



**30TH ANNUAL REPORT
2014-2015**

BHARTI TELECOM LIMITED

BOARD OF DIRECTORS

CHAIRMAN

Mr. Sunil Bharti Mittal

DIRECTORS

Ms. Chua Sock Koong

Mr. Mark Chong Chin Kok

Mr. Rajan Bharti Mittal

Mr. Ravinder Arora

Mr. Sunil Kumar Goyal

Mr. Devendra Khanna – Managing Director

COMPANY SECRETARY

Mr. Rohit Krishan Puri

STATUTORY AUDITORS

M/s. S. R. Batliboi & Associates LLP,
Chartered Accountants

REGISTERED OFFICE

Airtel Centre, Plot No. 16,
Udyog Vihar, Phase – IV,
Gurgaon, Haryana – 122001,
India.

CORPORATE OFFICE

Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase – II,
New Delhi – 110070,
India.

CORPORATE IDENTIFICATION NUMBER

U32039HR1985PLC032091

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BOARD'S REPORT

Dear Members,

The Directors have pleasure in presenting the 30th Board's Report on the Company's business and operations, together with audited financial statements and accounts for the financial year ended March 31, 2015.

Financial performance, results of operations and company overview

(₹ '000)

Particulars	For the year ended March 31	
	2015	2014
Gross income	6,168,812	1,855,002
Profit/(loss) before finance expenses, depreciation and tax	6,167,024	1,853,993
Profit/(loss) before tax	6,167,024	1,853,993
Less: Tax expenses	12,509	29,717
Profit/(loss) after tax	6,154,515	1,824,276
Add : Profit brought forward from earlier years	8,923,085	7,098,809
Profit/(loss) carried forward to balance sheet	15,077,600	8,923,085

The Company holds investment in Bharti Airtel Limited. During the year, the Company received a sum of Rs. 5,994.08 million as dividend from such investments. The aggregate holding of the Company in Bharti Airtel Limited is 1,747,545,460 (43.72%) equity shares of Rs. 5/- each as on March 31, 2015.

Dividend

The Board of directors does not recommend any dividend for the financial year 2014-15.

Share capital

There has been no change in the share capital of the Company since the last Board's Report and the issued and paid-up share capital of the Company continues to stand at Rs. 217,700,360 divided into 21,770,036 equity shares of Rs. 10/- each.

Deposits

The Company has not accepted any deposits and, as such, no amount of principal or interest was outstanding as on the balance sheet closure date.

General reserve

The Company has not transferred any amount to the General Reserve for the financial year ended March 31, 2015.

Directors and Key Managerial Personnel

In compliance with the provisions of Section 152 of the Companies Act, 2013, Mr. Rajan Bharti Mittal will retire by rotation at the ensuing annual general meeting and being eligible, has offered himself for re-appointment.

To comply with the provisions of Section 149 of Companies Act, 2013, subject to the approval of the members in the ensuing annual general meeting, Mr. Sunil Kumar Goyal and Mr. Ravinder Arora were appointed as additional Independent Directors on the Board w.e.f. March 31, 2015 for a term of five years. The Company has received requisite notice from a member under Section 160 of the Companies Act, 2013, proposing the appointment of Mr. Sunil Kumar Goyal and Mr. Ravinder Arora as the Non-Executive Independent Director of the Company. The Company has received declarations from Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149 of the Companies Act, 2013.

In the opinion of the Board, both the directors fulfils the conditions of independence specified in the Companies Act, 2013 and the rules made thereunder.

The company's "Nomination and Remuneration Policy" setting out criteria for determining qualifications, positive attributes and independence of a director as provided under section 178(3) of the Companies Act, 2013 is annexed as **Annexure A** to this report.

Mr. Akhil Gupta and Ms. Tan Yong Choo resigned from the Company's Board w.e.f. April 28, 2015. The Directors place on record their appreciation for help, guidance and contribution made by the outgoing Directors during their tenure on the Board.

Mr. Rohit Krishan Puri was appointed as the Company Secretary w.e.f. April 28, 2015, in place of Mr. Rajendra Chopra who had relinquished the position of the Company Secretary on the same day.

Material changes and commitments affecting the financial position between the end of financial year and date of report after the balance sheet date

There is no material changes and commitments affecting the financial positions of the Company which have occurred between the end of the financial year of the company and the date of the Board's Report.

Further, there is no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

Board of Directors

The Composition of the Board of Directors of the Company is in conformity with all the requirement laid down under the Companies Act, 2013. The Board of Directors met four times during the financial year 2014-15 i.e. April 29, 2014, July 29, 2014, October 30, 2014 and February 4, 2015. The requisite details regarding composition of the Board, number of board meetings held and attended by each directors are provided in the **Annexure B** to this report.

Audit Committee

In compliance with the requirements of Section 177 of the Companies Act, 2013, the Company has a committee of the board known as the Audit Committee. During the year 2014-15, the Committee met two times i.e. on April 29, 2014 and October 30, 2014. The composition and the attendance of the members at the meeting is provided in the **Annexure B** to this report.

Meetings, Attendance and Composition of the Nomination and Remuneration Committee

In compliance with the requirements of Section 178 of the Companies Act, 2013, the Company has constituted a committee of the Board known as the Nomination and Remuneration Committee. During the year 2014-15, the Committee met two times i.e. on October 30, 2014 and February 04, 2015. The composition and the attendance of the members at the meeting is provided in the **Annexure B** to this report.

Meetings, Attendance and Composition of the Stakeholders' Relationship Committee

During the year the Company's Investor Grievance Committee was renamed as Stakeholders' Relationship Committee. The Committee meets the baseline criteria laid down under Section 178 of the Companies Act, 2013. During the year 2014-15, the Committee met seven times i.e. on April 29, 2014, June 16, 2014, August 04, 2014, September 19, 2014, October 30, 2014, January 07, 2015 and February 23, 2015. The composition and the attendance of the members at the meeting is provided in the **Annexure B** to this report.

