

INDEPENDENT AUDITOR'S REPORT

To the Members of Vodafone Idea Telecom Infrastructure Limited (formerly known as Vodafone Towers Limited)

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Vodafone Idea Telecom Infrastructure Limited (formerly known as Vodafone Tower Limited) ("the Company"), which comprise the Balance sheet as at March 31 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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, 2020, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Material uncertainty Related to Going concern

We draw attention to Note 35 of the financial statements, which describes that the Company's business operations are dependent on its holding company. Accordingly, Company's ability to continue as a going concern is dependent upon the holding company's ability to fund the business operations of the Company and enable the Company to settle its liabilities on timely basis.

Our opinion is not modified in respect of this matter.

Emphasis of Matter

We draw your attention to note 36 of the Ind AS financial statements, which describes that the accounting treatment in the books of the Company is given effect from October 1, 2019 which is the Appointed Date in accordance with the Scheme. However, being a common control business combination, Ind AS 103 Business Combinations notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) requires the transferee Company to restate the financial information in the financial statements in respect of prior periods, from the earliest date presented. Our opinion is not qualified in respect of this matter.

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Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the IND AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Annual report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibility of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Second Amendment Rules, 2019. 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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 purposes 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, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Second Amendment Rules, 2019;

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- (e) The going concern matter described in the section Material Uncertainty Related to Going Concern, in our opinion, may have an adverse effect on the functioning of the Company.
- (f) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (h) The provisions of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2020;
- (i) 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, as amended 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/E300004



per Nilangshu Katriar
Partner

Membership Number: 58814
UDIN: 20058814AAAABK1222

Place: Mumbai
Date: June 25, 2020

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Annexure 1 referred to in paragraph 1 under Report on Other Legal and Regulatory Requirements of our report of even date

Re: Vodafone Idea Telecom Infrastructure Limited (formerly known as Vodafone Towers Limited) (the 'Company')

- (i) (a) The Company has maintained proper records showing full particulars, including situation and quantitative information and is in the process of updating quantitative details with respect to certain assets.
- (b) Pursuant to the scheme of demerger, fixed assets of the Company have been transferred from Vodafone Idea Limited effective from October 1, 2019. Post such transfer, the Management has formulated the regular programme of verifying all fixed assets once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Basis on such programme, fixed assets were not planned to physically verified during the current year. The assets primarily constitute optical fibre cables that are in continuous use in the Company's operations. In the absence of physical verification and reconciliation to books, we are unable to comment on the adjustments that may be required upon completion of such verification and reconciliation.
- (c) According to the information and explanations given by the management, there are no immovable properties, included in fixed assets of the Company and accordingly, the requirement under paragraph 3(i)(c) of the Order are not applicable to the Company.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3 (ii) of the Companies (Auditor's report) Order, 2016 (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, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (the "Act"). Accordingly, the provisions 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 investments, loans, guarantees and securities given in respect of which provisions of section 185 and section 186 of the Act are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Act, for the services of the Company.
- (vii) (a) The Company has been regular in depositing with appropriate authorities undisputed statutory dues including income tax, goods and service tax, cess and other material statutory dues applicable to it. The provisions relating to provident fund, employee's state insurance, duty of custom and duty of excise are not applicable to the Company.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, good and service tax, cess and other material 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, goods and service tax, and cess which have not been deposited on account of any dispute.
- (viii) The Company did not have any outstanding loans or borrowings due in respect of a financial institution or bank or to government or dues to debenture holders during the year.
- (ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer or debt instruments and term loans, hence reporting under clause (ix) is not applicable to the Company and not commented upon.
- (x) Based upon the 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 no fraud by the company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Act is not applicable to the Company and hence reporting under clause 3(xi) are not applicable and hence not commented upon.
- (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) According to the information and explanations given by the management, transaction with the related parties are in compliance with section 188 of the Act where applicable and details have been disclosed in the notes to financial statement, as required by the applicable accounting standard. The provisions of section 177 is not applicable to the Company and accordingly reporting under clause 3(xiii) of the Order insofar as it relates to section 177 of the Act is not applicable to the Company and hence not commented upon.
- (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, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.
- (xv) 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 as referred to in section 192 of the Act.

