



**26TH ANNUAL REPORT
2010 - 2011**

BHARTI TELECOM LIMITED

BOARD OF DIRECTORS

CHAIRMAN

Mr. Sunil Bharti Mittal

DIRECTORS

Mr. Akhil Gupta

Ms. Chua Sock Koong

Mr. Hui Weng Cheong

Mr. Rajan Bharti Mittal

Mr. Rakesh Bharti Mittal

Ms. Tan Yong Choo

Mr. Manik Jhangiani - Managing Director

COMPANY SECRETARY

Mr. Rajendra Chopra

STATUTORY AUDITORS

M/s. S. R. Batliboi & Associates

Chartered Accountants

REGISTERED OFFICE

Airtel Center, 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.

CONTENTS

Notice	1
Directors' Report	3
Auditors' Report	6
Balance Sheet	10
Profit & Loss Account	11
Cash Flow Statement	12
Schedule forming part of the accounts	13

NOTICE

NOTICE is hereby given that the twenty-sixth annual general meeting of the members of Bharti Telecom Limited will be held on Thursday, September 15, 2011 at 11.30 a.m. at "F Block", Community Centre, DLF Phase - I, Gurgaon, Haryana - 122 002, India, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited balance sheet of the Company as at March 31, 2011, the profit & loss account and the cash flow statement for the year ended on that date and the reports of the Board of directors and auditors thereon.
2. To appoint a director in place of Ms. Chua Sock Koong, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a director in place of Mr. Rajan Bharti Mittal, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. S. R. Batliboi & Associates, Chartered Accountants, Gurgaon, (Firm Registration No.-101049W) as statutory auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting and to authorise the Board of directors to fix their remuneration.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as ORDINARY RESOLUTIONS:

5. **Appointment of Mr. Hui Weng Cheong as a Director liable to retire by rotation**
"Resolved that pursuant to the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Mr. Hui Weng Cheong be and is hereby appointed as a director of the Company, liable to retire by rotation."
6. **Appointment of Ms. Tan Yong Choo as a Director liable to retire by rotation**
"Resolved that pursuant to the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Ms. Tan Yong Choo be and is hereby appointed as a director of the Company, liable to retire by rotation."

By order of the Board
for **Bharti Telecom Limited**

Regd. Office:

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

Date: May 04, 2011

Rajendra Chopra
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE CORPORATE OFFICE OF THE COMPANY AT BHARTI CRESCENT, 1, NELSON MANDELA ROAD, VASANT KUNJ, PHASE - II, NEW DELHI - 110 070, INDIA NOT LESS THAN FORTY - EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. **A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**
2. The notice of the annual general meeting will be sent to those members/beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on Friday, August 12, 2011. The shareholding of the members as on that date will be considered for the purpose of voting at the annual general meeting.
3. Explanatory statement pursuant to the provisions of section 173(2) of the Companies Act, 1956, relating to special business to be transacted at the meeting is annexed hereto.

4. Members, who hold shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares, issuance of duplicate share certificates or any other share related matters and/or change in address, furnishing of details of their bank accounts or updation thereof to the Company's Registrars and Share Transfer Agents, **Karvy Computershare Private Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad- 500 081, Andhra Pradesh.**
5. Corporate members are requested to send a duly certified copy of the board resolution/power of attorney authorising their representative to attend and vote at the annual general meeting.
6. Members/proxies are requested to bring duly filled admission/attendance slips sent herewith along with the copies of annual report at the meeting.
7. Statutory registers and documents referred to in the notice and explanatory statement are open for inspection at the Corporate Office of the Company at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase - II, New Delhi - 110 070, India, on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of annual general meeting and will also be available for inspection at the meeting.
8. Members, having any question on accounts, are requested to send their queries at least 10 days prior to the annual general meeting to the Company Secretary at its Corporate Office address to enable the Company to collect the relevant information.
9. For security and safety of the shareholders, no article/baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The members/attendees are strictly requested not to bring any article/baggage etc. at the venue of the meeting.

EXPLANATORY STATEMENT

(Under section 173(2) of the Companies Act, 1956)

Item No. 5

Mr. Hui Weng Cheong was appointed as an additional director on the Board of the Company w.e.f. September 30, 2010. Pursuant to the provisions of section 260 of the Companies Act, 1956, Mr. Hui Weng Cheong holds office upto the date of the twenty-sixth annual general meeting. The Company has received a notice under section 257 of the Companies Act, 1956, from a member proposing the candidature of Mr. Hui Weng Cheong as director of the Company, liable to retire by rotation along with the prescribed deposit of ₹ 500.

None of the directors except Mr. Hui Weng Cheong is concerned or interested in the resolution.

The Board recommends the appointment of Mr. Hui Weng Cheong as director liable to retire by rotation as set out in Item No. 5.