Corporate Social Responsibility (CSR) Committee

In compliance with the requirements of Section 135 of the Companies Act, 2013, the Company has constituted a committee of the Board known as the Corporate Social Responsibility Committee. During the year 2014-15, the Committee met two times i.e. on April 29, 2014 and March 31, 2015.

The Composition and the attendance of the members at the meeting is provided in the **Annexure C** to this report.

Extract of Annual Return

In terms of provisions of Section 92, 134(3)(a) of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the extract of Annual Return of the Company in form MGT-9 is annexed herewith as **Annexure D** to this Report.

Particulars of loans, guarantees or investments

Particulars of loans, guarantees and investments form part of notes to the financial statements provided in the page No. **24** of the Annual Report.

Related Party Transactions

All arrangements / transactions entered by the Company with related parties during the year were in ordinary course of business and on an arm's length basis. Details of such transactions have been included in the Notes to Accounts section of the Annual Report.

During the year, the Company had not entered into any arrangement / transaction with related parties which could be considered material, accordingly, the disclosure of Related Party Transactions in Form AOC 2 is not applicable.

Subsidiary / Joint Venture / Associate Company

As on March 31, 2015, your Company has one associate namely Bharti Airtel Limited. There was no change in the subsidiary / joint venture or associate companies during the previous financial year.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts of Companies) Rules, 2014, a statement containing salient features of financial statements including details of performance and financial position of Bharti Airtel Limited is annexed in form AOC -1 herewith as **Annexure E** to this Report.

The audited financial statements of Bharti Airtel Limited is available for inspection at the Company's registered office as well as the corporate office and also at the registered offices of Bharti Airtel Limited. The annual report of Bharti Airtel Limited can also be viewed online at www.airtel.in

In terms of the provisions of the Companies (Accounts) Amendment Rules, 2014, the Company is not required to consolidate the financials in respect of its associate company, since the Company does not have any subsidiary company.

Auditor

In terms of the provisions of Section 139 of the Companies Act, 2013, M/s. S. R. Batliboi & Associates, LLP, Chartered Accountants, Gurgaon, (Registration no. 101049W) were appointed as the Statutory Auditors of the Company in the Annual General Meeting held on September 19, 2014, for a period of three years i.e. till the conclusion of 32nd Annual General Meeting.

The said appointment is subject to ratification by the members at every AGM. Accordingly, the appointment of M/s. S. R. Batliboi & Associates, LLP, Chartered Accountants, as the Company's Statutory Auditors, is placed for ratification by the members. The Company has received certificate from the Auditors to the effect that ratification of their appointment, if made, shall be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Auditors' Report

The Board has duly examined the Statutory Auditors' Report to accounts, which is self-explanatory. Clarifications, wherever necessary, have been included in the Notes forming part of the annual accounts.

Risk Management

The management of the Company keep evaluating the risks to which the Company is exposed to on a continuous basis, to ensure consistent, efficient and effective assessment of risks and its timely mitigation. The management provides an update to the Board on the risks which are critical for the operation of the Company, if any.

The Board of Directors of the Company is ultimately responsible for the risk management process and focus on the most significant risks that may affect the Company viz. Strategic, Operational, Reputational, Financial, and Legal & Compliance.

Internal Financial Controls

The internal financial controls with reference to the Financial Statements commensurate with the size and nature of business of the Company.

Conservation of energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The Company does not carry on any manufacturing activity and accordingly the provisions to furnish information, as per Section 134 of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rules, 2014, relating to Conservation of Energy and Technology Absorption are not required to be complied with.

During the year under review, there were nil Foreign Exchange Earnings and Outgo.

Prevention of Sexual harassment

The Company is committed to provide a protective environment at workplace to all of its women employees, to ensure that every woman employee is treated with dignity and respect.

During the year, the Company has not received any complaint regarding sexual harassment.

Directors' responsibility statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors to the best of their knowledge and belief confirm that:

1. In the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements sets out in Schedule III to the Act, have been followed and there is no material departures from the same;
2. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended March 31, 2015 and of the profit of the Company for the year ended on that date;
3. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The directors have prepared the annual accounts on a 'going concern basis';
5. The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
6. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

Acknowledgement

Your directors express their gratitude for the co-operation and support received from various agencies / departments of the Government of India, State Governments, Company's Bankers and Financial Institutions.

On behalf of the Board

Place: New Delhi
Date: April 28, 2015

Sunil Bharti Mittal
Chairman

Annexure A**Bharti Telecom Limited – Nomination & Remuneration Policy****Preamble**

The Board of Directors (the "Board") on the recommendation of the Nomination & Remuneration Committee (the "Committee") has approved and adopted this Nomination, Remuneration Policy (the "Policy") in compliance with the provisions of Section 178 of the Companies Act, 2013 and rules made thereunder.

Objectives

The main objectives of this Policy are:-

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become directors (executive and non-executive including Independent directors), Key Managerial Personnel ("KMP") and persons who may be appointed in senior management positions.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage for the Company.
- To determine remuneration of directors, KMPs.
- To provide for rewards linked directly to their effort, performance, dedication and achievement of Company's targets.

Attributes, qualifications and diversity**Directors and Key Managerial Personnel**

The Committee shall be responsible for identifying suitable candidate for appointment as directors or as KMPs of the Company.

The Board shall consist of such number of Directors as is necessary to effectively manage the Company of the size and nature as of Bharti Telecom Limited, subject to compliance with the provisions of the Companies Act, 2013, Articles of Association of the Company and the Shareholders Agreement. The Board shall strive to have an appropriate combination of Executive, Non-Executive and Independent Directors.

While evaluating a person for appointment / re-appointment as director or as KMP, the Committee shall consider and evaluate number of factors including but not limited to background, knowledge, skills, abilities (ability to exercise sound judgement), professional experience and functional expertise, educational and professional background, personal accomplishment, age, experience, understanding of the industry, marketing, technology, finance and other disciplines relevant to the business etc. and such other factors that the Committee might consider relevant and applicable from time to time towards achieving a diverse Board.