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- (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/E300004



per Nilangshu Katriar

Partner

Membership Number: 58814

UDIN: 20058814AAAABK1222

Place: Mumbai

Date: June 25, 2020

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

Annexure 2 to the independent auditor's report of even date on the Ind AS financial statements of Vodafone Idea Telecom Infrastructure Limited (formerly known as Vodafone Towers Limited)

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

We have audited the internal financial controls over financial reporting of Vodafone Idea Telecom Infrastructure Limited (formerly known as Vodafone Towers Limited) ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements 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 Companies Act, 2013, to the extent 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 with reference to these Ind AS financial statements 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 over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, 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 over financial reporting with reference to these Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Ind AS Financial Statements

A company's internal financial control over financial reporting with reference to these Ind AS financial statements 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 with reference to these Ind AS financial statements 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

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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.

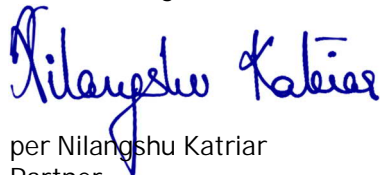
Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS financial statements, 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 with reference to these Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind AS financial statements 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, adequate internal financial controls over financial reporting with reference to these Ind AS financial statements and such internal financial controls over financial reporting with reference to these Ind AS financial statements were operating effectively as at March 31, 2020, 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/E300004



per Nilangshu Katriar
Partner

Membership Number: 58814
UDIN: 20058814AAAABK1222

Place: Mumbai
Date: June 25, 2020

**VODAFONE IDEA TELECOM
INFRASTRUCTURE LIMITED**
(FORMERLY KNOWN AS VODAFONE TOWERS LIMITED)
Financial Statements
For the year ended March 31, 2020

Vodafone Idea Telecom Infrastructure Limited (Formerly known as Vodafone Towers Limited)
Financial Statements for the year ended March 31, 2020
(All amounts are in INR millions, except per share data and unless stated otherwise)

Balance Sheet as at March 31, 2020

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
Assets			
Non-current assets			
Property, plant and equipment	7	47,506.32	-
Capital work-in-progress	7	1,725.97	-
Financial assets			
Other non-current financial assets	8	957.53	0.02
Other non-current assets	9	306.29	-
Total non-current assets (A)		50,496.11	0.02
Current assets			
Financial assets			
Trade receivables	10	1,837.39	-
Cash and cash equivalents	11	3.11	7.43
Bank balance other than cash and cash equivalents	12	26.53	-
Other current assets	13	244.63	-
Total current assets (B)		2,111.66	7.43
Total Assets (A+B)		52,607.77	7.45
Equity and Liabilities			
Equity			
Equity share capital	14	18.00	18.00
Other equity	15	(2,128.78)	(11.35)
Total equity (A)		(2,110.78)	6.65
Liabilities			
Non-current liabilities			
Other non-current liabilities	16	3,387.29	-
Total non-current liabilities (B)		3,387.29	-
Current liabilities			
Financial liabilities			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	25	58.82	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,972.39	0.76
Other current financial liabilities	17	48,841.80	-
Other current liabilities	18	458.25	0.04
Total current liabilities (C)		51,331.26	0.80
Total Equity and Liabilities (A+B+C)		52,607.77	7.45

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Nilangshu Katriar

Partner

Membership No.: 58814



For and on behalf of the Board of Directors of Vodafone Idea Telecom Infrastructure Limited

Suraj Kalra

Suraj Kalra

Director

(DIN:08016758)

Venkatesh Viswanathan

Venkatesh Viswanathan

Director

(DIN:03122706)

Place: Mumbai

Date: June 25, 2020

Place: Mumbai

Date: June 25, 2020



Vodafone Idea Telecom Infrastructure Limited (Formerly known as Vodafone Towers Limited)
Financial Statements for the year ended March 31, 2020
(All amounts are in INR millions, except per share data and unless stated otherwise)

Statement of Profit and Loss for the year ended March 31, 2020

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
Income			
Service revenue (Including amount referred in note 31)		2,183.50	-
Revenue from operations		2,183.50	-
Operating Expenditure			
Network expenses	19	1,268.93	-
Other expenses	20	305.58	1.05
		1,574.51	1.05
Profit/(Loss) before finance costs, depreciation and tax		608.99	(1.05)
Finance costs	21	4.19	0.71
Depreciation	7	2,722.23	-
Profit/(Loss) before tax		(2,117.43)	(1.76)
Tax expense:			
- Current tax	23	-	-
- Deferred tax	23	-	-
Profit/(Loss) after tax		(2,117.43)	(1.76)
Other comprehensive income/(loss) for the year, net of tax		-	-
Total comprehensive income/(loss) for the year		(2,117.43)	(1.76)
Earnings/(Loss) per equity share of ₹ 10 each:	24		
Basic (₹)		(1,176.35)	(27.32)
Diluted (₹)		(1,176.35)	(27.32)