Item No. 6

Ms. Tan Yong Choo was appointed as a director to fill casual vacancy caused due to resignation of Mr. Quah Kung Yang w.e.f. January 21, 2010. Pursuant to the provisions of section 262 of the Companies Act, 1956, Ms. Tan Yong Choo holds office upto the date of twenty-sixth annual general meeting. The Company has received a notice under section 257 of the Companies Act, 1956, from a member proposing the candidature of Ms. Tan Yong Choo as director of the Company, liable to retire by rotation along with the prescribed deposit of ₹ 500.

None of the directors except Ms. Tan Yong Choo is concerned or interested in the resolution.

The Board recommends appointment of Ms. Tan Yong Choo as director liable to retire by rotation as set out in Item No. 6.

Regd. Office:

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

Date: May 04, 2011

By order of the Board
for **Bharti Telecom Limited**

Rajendra Chopra
Company Secretary

DIRECTORS' REPORT

To the Members,

The directors have pleasure in presenting the twenty-sixth annual report on the business and operations of the Company together with audited financial statements and accounts for the year ended March 31, 2011.

FINANCIAL PERFORMANCE AND RESULTS OF OPERATIONS

(₹'000)

Particulars	For the year ended March 31	
	2011	2010
Gross income	1,776,202	1,733,257
Profit/(loss) before finance expenses, depreciation and tax	1,775,277	1,732,442
Profit/(loss) before tax	1,775,277	1,732,423
Less: tax expenses	4,803	35
Profit/(loss) after tax	1,770,474	1,732,388
Add : Profit brought forward from earlier years	1,736,337	3,949
Profit/(loss) carried forward to balance sheet	3,506,811	1,736,337

DIVIDEND

The Board of directors do not recommend any dividend for the financial year 2010-11.

SHARE CAPITAL

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

FIXED DEPOSITS

The Company has not accepted any fixed deposits and as such, no amount of principal or interest was outstanding as of the balance sheet date and is therefore not required to furnish information in respect of outstanding deposits under Non Banking Non Financial Companies (Reserve Bank) Directions, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

AUDITORS

The Statutory Auditors of the Company, M/s. S. R. Batliboi & Associates, Chartered Accountants, Gurgaon (Registration Firm No.- 101049W) retire at the conclusion of the ensuing annual general meeting of the Company and have confirmed their willingness and eligibility for re-appointment and have also confirmed that their re-appointment, if made, will be within the limits under Section 224(1B) of the Companies Act, 1956.

AUDITORS REPORT

The Board has duly examined the Statutory Auditors' report to accounts and clarifications, wherever necessary, have been included in the notes to accounts section forming part of the annual accounts.

DIRECTORS

Ms. Chua Sock Koong and Mr. Rajan Bharti Mittal are due to retire by rotation at the twenty-sixth annual general meeting and being eligible, have offered themselves for re-appointment. In addition, Mr. Hui Weng Cheong, who was appointed as additional director and Ms. Tan Yong Choo, who was appointed to fill the casual vacancy caused due to resignation of Mr. Quah Kung Yang, are also required to be appointed as directors liable to retire by rotation. The above directors have given a confirmation to the Company that they are, otherwise, not disqualified to be appointed as director, in terms of section 274(1)(g) of the Companies Act, 1956. The Company has received notice under section 257 of the Companies Act, 1956, from members proposing the candidature of Mr. Hui Weng Cheong and Ms. Tan Yong Choo as directors. Keeping in view their rich experience, the Board recommends above mentioned re-appointments/appointments.

AUDIT COMMITTEE

In terms of the provisions of Section 292A of the Companies Act, 1956, the Company has a committee of the Board known as 'Audit Committee' consisting of the following directors of the Company:

- Mr. Rajan Bharti Mittal (Chairman)
- Mr. Akhil Gupta
- Ms. Tan Yong Choo

The Committee has complied with all the mandatory requirements as prescribed under section 292A of the Companies Act, 1956.

STATUTORY STATEMENTS

Your company does not carry on any manufacturing activity and accordingly the provisions to furnish information as per section 217(1)(e) of the Companies Act, 1956 relating to Conservation of Energy, Research and Development and Technology Absorption are not applicable.

During the year under review, there were nil foreign exchange earnings and outgo.

PARTICULARS OF EMPLOYEES

There are no employees during the year under review whose particulars are to be provided in terms of section 217(2A) of the Companies Act, 1956 read with Companies (Particular of Employees) Rules, 1975.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 217(2AA) of the Companies Act, 1956, the directors to the best of their knowledge and belief confirm:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That the directors have selected such accounting policies and applied them consistently and made judgements 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, 2011 and of the profit and loss account of the Company for that period;

3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

The directors expressed 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: Gurgaon
Date: May 04, 2011

Sunil Bharti Mittal
Chairman