The Committee shall ensure that the proposed director satisfies the following additional criteria:-

- Eligible for appointment as a director on the board of the Company and is not disqualified in terms of Section 164 and other applicable provisions of the Companies Act 2013.
- Has attained minimum age of 25 years and is not older than 70 years.
- Does not hold directorship in more than 20 companies (including private and public limited companies) or 10 public limited companies incorporated in India.
- Will be able to devote sufficient time and efforts in discharge of duties and responsibilities effectively.

While evaluating a person for appointment / re-appointment as an independent director, the Committee shall ensure that the proposed appointee satisfies the following additional criteria:-

- Meet the baseline definition and criteria of "independence" as set out in Section 149 of the Companies Act, 2013 and other applicable laws.

- Should not hold any board / employment position with a competitor in the geographies where the Company is operating. However, the Board may in special circumstances waive this requirement.

The reappointment / extension of term of any board members shall be on the basis of their performance evaluation.

Senior Management

While evaluating a person for appointment / re-appointment in a senior management position, the management shall consider various factors including individual's background, competency, skills, abilities (viz. leadership, ability to exercise sound judgement), educational and professional background, personal accomplishment, age, relevant experience and understanding of related field viz. marketing technology, finance or such other discipline relevant to present and prospective operations of the Company.

Senior Management means personnel of the company who are members of its core management team excluding Board of Directors and shall comprise of all members of management one level below the executive directors, including all functional heads.

Remuneration Policy

The overall limits of remuneration of the board members including executive board members (i.e. managing director, whole-time director, executive directors etc.), if paid, will be governed by the provisions of Section 197 of the Companies Act, 2013, rules made thereunder and shall be approved by the shareholders of the Company, except the payment of sitting fees, and shall be subject to availability of profits of the Company.

Within the overall limit approved by the shareholders, on the recommendation of the Committee, the Board shall determine the remuneration. The Board can determine different remuneration for different directors on the basis of their role, responsibilities, duties, time involvement etc.

Non-executive directors including independent directors

i. Profit-linked commission – NIL

- ii. Sitting Fees** – An independent director will be entitled to INR 25,000 for every board meeting and all committee meetings (including meetings attended through video conferences) held in a single day.

The Board, upon recommendation of the Nomination and Remuneration Committee, may revise the sitting fees / commission payable to all or any one of the independent directors.

Executive Board Members

The remuneration (including revision in the remuneration) of executive board members, if any, shall be approved by the Board on the basis of the recommendation of the Nomination & Remuneration Committee.

Remuneration to Key Managerial Personnel (other than Managing Director and Whole-Time Director) and other employees in Senior Management

The remuneration of Key Managerial Personnel (other than managing director and whole time director) shall be decided on case to case basis.

Disclosures by the Company

This Policy shall be disclosed in the Company's annual report.

General

The Managing Directors and the Company Secretary are jointly and severally authorized to amend the Policy to give effect to any changes / amendments notified by Ministry of Corporate Affairs w.r.t. any matter covered by this policy. The amended policy shall be placed before the Board for noting and ratification.

Annexure B**Meetings, Attendance and Composition of the Board and Board Committees****Board Meetings**

Name	Category	No. of Board Meetings attended (held during their tenure)
Mr. Sunil Bharti Mittal	Chairman	4 (4)
Mr. Akhil Kumar Gupta [!]	Non-Executive Director	3 (4)
Ms. Chua Sock Kong	Non-Executive Director	3 (4)
Mr. Hui Weng Cheong [@]	Non-Executive Director	0 (1)
Mr. Mark Chin Chong Kok	Non-Executive Director	1 (4)
Mr. Rajan Bharti Mittal	Non-Executive Director	4 (4)
Mr. Rakesh Bharti Mittal [#]	Non-Executive Director	2 (3)
Mr. Ravinder Arora ^{\$}	Independent Director	NIL
Mr. Sunil Kumar Goyal [^]	Independent Director	NIL
Ms. Tan Yong Choo [!]	Non-Executive Director	4 (4)
Mr. Devendra Khanna [^]	Managing Director	1 (2)
Mr. Sarvjit Singh Dhillon [*]	Managing Director	1 (2)

Audit Committee Meetings

Name	Category	Number of meetings attended (held during their tenure)
Mr. Rajan Bharti Mittal	Chairman	2 (2)
Mr. Akhil Kumar Gupta [!]	Non-executive Director	2 (2)
Ms. Tan Yong Choo [!]	Non-executive Director	2 (2)
Mr. Sunil Kumar Goyal [^]	Independent Director	NIL
Mr. Ravinder Arora ^{\$}	Independent Director	NIL

Stakeholders' Relationship Committee Meetings

Name	Category	Number of meetings attended (held during their tenure)
Mr. Rajan Bharti Mittal	Chairman	7 (7)
Mr. Akhil Gupta [!]	Non-executive Director	6 (7)
Mr. Ravinder Arora ^{\$}	Independent Director	NIL
Mr. Sarvjit Singh Dhillon [*]	Managing Director	2 (4)
Mr. Devendra Khanna [^]	Managing Director	2 (3)

Corporate Social Responsibility Committee Meetings

Name	Category	Number of meetings attended (held during their tenure)
Mr. Rajan Bharti Mittal	Chairman	2 (2)
Mr. Akhil Gupta [!]	Non-executive Director	2 (2)
Mr. Rakesh Bharti Mittal [#]	Non-executive Director	1 (1)
Mr. Devendra Khanna [^]	Managing Director	1 (1)
Mr. Sarvjit Singh Dhillon [*]	Managing Director	1 (1)
Mr. Ravinder Arora ^{\$}	Independent Director	0 (1)