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar

Nilangshu Katriar

Partner

Membership No.: 58814



Place: Mumbai
Date: June 25, 2020

For and on behalf of the Board of Directors of Vodafone Idea Telecom Infrastructure Limited

Suraj Kalra

Suraj Kalra

Director

(DIN:08016758)

Venkatesh Viswanathan

Venkatesh Viswanathan

Director

(DIN:03122706)

Place: Mumbai
Date: June 25, 2020



Vodafone Idea Telecom Infrastructure Limited (Formerly known as Vodafone Towers Limited)
Financial Statements for the year ended March 31, 2020
(All amounts are in INR millions, except per share data and unless stated otherwise)

Statement of Changes in Equity for the year ended March 31, 2020

A. Equity share capital:

Equity shares of ₹ 10 each issued, subscribed and fully paid

	Numbers	Amount
As at April 1, 2018	50,000	0.50
Issue of share capital (refer note 14)	1,750,000	17.50
As at March 31, 2019	1,800,000	18.00
Issue of share capital	-	-
As at March 31, 2020	1,800,000	18.00

B. Other equity

Particulars	Retained earnings
As at April 1, 2018	(9.57)
Profit/(Loss) for the year ended March 31, 2019	(1.76)
Share issue expenses	(0.02)
As at March 31, 2019	(11.35)
Profit/(Loss) for the year ended March 31, 2020	(2,117.43)
As at March 31, 2020	(2,128.78)

As per our report of even date

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Nilangshu Katriar

Partner

Membership No.: 58814



Place: Mumbai

Date: June 25, 2020

**For and on behalf of the Board of Directors of
Vodafone Idea Telecom Infrastructure Limited**

Suraj Kalra

Suraj Kalra

Director

(DIN:08016758)

Venkatesh Viswanathan

Venkatesh Viswanathan

Director

(DIN:03122706)

Place: Mumbai

Date: June 25, 2020



Vodafone Idea Telecom Infrastructure Limited (Formerly known as Vodafone Towers Limited)
Financial Statements for the year ended March 31, 2020
(All amounts are in INR millions, except per share data and unless stated otherwise)

Statement of Cash Flows for the year ended March 31, 2020

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Operating activities		
Loss before tax	(2,117.43)	(1.76)
Adjustments to reconcile loss before tax to net cash flows		
Depreciation of property, plant and equipment	2,722.23	-
Loss on disposal of property, plant and equipment (net)	0.07	-
Finance costs	-	0.71
Bad debts/advances written off	16.53	-
Allowance for doubtful debts / advances	230.09	-
Working capital adjustments		
(Increase) in trade receivables	(380.56)	-
(Increase) in other financial and non-financial assets	(195.16)	(0.02)
Increase/(Decrease) in trade payables	336.63	(0.24)
Increase/(Decrease) in other financial and non-financial liabilities	865.26	(0.05)
Cash flows from/(used in) operating activities	1,477.66	(1.35)
Income tax paid (including TDS)	(186.96)	-
Net cash flows/(used in) from operating activities	1,290.70	(1.35)
Investing activities		
Purchase of property, plant and equipment (including CWIP)	(1,295.43)	-
Proceeds from sale of property, plant and equipment	0.41	-
Net cash flows/(used) in investing activities	(1,295.02)	-
Financing activities		
Proceeds from issue of shares	-	17.50
Share issue expenses	-	(0.02)
Payment of interest and finance charges	-	(0.78)
Proceeds from short term borrowings	100.00	2.10
Repayment of short term borrowings	(100.00)	(10.08)
Net cash flows/(used in) from financing activities	-	8.72
Net increase in cash and cash equivalents during the period	(4.32)	7.37
Cash and cash equivalents at the beginning of the period	7.43	0.06
Cash and cash equivalents at the end of the period (Refer note 11)	3.11	7.43

