

Independent Auditor's Report

To the Members of Bharti Airtel Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Bharti Airtel Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used

and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 26 (ii) (g) (vi) to the standalone financial statements which, describes the uncertainties related to the legal outcome of Department of Telecommunications' demand with respect to One Time Spectrum Charge. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report dated April 27, 2016 in Annexure 2 to this report;

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- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 52(b) to the standalone financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 50 to the standalone financial statements;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W

per Nilangshu Katriar
 Partner
 Membership Number: 58814

Place: Gurgaon
 Date: April 27, 2016

Annexure 1

Annexure referred to in paragraph 1 of 'Report on other Legal and Regulatory Requirements'

Re: [BHARTI AIRTEL LIMITED] ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars with respect to most of its fixed assets, and is in the process of updating quantitative and situation details with respect to certain fixed assets in the records maintained by the Company.
- (b) The capitalised fixed assets are physically verified by the management according to a regular programme designed to cover all the items over a period of three years. Pursuant to the planned programme during the year, a substantial portion of fixed assets and capital work in progress has been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noted on such verification.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.
- (ii) The management has conducted physical verification of inventory (other than inventory with third parties) at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership firm or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provision of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to service of telecommunication and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, value added tax, cess and other material statutory dues applicable to it. The provisions relating to duty of excise are not applicable to the Company.

 According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, value added tax, cess and other material undisputed statutory dues were outstanding, as at the year end, for a period of more than six months from the date they became payable.

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- (b) According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, duty of customs, value added tax and cess on account of any dispute, are as follows:

| Name of Statutes | Nature of the Dues | Amount Disputed (in ₹ Mn) | Period to which it relates | Forum where the dispute is pending |
|--|--------------------|---------------------------|----------------------------|---|
| Andhra Pradesh VAT Act | Sales Tax | 41 | 2005-10 | Tribunal |
| Andhra Pradesh VAT Act | Sales Tax | 46 | 2010-13 | Deputy Commissioner, Commercial Taxes, Punjagutta |
| Bihar Value Added Sales Tax Act | Sales Tax | 0 | 2007-08 | Assistant Commissioner, Appeal |
| Bihar Value Added Sales Tax Act | Sales Tax | 69 | 2006-13 | Joint Commissioner, Appeal |
| Bihar Value Added Sales Tax Act | Sales Tax | 42 | 2005-08 | Tribunal |
| Chhattisgarh VAT Act | Sales Tax | 0 | 2005-07 | Assistant Commissioner |
| Gujarat Sales Tax Act | Sales Tax | 1 | 2006-07 | Assistant Commissioner |
| J&K General Sales Tax | Sales Tax | 34 | 2004-07 | High Court, Jammu & Kashmir |
| Karnataka Sales Tax Act | Sales Tax | 291 | 2005-06 | Assistant Commissioner |
| Kerala Sales Tax Act | Sales Tax | 1 | 2011-12 | Commercial tax Officer |
| Kerala Sales Tax Act | Sales Tax | 1 | 2005-13 | Commercial tax Officer |
| Kerala Sales Tax Act | Sales Tax | 11 | 2005-06 | Deputy Commissioner, Appeal |
| Kerala Sales Tax Act | Sales Tax | 0 | 2009-13 | Intelligence Officer Squad |
| Kerala Sales Tax Act | Sales Tax | 2 | 2002-05 | Tribunal |
| Kerala Value Added Tax Act | Sales Tax | 5 | 2005-06 | Deputy Commissioner, Appeal |
| Kerala Value Added Tax Act | Sales Tax | 71 | 2006-07 | High Court of Kerala |
| Kerala Value Added Tax Act | Sales Tax | 44 | 2007-09 | Asst. Commissioner, Spl Circle III, Ernakulam |
| Kerala Value Added Tax Act | Sales Tax | 0 | 2015-16 | Intelligence Inspector, Squad No. 1, Tellichery |
| Kerala Value Added Tax Act | Sales Tax | 0 | 2015-16 | Intelligence Inspector, Squad No. 3, Ernakulam |
| Kerala Value Added Tax Act | Sales Tax | 1 | 2009-10 | Asst. Commissioner |
| Madhya Pradesh Commercial Sales Tax Act | Sales Tax | 23 | 2007-11 | Appellate authority |
| Madhya Pradesh Commercial Sales Tax Act | Sales Tax | 2 | 2005-07 | High Court |
| Madhya Pradesh Commercial Sales Tax Act | Sales Tax | 1 | 2004-08 | Tribunal |
| Madhya Pradesh Commercial Sales Tax Act | Sales Tax | 0 | 2004-08 | Commercial tax Officer |
| Madhya Pradesh Commercial Sales Tax Act | Sales Tax | 1 | 2008-13 | Deputy Commissioner |
| Madhya Pradesh Commercial Sales Tax Act | Sales Tax | 22 | 1997-04 | Deputy Commissioner, Appeal |
| Maharashtra Sales Tax Act | Sales Tax | 0 | 2003-04 | Joint Commissioner, Appeal |
| Punjab Sales Tax Act | Sales Tax | 1 | 2009-16 | Deputy Excise and Taxation Commissioner |
| Punjab Sales Tax Act | Sales Tax | 30 | 2003-04 | High Court |
| Punjab Sales Tax Act | Sales Tax | 1 | 2002-03 | Jt. Director (Enforcement) |
| Punjab Sales Tax Act | Sales Tax | 1 | 2008-10 | Tribunal |
| UP VAT Act | Sales Tax | 20 | 2005-16 | Assessing Officer |
| UP VAT Act | Sales Tax | 21 | 2002-05 | Assistant Commissioner |
| UP VAT Act | Sales Tax | 1 | 2005-08 | Commercial tax Officer |
| UP VAT Act | Sales Tax | 6 | 2008-11 | High Court |
| UP VAT Act | Sales Tax | 3 | 2003-16 | Joint Commissioner, Appeal |
| UP VAT Act | Sales Tax | 7 | 2005-06 | Tribunal |
| UP VAT Act | Sales Tax | 7 | 2009-10 | Additional Commissioner |
| UP VAT Act | Sales Tax | 6 | 2003-16 | Deputy Commissioner |
| Uttaranchal VAT Act | Sales Tax | 0 | 2013-14 | AO |
| West Bengal Sales Tax Act | Sales Tax | 0 | 1996-97 | The Deputy Commissioner of Commercial Taxes |
| West Bengal Sales Tax Act | Sales Tax | 0 | 1995-96 | Commercial tax Officer |
| West Bengal Sales Tax Act | Sales Tax | 9 | 2005-06 | Revision Board |
| West Bengal Sales Tax Act | Sales Tax | 3 | 1997-12 | Tribunal |
| Sub Total (A) | | 826 | | |
| Finance Act, 1994 (Service tax provisions) | Service Tax | 307 | 1995-08 | Supreme Court |
| Finance Act, 1994 (Service tax provisions) | Service Tax | 7 | 2000-07 | Commissioner Adjudication |
| Finance Act, 1994 (Service tax provisions) | Service Tax | 16 | 2003-07 | Commissioner Appeal |
| Finance Act, 1994 (Service tax provisions) | Service Tax | 7 | 2002-07 | High court |
| Finance Act, 1994 (Service tax provisions) | Service Tax | 10,015 | 1995-12 | Tribunal |
| Finance Act, 1994 (Service tax provisions) | Service Tax | 3 | 2010-11 | Add. Commissioner-Delhi WHO |
| Finance Act, 1994 (Service tax provisions) | Service Tax | 238 | 2009-12 | Commissioner of Service Tax Gurgaon |
| Finance Act, 1994 (Service tax provisions) | Service Tax | 8 | 2009-10 | Commissioner of Service Tax |
| Sub Total (B) | | 10,601 | | |