Nomination and Remuneration Committee Meetings

Name	Category	Number of meetings attended (held during their tenure)
Mr. Ravinder Arora ^{\$}	Chairman	NIL
Mr. Rajan Bharti Mittal	Non-executive Director	2 (2)
Mr. Akhil Gupta [!]	Non-executive Director	2 (2)
Mr. Rakesh Bharti Mittal [#]	Non-executive Director	1 (1)
Mr. Mark Chin Kok Chong	Non-executive Director	1 (2)
Mr. Sunil Kumar Goyal [^]	Independent Director	NIL

Notes:

- ! Mr. Akhil Kumar Gupta and Ms. Tan Yong Choo ceased to be directors w.e.f. April 28, 2015.
 @ Mr. Hui Weng Cheong ceased to be the director w.e.f. April 29, 2014.
 # Mr. Rakesh Bharti Mittal ceased to be director w.e.f. October 30, 2014.
 \$ Mr. Sunil Kumar Goyal and Mr. Ravinder Arora were appointed as Independent Directors w.e.f. March 31, 2015.
 ^ Mr. Devendra Khanna was appointed as the Managing Director w.e.f. October 01, 2014.
 * Mr. Sarvjit Singh Dhillon ceased to be Managing Director w.e.f. October 01, 2014.

Annexure C

The Annual Report on Corporate Social Responsibility (CSR) Activities

1. Brief Outline of Company's CSR Policy

At Bharti Telecom, the CSR and welfare activities centres around the following areas:

- I. Promoting education including special education, employment enhancing vocation skills especially among children and livelihood enhancement projects;
- II. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- III. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government.

2. Composition of CSR Committee

Name	Designation
Rajan Bharti Mittal, Chairman	Non-Executive Director
Ravinder Arora	Independent Director
Devendra Khanna	Managing Director

3. Average net profit before tax of the Company for last three financial years Rs. 89.89 Mn.

4. Prescribed CSR Expenditure (2% of the amount as above) Rs. 1.80 Mn.

5. Details of CSR spent during the year

- a) Total amount to be spent for the financial year Nil
- b) Amount Unspent Rs. 1.80 Mn.
- c) Manner in which amount spent during the financial year: N.A.

6. Reason for not spending the prescribed 2% amount

Being the initial year, the Company was in the process of evaluating the focus areas / locations of intervention for CSR activities to cater to the pressing needs of society and deliver optimal impact.

7. Responsibility statement of the CSR Committee

The Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company.

Devendra Khanna
Managing Director

Rajan Bharti Mittal
Chairman
CSR Committee

Annexure - D

**Form No. MGT-9
Extract of Annual Return**

As on the financial year ended on March 31, 2015

[Pursuant to section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

CIN	U32039HR1985PLC032091
Registration Date	July 29, 1985
Name of the Company	Bharti Telecom Limited
Category of the Company	Limited by shares
Sub-Category of the Company	Indian Non- Government Company
Address of the Registered office and contact details	Airtel Centre, Plot No. 16, Udyog Vihar, Phase-IV, Gurgaon, Haryana-122001
Whether listed company	No
Name, Address and Contact details of Registrar and Transfer Agents	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India. Phone : +91 40 6716 2222

II. Principal business activities of the Company

Businesses contributing 10% or more of the total turnover of the company are given below:-

Sl. No.	Name and Description of main products/services	NIC Code of the product/service*	% to total turnover of the company
1	Investment	643	99.36%

* As per National Industrial Classification – Ministry of Statistics and Programme Implementation.

III. Particulars of holding, subsidiary and associate companies –

Sr. No.	Name and address of the Company	CIN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section of the Companies Act, 2013
1.	Bharti Airtel Limited Bharti Crescent, 1 Nelson Mandela Road Vasant Kunj, Phase – II, New Delhi - 110070	L74899DL1995PLC070609	Associate	43.72	2(6)

IV. Shareholding pattern (Equity share capital breakup as percentage of total equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e April 01, 2014				No. of Shares held at the end of the year i.e March 31, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
Indian									
Individual/ HUF	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Central Government	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
State Government	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bodies Corporate	10,997,784	Nil	10,997,784	50.52	11,003,376	Nil	11,003,376	50.55	0.03
Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any Other...	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub Total (A) (1)	10,997,784	Nil	10,997,784	50.52	11,003,376	Nil	11,003,376	50.55	0.03
Foreign									
NRI- Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Other- Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Banks / Financial Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any other (Foreign Institutional Investor)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Subtotal (A) (2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter(A)(1) + (A)(2)	10,997,784	Nil	10,997,784	50.52	11,003,376	Nil	11,003,376	50.55	0.03
Public Shareholding - Institutions									
Mutual Funds	Nil	1,600	1,600	0.01	Nil	1,600	1,600	0.01	0.00
Banks / FI	Nil	300	300	Nil	Nil	300	300	Nil	Nil
Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
State Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
FII's (including foreign portfolio investors)	Nil	100	100	0.00	Nil	100	100	Nil	Nil
Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Others	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub Total (B)(1):-	Nil	2,000	2,000	0.01	Nil	2,000	2,000	0.01	Nil
Public Shareholding - Non Institutions									
Bodies Corporate									
i) Indian	134,454	Nil	134,454	0.62	133,515	Nil	133,515	0.61	-0.01
ii) Overseas									
Individual shareholders holding nominal share capital upto Rs. 1 lakh	119,775	170,079	289,854	1.33	120,989	161,078	282,067	1.30	-0.03
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	15,521	Nil	15,521	0.07	17,150	Nil	17,150	0.08	0.01
Qualified Foreign Investor	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign National	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Companies	6,284,397	3,985,140	10,269,537	47.18	6,284,397	3,985,140	10,269,537	47.18	Nil
Non-resident Indians	8,533	32,442	40,975	0.19	10,538	31,942	42,480	0.19	Nil
Trusts	19,911	Nil	19,911	0.09	19,911	Nil	19,911	0.09	Nil
Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub Total (B)(2):-	6,448,137	4,187,661	10,770,252	49.47	6,586,500	4,178,160	10,764,660	49.44	-0.03
Total Public shareholding (B)=(B)(1)+(B)(2)	6,448,137	4,189,661	10,772,252	49.48	6,586,500	4,180,160	10,766,660	49.45	-0.03
Shares held by Custodians for GDR's & ADR's (C)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total (A)+(B)+(C)	17,580,375	4,189,661	21,770,036	100.00	17,589,876	4,180,160	21,770,036	100.00	Nil