1. Disclosure of changes in liabilities arising from financing activities on account of non-cash transactions

Particulars	Short term borrowings	Interest accrued but not due
Balance as at April 1, 2018	7.98	0.07
(i) Cash flow Items		
Net proceed / (repayment) of borrowings	(7.98)	-
Payment of Interest and finance charges	-	(0.78)
(ii) Non - cash items		
Finance cost accrued (charged to profit and loss)	-	0.71
Balance as at March 31, 2019	-	-
(i) Cash flow Items		
Net proceed of borrowings	-	-
Payment of Interest and finance charges	-	-
(ii) Non - cash items		
Finance cost accrued (charged to profit and loss)	-	-
Balance as at March 31, 2020	-	-



Vodafone Idea Telecom Infrastructure Limited (Formerly known as Vodafone Towers Limited)
Financial Statements for the year ended March 31, 2020
(All amounts are in INR millions, except per share data and unless stated otherwise)

2. The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 on Statement of Cash Flows.

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

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004


Nilangshu Katriar
Partner
Membership No.: 58814



Place: Mumbai
Date: June 25, 2020

For and on behalf of the Board of Directors of Vodafone Idea Telecom Infrastructure Limited


Suraj Kalra
Director
(DIN: 08016758)


Venkatesh Viswanathan
Director
(DIN: 03122706)

Place: Mumbai
Date: June 25, 2020



Vodafone Idea Telecom Infrastructure Limited (Formerly known as Vodafone Towers Limited)
Financial Statements for the year ended March 31, 2020
(All amounts are in INR millions, except per share data and unless stated otherwise)

Notes forming part of Financial Statements

1. Corporate Information

Vodafone Idea Telecom Infrastructure Limited, formerly Vodafone Towers Limited, (hereinafter referred to as "VITIL" or "the Company"), a wholly owned subsidiary of Vodafone Idea Limited ("VIL") was incorporated on October 19, 2007 under the provisions of the Companies Act, 1956 applicable in India. The Company is domiciled in India. The registered office of the Company is situated at Vodafone House, Corporate Road, Prahladnagar, of. S.G. Highway, Ahmedabad – 380051, India.

The Company has been incorporated for renting out passive infrastructure to telecommunication service providers for hosting their active equipment. During the year, VIL has transferred its Fibre Infrastructure undertaking to the Company by way of a demerger effective from October 15, 2019, with an appointed date of October 1, 2019. Accordingly, financial statements for the year ended March 31, 2020 includes financial results of operation of the Fibre Infrastructure undertaking for the period October 1, 2019 to March 31, 2020.

The financial statements for the year ended March 31, 2020 were approved by the Board of Directors and authorised for issue on June 25, 2020.

2. Statement of compliance

The financial statements of the Company comprising of Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows together with the notes have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

3. Basis of preparation

The financial statements have been prepared on a historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services on the transaction date.

All financial information presented in INR has been rounded off up to two decimals to Millions unless otherwise stated.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act, 2013.

New and amended standards adopted by the Company

a. Ind AS 116- Leases

Effective April 1, 2019, the Company has adopted Ind-AS 116 on Leases basis the modified retrospective method for all lease contracts that are live as at April 1, 2019 (being the date of initial application). Lessor accounting under Ind AS 116 is not changed from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17.

As the Company is lessor, there is no impact on the financial statements on adoption of Ind AS 116.

b. Amendment to Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

The amendment provides clarification on the uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit / (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.



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The standard permits two possible methods of transition –

- i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- ii) Retrospectively with cumulative effect of initial application of Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The amendment is applicable from April 1, 2019. There is no impact of this amendment on the financial statements.

c. Amendment to Ind AS 12 'Income Tax'

The amendment clarifies that the income tax consequences of dividends including payments on financial instruments classified as equity, are linked more directly to past transactions or events that generated distributable profits rather than to distribution of such amounts to owners. Therefore, an entity shall recognise the income tax consequences of dividends in the Statement of Profit and Loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

The amendment is applicable from April 1, 2019 and has no impact on the financial statements.

d. Amendment to Ind AS 23 'Borrowing Costs'

The amendment clarifies that for computing general rate of borrowed funds, an entity should exclude specific borrowing for obtaining a qualifying asset, only until the asset is ready for its intended use or sale. Borrowing costs (related to specific borrowings) that remains outstanding after the related qualifying asset is ready for use or sale should subsequently be considered as part of general borrowing costs of the entity. The amendment is applicable from April 1, 2019 and has no impact on the financial statements.

e. Amendment to Ind AS 109 'Financial Instruments'

Effective April 1, 2019, the Company has adopted Amendment to Ind AS 109 'Financial Instruments'. The amendment to Ind AS 109 clarifies that an exception has been prescribed to the classification and measurement requirements with respect to SPPI criteria for financial assets which:

- i. Have a prepayment feature that results in negative compensation
- ii. Apart from the prepayment feature other features of financial assets would have contractual cash flows which would meet the SPPI criteria and
- iii. The fair value of the prepayment feature is insignificant when the entity initially recognises the financial asset. (If it is impracticable to assess based on facts and circumstances that existed on initial recognition, then exception would not be available)

Such financial assets could be measured at amortised cost or at FVOCI based on business model within which they are held. The amendment is applicable from April 1, 2019 and has no impact on the financial statements.