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| Name of Statutes | Nature of the Dues | Amount Disputed (in ₹ Mn) | Period to which it relates | Forum where the dispute is pending |
|----------------------|--------------------|---------------------------|----------------------------|--------------------------------------|
| Income Tax Act, 1961 | Income Tax | 128 | 2001-03, 2004-08, 1996-97 | Supreme Court, High Court |
| Income Tax Act, 1961 | Income Tax | 11,578 | 2003-10, 2003-11 | Income Tax Appellate Tribunal |
| Income Tax Act, 1961 | Income Tax | 18,899 | 2013-14, 1995-2003 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 17,919 | 2004-13, 1994-95, 1996-98 | Assessing Officer |
| Income Tax Act, 1961 | Income Tax | 75 | 2004-16 | |
| Sub Total (C) | | 48,599 | | |
| Custom Act, 1962 | Custom Act | 4,128 | 2001-06 | Supreme Court |
| Custom Act, 1962 | Custom Act | 0 | 2009-10 | Tribunal |
| Custom Act, 1962 | Custom Act | 126 | 2006-10 | Tribunal |
| Sub Total (D) | | 4,254 | | |

The above mentioned figures represent the total disputed cases without any assessment of Probable, Possible and Remote, as done in case of contingent liabilities of the above cases, total amount deposited in respect of sales tax is ₹ 292 Mn, Service tax is ₹ 463 Mn, Income tax is ₹ 11,056 Mn and Custom Duty is ₹ 2,138 Mn.

- (viii) Based on our audit procedures for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank, debenture holders or government.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management and on an overall examination of the balance sheet, we report that, monies raised by the Company by way of debt instruments / term loans were applied for the purpose for which the loans were obtained, though idle/surplus funds which were not required for immediate utilisation have been gainfully invested in liquid investments payable on demand. The maximum amount of idle/surplus funds invested during the year was ₹ 63,215 Mn, of which no amount was outstanding at the end of the year.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the Company or on the Company by the officer and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W

per Nilangshu Katriar
 Partner
 Membership Number: 58814

Place: Gurgaon
 Date: April 27, 2016

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ANNEXURE 2

Annexure referred to in paragraph 2 of 'Report on other Legal and Regulatory Requirements'

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Bharti Airtel Limited

We have audited the internal financial controls over financial reporting of Bharti Airtel Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W

per Nilangshu Katriar
Partner
Membership Number: 58814

Place: Gurgaon
Date: April 27, 2016