(ii) Shareholding of Promoters

S.No.	Shareholder Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding
		No. of shares	% of total shares	% of pledged / encumbered to total shares	No. of shares	% of total shares	% of pledged / encumbered to total shares	
1	Bharti Infotel Private Limited	7,977,667	36.65	Nil	7,977,667	36.65	Nil	Nil
2.	Bharti Enterprises (Holding) Private Limited	3,020,117	13.87	Nil	3,025,709	13.90	Nil	0.03
	Total	10,997,784	50.52	Nil	11,003,376	50.55	Nil	0.03

(iii) Change in Promoter Shareholding

Name of the Promotor	Shareholding at the beginning of the year / at the end of the year		Increase / during the year	Reasons	Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
Bharti Enterprises (Holding) Private Limited	3,020,117	13.87	5,592*	Purchased from existing shareholders	3,025,709	13.90

*Since, the shares were acquired/sold in the dematerialised form through NSDL / CDSL, it is not feasible for the Company to provide date wise changes in the shareholding and therefore consolidated changes during the year 2014-15 has been provided. Further, there was no change in shareholding of other promoters during the year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Pastel Limited				
	At the beginning of the year	7,141,676	32.81	7,141,676	32.81
	Bought during the year	-	-	7,141,676	32.81
	Sold during the year	-	-	7,141,676	32.81
	At the end of the year	7,141,676	32.81	7,141,676	32.81
2	Macritchie Investments Pte. Ltd.				
	At the beginning of the year	1,608,776	7.39	1,608,776	7.39
	Bought during the year	-	-	1,608,776	7.39
	Sold during the year	-	-	1,608,776	7.39
	At the end of the year	1,608,776	7.39	1,608,776	7.39
3	Singtel International Investments Private Limited				
	At the beginning of the year	1,518,538	6.98	1,518,538	6.98
	Bought during the year	-	-	1,518,538	6.98
	Sold during the year	-	-	1,518,538	6.98
	At the end of the year	1,518,538	6.98	1,518,538	6.98
4	Yatish Trading Co. Pvt. Limited				
	At the beginning of the year	107,190	0.49	107,190	0.49
	Bought during the year	-	-	107,190	0.49
	Sold during the year	-	-	107,190	0.49
	At the end of the year	107,190	0.49	107,190	0.49
5	Custodian (Special Court) A/C Rasila S Mehta				
	At the beginning of the year	16,811	0.08	16,811	0.08
	Bought during the year	-	-	16,811	0.08
	Sold during the year	-	-	16,811	0.08
	At the end of the year	16,811	0.08	16,811	0.08
6	Pannalal Bhansali				
	At the beginning of the year	15,521	0.07	15,521	0.07
	Bought during the year				
	29-Apr-14	50	0	15,571	0.07
	16-Jun-14	200	0	15,771	0.07
	4-Aug-14	542	0	16,313	0.07
	30-Oct-14	740	0	17,053	0.08
	Demat tranfer	100*	0	17,153	0.08
Sold during the year	3*	0	17,150	0.08	

7	PFIL Securities Limited				
	At the beginning of the year	8,500	0.04	8,500	0.04
	Bought during the year	-	-	8,500	0.04
	Sold during the year	-	-	8,500	0.04
	At the end of the year	8,500	0.04	8,500	0.04
8	Archana R Kasat				
	At the beginning of the year	2,925	0.01	2,925	0.01
	Bought during the year	-	-	2,925	0.01
	Sold during the year	700*	-	2,225	0.01
	At the end of the year	2,225	0.01	2,225	0.01
9	Anil Arya				
	At the beginning of the year	2,250	0.01	2,250	0.01
	Bought during the year	-	-	2,250	0.01
	Sold during the year	-	-	2,250	0.01
	At the end of the year	2,250	0.01	2,250	0.01
10	Devinder Prakash Kalra				
	At the beginning of the year	2,100	0.01	2,100	0.01
	Bought during the year	-	-	2,100	0.01
	Sold during the year	-	-	2,100	0.01
	At the end of the year	2,100	0.01	2,100	0.01

*Since, the shares were acquired/sold in the dematerialised form through NSDL / CDSL, it is not feasible for the Company to provide date wise changes in the shareholding and therefore consolidated changes during the year 2014-15 has been provided.

(v) Shareholding of Director and Key Managerial Personnel:

Name of the Director or KMP	Shareholding at the beginning of the year / at the end of the year		Date	Increase / decrease during the year	Reasons	Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
Rajendra Chopra	1	0.00	April 01, 2014	Nil	Nil Movement during the year	1	0.00
	1	0.00	March 31, 2015			1	0.00

No Director and any other KMP held any share of the Company during the financial year 2014-15.

V. Indebtedness : Nil

VI. Remuneration of Directors and Key Managerial Personnel : Nil

VII. Penalties / Punishment/ Compounding of Offences : Nil

Annexure E**Form AOC 1****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies**

	Name of Associate	Bharti Airtel Limited
1.	Latest audited Balance Sheet Date	March 31, 2015
2.	Shares of Associate held by the company on the year end	
	No.	1,747,545,460
	Amount of Investment in Associates	Rs. 19,729.73 Mn.
	Extend of Holding%	43.72%
3.	Description of how there is significant influence	% of share capital
4.	Reason why the associate is not consolidated	In accordance with the Companies (Accounts) Amendment Rules, 2014, companies not having any subsidiary are not required to consolidate the financial statement in respect of associate companies or joint ventures or both, as the case may be for the financial year ending on March 31, 2015.
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	Rs. 331,263.77 Mn.
6.	Profit/Loss for the year	
	i. Considered in Consolidation	N.A.
	ii. Not Considered in Consolidation	N.A.

