needs of users; and (b) reliable, in that the financial statements: (i) represent faithfully the financial position, financial performance and cash flows of the entity; (ii) reflect the economic substance of transactions, other events and conditions, and not merely the legal form; (iii) are neutral, i.e. free from bias; (iv) are prudent; and (v) are complete in all material respects.

Ind AS 8 Paragraph 11

In making the judgement described in paragraph 10, management shall refer to, and consider the applicability of, the following sources in descending order: (a) the requirements in Ind ASs dealing with similar and related issues; and (b) the definitions, recognition criteria and measurement concepts for assets, liabilities, income and expenses in the Framework.

Ind AS 8 Paragraph 12

In making the judgement described in paragraph 10, management may also first consider the most recent pronouncements of International Accounting Standards

Board and in absence thereof those of the other standard-setting bodies that use a similar conceptual framework to develop accounting standards, other accounting literature and accepted industry practices, to the extent that these do not conflict with the sources in paragraph

Following the guidance in Ind AS 8, referred to above, the Company has followed an accounting policy for such transaction(s) as described in Clause 12.1 (a) of Part V of the Scheme. Accordingly, the accounting treatment specified in Clause 12.1 (a) of Part V of the Scheme is in accordance with the generally accepted accounting principles in India.

Auditors, in their certificate, have made a factual statement stating that the accounting for the transaction in the books of Demerged Company is not addressed by any of the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013.

For **Bharti Airtel Limited**

Rohit Krishan Puri
Dy. Company Secretary & Compliance Officer