- Names of associates or joint ventures which are yet to commence operations: N.A.
- Names of associates or joint ventures which have been liquidated or sold during the year: N.A.

INDEPENDENT AUDITOR'S REPORT

To the Members of Bharti Telecom Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Bharti Telecom Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, 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 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 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 also 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 judgments 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 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. 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 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2015, its profit, and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2015 ("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 afore said 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, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act;
 - (f) 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 does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - 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: New Delhi
Date : April 28, 2015

Annexure 1**Annexure referred to in paragraph 1 of our report of even date****Re: [Bharti Telecom Limited] ('the Company')**

- (i) The Company has no fixed assets and therefore the provisions of clause 3(i) of the Order are not applicable on the Company.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under sections 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Company and not commented upon.
- (iv) Considering the nature of business of the Company, clause 3(iv) of the Order to the extent pertaining to internal control system for purchase of fixed assets, inventory and sale of goods and services is not applicable to the Company and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central government has not prescribed maintenance of cost records under clause 148(1) of the Companies Act, 2013 for the product of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues. The provisions relating to provident fund, employee's state insurance, sales-tax, wealth-tax, service tax, customs duty, excise duty and value added tax are not applicable to the Company.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.
 - (d) According to the information and explanations given to us, the provisions of investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder are not applicable to the Company.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) The Company did not have any dues to financial institution, bank or debenture holders during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank and financial institutions. The Company has provided undertakings to financial institutions as referred to in Note 15 of the financial statements, the terms of conditions whereof in our opinion are not prejudicial to the interest of the Company.

- (xi) The Company did not have any term loans outstanding during the year.
- (xii) 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 on or by the Company has been noticed or reported during the course of our audit.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W

per Nilangshu Katriar
Partner
Membership No.:58814

Place : New Delhi
Date : April 28, 2015

BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Notes	As at March 31, 2015 (₹'000)	As at March 31, 2014 (₹'000)
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	4	217,700	217,700
Reserves and surplus	5	25,748,773	19,594,258
		25,966,473	19,811,958
Non-current liabilities			
Long-term provisions	6	13,235	13,496
		13,235	13,496
Current liabilities			
Trade payables	7	942	314
Other current liabilities	8	107	45
		1,049	359
Total		25,980,757	19,825,813
ASSETS			
Non-current assets			
Non-current investments	9	19,729,732	19,729,732
		19,729,732	19,729,732
Current assets			
Current investments	9	6,250,693	95,538
Cash and bank balances	10	332	543
		6,251,025	96,081
Total		25,980,757	19,825,813
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S. R. Batliboi & Associates LLP

Firm Registration No: 101049W

Chartered Accountants

per Nilangshu Katriar

Partner

Membership No: 58814

For and on behalf of the Board of Directors of
Bharti Telecom Limited

Rajan Bharti Mittal

Director

Devendra Khanna

Managing Director

Rohit Puri

Company Secretary

Sanjay Berry

Chief Financial Officer

Place : New Delhi

Date : April 28, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Notes	For the year ended March 31, 2015 (₹'000)	For the year ended March 31, 2014 (₹'000)
Income			
Revenue from Operations	11	6,168,812	1,855,002
		6,168,812	1,855,002
Expense			
Administrative and Other Expenses	12	1,788	1,008
Finance Expenses	13	0	1
		1,788	1,009
Profit before tax		6,167,024	1,853,993
Tax expense			
Current tax			
- For the year		12,395	29,717
- For the earlier years		114	-
Profit for the year		6,154,515	1,824,276
Earnings per equity share with face value of Rs 10 each			
Basic and Diluted in (Rs.)	17	282.71	83.80
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S. R. Batliboi & Associates LLP

Firm Registration No: 101049W

Chartered Accountants

per Nilangshu Katriar

Partner

Membership No: 58814

For and on behalf of the Board of Directors of
Bharti Telecom Limited

Rajan Bharti Mittal

Director

Devendra Khanna

Managing Director

Rohit Puri

Company Secretary

Sanjay Berry

Chief Financial Officer

Place : New Delhi

Date : April 28, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	For the year ended March 31, 2015 (₹'000)	For the year ended March 31, 2014 (₹'000)
A. Cash flow from operating activities:		
Net profit before tax	6,167,024	1,853,993
Operating profit before working capital changes	6,167,024	1,853,993
Adjustments for changes in working capital :		
- (Increase)/Decrease in Short Term Loans & Advances	-	708,855
- Increase/(Decrease) in Trade Payables	628	(12,082)
- Increase/(Decrease) in Other Current Liabilities	62	(12)
Cash generated from operations	6,167,714	2,550,754
- Taxes Paid	(12,770)	(30,850)
Net cash flow from operating activities	6,154,944	2,519,904
B. Cash flow from Investing activities:		
Investment in Associates	-	(2,800,585)
Purchase of short-term Investments (including dividend reinvestment)	(10,366,055)	(1,884,071)
Proceeds from Sale of short-term Investments	4,210,900	2,164,925
Net cash flow from investing activities	(6,155,155)	(2,519,732)
C. Cash flow from financing activities:		
Net cash flow from in financing activities	-	-
Net Increase/(Decrease) in Cash & Cash Equivalents	(211)	172
Opening Cash and Cash Equivalents	543	371
Closing cash and cash equivalents	332	543
Cash and cash equivalents comprise		
Cash in hand	0	0
Balance with Banks in Current Accounts	332	543

Notes :

- Figures in brackets indicate cash outflow.
- The above cash flow statement has been prepared under the indirect method set out in AS-3 'Cash Flow Statement' notified under the Companies (Accounting Standard) Rules, 2006 (as amended)
- Previous year figures have been regrouped and recast wherever necessary to conform to the current year classification.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S. R. Batliboi & Associates LLP

Firm Registration No: 101049W

Chartered Accountants

per Nilangshu Katriar

Partner

Membership No: 58814

For and on behalf of the Board of Directors of
Bharti Telecom Limited

Rajan Bharti Mittal

Director

Rohit Puri

Company Secretary

Devendra Khanna

Managing Director

Sanjay Berry

Chief Financial Officer

Place : New Delhi

Date : April 28, 2015

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**1. Corporate Information**

Bharti Telecom Limited ("the Company") is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. It is a part of Bharti Group with its primary activity being holding investment in Bharti Airtel Limited.

2. Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

3. Summary of Significant Accounting Policies**(a) Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Revenue Recognition

Income on account of interest and other activities is recognized on accrual basis.

Dividend income is recognized when the Company's right to receive dividend is established by the balance sheet date.

(c) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(d) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(e) Taxation

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

(f) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(g) Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

(h) Cash and Cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	As at March 31, 2015 (₹'000)	As at March 31, 2014 (₹'000)
4. SHARE CAPITAL		
Authorised		
40,000,000 (March 31, 2014- 40,000,000) Equity Shares of Rs.10 each	400,000	400,000
Issued, Subscribed and Paid up		
21,770,036 (March 31, 2014- 21,770,036) Equity shares of Rs.10 each	217,700	217,700
	217,700	217,700

(a) Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at March 31, 2015		As at March 31, 2014	
	No.	(₹'000)	No.	(₹'000)
At the beginning of the year	21,770,036	217,700	21,770,036	217,700
Issued during the year	-	-	-	-
Outstanding at the end of the year	21,770,036	217,700	21,770,036	217,700

(b) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% holding	No. of Shares	% holding
Bharti Infotel Private Limited	7,977,667	36.65%	7,977,667	36.65%
Pastel Limited	7,141,676	32.81%	7,141,676	32.81%
Bharti Enterprises (Holding) Private Limited	3,025,709	13.90%	3,020,117	13.87%
Macritchie Investments Pte Ltd.	1,608,776	7.39%	1,608,776	7.39%
Singtel International Investments Private Limited (formerly Cyan Private Limited)	1,518,538	6.98%	1,518,538	6.98%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(c) Terms/rights attached to equity shares

The company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015 (₹ '000)	As at March 31, 2014 (₹ '000)		
5. RESERVES AND SURPLUS				
Securities Premium Reserve	10,647,415	10,647,415		
General Reserve	23,758	23,758		
Surplus in Statement of Profit and Loss				
Balance brought forward	8,923,085	7,098,809		
Add: Profit during the year	6,154,515	1,824,276		
Net Surplus in the Statement of Profit and Loss	<u>15,077,600</u>	<u>8,923,085</u>		
	<u>25,748,773</u>	<u>19,594,258</u>		
6. LONG TERM PROVISIONS				
Provision for taxation [Net of advance tax/TDS receivable of Rs 185,204 thousand (March 31, 2014: 192,356 thousand)]	13,235	13,496		
	<u>13,235</u>	<u>13,496</u>		
7. TRADE PAYABLES				
- Trade Payable (Refer note 19 for details of dues to Micro and small enterprises)	942	314		
	<u>942</u>	<u>314</u>		
8. OTHER LIABILITIES				
- TDS Payable	107	45		
	<u>107</u>	<u>45</u>		
9. INVESTMENTS	Non-current	Current		
	March 31, 2015 ₹ ('000)	March 31, 2014 ₹ ('000)	March 31, 2015 ₹ ('000)	March 31, 2014 ₹ ('000)
Trade investments (valued at cost unless stated otherwise)				
Investment in equity instruments (quoted)				
1,747,545,460 (March 31, 2014: 1,747,545,460) equity shares of Rs 5 each fully paid-up in Bharti Airtel Limited	19,729,732	19,729,732	-	-
Current Investments (valued at lower of cost and fair value, unless stated otherwise)				
Unquoted mutual funds				
AXIS Liquid Fund - 401,255 units (March 31, 2014 - Nil units)	-	-	401,379	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	Non-current		Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
	₹ ('000)	₹ ('000)	₹ ('000)	₹ ('000)
Birla Sun Life Cash Plus Mutual Fund -527,117 units (March 31, 2014 - 953,521 units)	-	-	52,814	95,538
DWS Insta Cash Plus Fund - 3,007,941 units (March 31, 2014 - Nil units)	-	-	301,708	-
ICICI Prudential Money Market Fund - 81,894 units (March 31, 2014 - Nil units)	-	-	8,200	-
IDFC Cash Fund - 8,186 units (March 31, 2014 - Nil units)	-	-	8,189	-
JM High Liquidity Fund - 49,586,703 units (March 31, 2014 - Nil units)	-	-	517,199	-
Kotak Liquid Scheme Plan - 2,150 units (March 31, 2014 - Nil units)	-	-	2,629	-
Reliance Liquid Fund - 54,555 units (March 31, 2014 - Nil units)	-	-	54,583	-
Religare Invesco Liquid Fund - 516,482 units (March 31, 2014 - Nil units)	-	-	517,064	-
TATA Money Market Fund - 145,290 units (March 31, 2014 - Nil units)	-	-	145,510	-
UTI Liquid Cash Plan - 5,313 units (March 31, 2014 - Nil units)	-	-	5,416	-
Birla Sun Life Cash Manager Mutual Fund - 1,525,207 units (March 31, 2014 - Nil units)	-	-	500,000	-
Birla Sun Life Floating Rate Short Term Coll - 109,839 units (March 31, 2014 - Nil units)	-	-	20,000	-
ICICI Prudential Flexible Income - 2,694,082 units (March 31, 2014 - Nil units)	-	-	710,000	-
IDFC Ultra Short Term Fund - 26,272,923 units (March 31, 2014 - Nil units)	-	-	500,000	-
JM High Liquidity Fund - 159,625 units (March 31, 2014 - Nil units)	-	-	6,000	-
Reliance Money Manager Fund - 268,023 units (March 31, 2014 - Nil units)	-	-	500,000	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	Non-current		Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
	₹ ('000)	₹ ('000)	₹ ('000)	₹ ('000)
Reliance Money Manager Fund - 259,497 units (March 31, 2014 - Nil units)	-	-	500,000	-
Religare Invesco Ultra Short Term Fund - 266,348 units (March 31, 2014 - Nil units)	-	-	500,000	-
TATA Floater Fund - 244,384 units (March 31, 2014 - Nil units)	-	-	500,000	-
UTI Treasury Advantage Fund - 270,622 units (March 31, 2014 - Nil units)	-	-	500,000	-
	19,729,732	19,729,732	6,250,693	95,538
Aggregate cost of quoted investments	19,729,732	19,729,732	-	-
Aggregate market value of quoted investments	687,309,629	555,282,570	-	-
Aggregate cost of unquoted investments	-	-	6,330,574	95,538

PARTICULARS	As at	As at
	March 31, 2015 (₹ '000)	March 31, 2014 (₹ '000)

10. CASH AND BANK BALANCES
Cash and cash equivalents

Balances with banks:

- On current accounts	332	543
	332	543

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	For the year ended March 31, 2015 (₹'000)	For the year ended March 31, 2014 (₹'000)
11. REVENUE FROM OPERATIONS		
Interest Income on		
Inter Corporate Deposits (ICD) to related party	39,076	91,941
Dividend income on		
Non Current Investments	5,994,081	1,738,089
Current Investments	135,655	24,972
	<u>6,168,812</u>	<u>1,855,002</u>
12. ADMINISTRATIVE AND OTHER EXPENDITURE		
Legal and Professional	1,587	781
Communication Expenses	23	24
Printing and Stationery	64	76
Meetings and Conferences	114	127
	<u>1,788</u>	<u>1,008</u>
13. FINANCE EXPENSES		
Bank Charges	0	1
	<u>0</u>	<u>1</u>

14. Contingent liabilities

Claims against the Company not acknowledged as debts: Rs. Nil (March 31, 2014-Rs. Nil)

15. Company has given an undertaking to financial institutions for non-disposal of its shareholding in The Bharti Airtel Limited (BAL) to the extent of 26% of the total outstanding share capital of BAL in consideration of financial assistance given to BAL by financial institutions.

16. Auditors' Remuneration

	Year ended March 31, 2015 (In ₹`000)	Year ended March 31, 2014 (In ₹`000)
Audit Fees*Reimbursement of Expenses*	200	200
	15	30
	215	230

*Excluding Service Tax

17. Earnings per Share (Basic and Diluted):

	For the year ended March 31, 2015	For the year ended March 31, 2014
<u>Basic and Diluted Earnings per Share:</u>		
a) Profit attributable to Equity Shareholders (Rs.'000) (A)	6,154,515	1,824,276
b) Weighted Average Number of Equity Shares Outstanding during the year (B)	21,770,036	21,770,036
c) Nominal Value of Equity Shares (Rs.)	10/-	10/-
d) Basic and Diluted Earnings per Share (Rs.) (A) / (B)	282.71	83.80

18. Segment Reporting:

Since the Company's business activity falls within a single business and geographical segment of holding investments, there are no additional disclosure to be provided under Accounting Standard- 17 'Segment reporting' other than those already provided in financial statement.

19. Based on the information available with the Company, none of the suppliers have confirmed that they are registered under The Micro, Small and Medium Enterprise Development Act, 2006 ('MSMED'), as at March 31, 2015. Hence, the Company is not required to give disclosures specified under the Act.

20. Related Party Disclosures:

In accordance with the requirement of Accounting Standard (AS-18) on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationship, as identified and certified by the management are:

Name of the Related Party	Relationship
Bharti Airtel Limited	Associate Company
Bharti Enterprises Limited	Associate Company
Bharti Ventures Limited	Associate Company
Bharti Insurance Holdings Private Limited	Associate Company

Related Party transactions for the year ended March 31, 2015

(₹ in'000)

Nature of Transaction	Amount for the year ended March 31, 2015				Amount for the year ended March 31, 2014			
	Bharti Airtel Limited	Bharti Enterprises Limited	Bharti Ventures Limited	Bharti Insurance Holdings Private Limited	Bharti Airtel Limited	Bharti Enterprises Limited	Bharti Ventures Limited	Bharti Insurance Holdings Private Limited
ICD given	-	-	500,000	674,000	-	30,000	1,520,000	-
Repayment of ICD	-	-	500,000	674,000	-	30,000	2,220,000	-
Interest Income	-	-	28,027	11,049	-	1,157	90,784	-
Dividend Income	5,994,081	-	-	-	1,738,089	-	-	-
Security Deposit given	800	-	-	-	-	-	-	-
Refund of security deposit	800	-	-	-	-	-	-	-

21. The financial statements have been prepared in Indian rupee and all amounts are in thousand rupee unless otherwise stated. Due to rounding off NIL amounts have been reflected as "-" and rounded off amounts have been reflected as "0", wherever it is less than a thousand.
22. Previous year figures have been regrouped/reclassified, wherever necessary, to confirm to the current year's classification.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S. R. Batliboi & Associates LLP

Firm Registration No: 101049W

Chartered Accountants

per Nilangshu Katriar

Partner

Membership No: 58814

Place : New Delhi

Date : April 28, 2015

For and on behalf of the Board of Directors of
Bharti Telecom Limited

Rajan Bharti Mittal

Director

Rohit Puri

Company Secretary

Devendra Khanna

Managing Director

Sanjay Berry

Chief Financial Officer





BHARTI TELECOM LIMITED

Registered Office :

Airtel Center, Plot No. 16,
Udyog Vihar, Phase - IV, Gurgaon,
Haryana - 122 001, India.

Corporate Office :

Bharti Crescent,
1, Nelson Mandela Road,
Vasant Kunj, Phase - II,
New Delhi - 110 070, India.

BOOK POST



BHARTI TELECOM LIMITED

Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase - II, New Delhi - 110 070,
India.