4. Transfer of fibre business from VIL:

- A.** The Company's Board of Directors in its meeting dated November 16, 2018 had approved the scheme of arrangement under section 230 to 232 of the Companies Act, 2013 between VIL and the Company for the transfer of Fibre Infrastructure assets and liabilities of VIL to the Company. The Company had subsequently filed the scheme of arrangement with National Company Law Tribunal (NCLT), Ahmedabad Bench on March 29, 2019.

During the year, the Company has received the requisite regulatory approvals and certified copies of the orders sanctioning the scheme has been filed with the RoC on October 15, 2019. Appointed date as per the scheme of arrangement is October 1, 2019.



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In accordance with the terms of the scheme and as per the circular issued by Ministry Corporate Affairs (MCA) dated August 21, 2019, the Scheme becomes effective from the appointed date only and hence the transaction has been accounted from the appointed date i.e. October 1, 2019 and previous year figures are accordingly not being restated. The transaction has been accounted as per Ind AS 103 using the pooling of interest method. Accordingly the assets and liabilities of the fiber business undertaking are accounted at their carrying amounts with no adjustment to their carrying values. The excess of book values of assets acquired over the liabilities considered as payable to VIL as Purchase Consideration and has accordingly been recognized as Business Consideration Payable under Other Current Financial Liabilities.

B. The carrying value of identifiable assets acquired and liabilities assumed as on the appointed date:

Particulars	Amount
Property, plant and equipment (Net of accumulated depreciation of ₹ 19,683.79 Mn)	49,349.21
Capital work-in-progress	876.75
Other non-current financial assets	
Security Deposit	943.21
Other non-current assets	
Capital advance	4.66
Trade receivables (Net of provision for doubtful debts of ₹ 223.80 Mn)	1,703.45
Other current assets	
Prepaid expense	119.79
Others	11.20
Total Assets	53,008.27
Other non-current liabilities	
Deferred revenue	3,443.25
Trade payables	1,693.82
Other current financial liabilities	
Payable for capital expenditure	855.08
Other current liabilities	
Deferred revenue	436.99
Total Liabilities	6,429.14
Carrying amount of net assets acquired	46,579.13
Payable business consideration	46,579.13

5. Significant Accounting Policies

a) Revenue recognition

Revenue is recognised when a customer receives services and thus has the ability to direct the use and obtain the benefits from those services.

Revenue is measured at the Transaction price i.e. an amount that reflects the consideration, to which an entity expects to be entitled in exchange for transferring goods or services to customers, excluding amounts collected on behalf of third parties. Taxes and duties collected by the seller / service provider are to be deposited with the government and not received by the Company on their own account. Accordingly, it is excluded from revenue. The Company evaluates its exposure to significant risks and reward associated with the revenue arrangements in order to determine its position of a principal or an agent in this regard.

i. Revenue from providing fibre infrastructure services are recognised on a monthly basis on rendering of services as per the contractual terms under agreements entered with the customers.



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Notes forming part of Financial Statements

ii. Unbilled income is the right to consideration in exchange for goods or services transferred to customers. Unbilled income represents the value of services rendered but not yet been invoiced on the reporting date due to contractual terms.

iii. Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section 5 j) financial instruments – initial recognition and subsequent measurement.

iv. Advance from customer and Deferred revenue

Advance from customer and deferred revenue is the obligation to transfer services to a customer for which the Company has invoiced / received from the customer consideration for the period for which service is yet to be provided by the Company. A contract liability is recognised once the Company invoices the customer in accordance with the terms of the Contract for a future period. Advance from customer and deferred revenue are recognised as revenue when the Company fulfills its performance obligations under the contract.

v. Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using the applicable Effective Interest Rate (EIR), which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to that asset's net carrying amount on initial recognition.

b) Leases

The Company assesses at contract inception whether a contract is, or contains a lease. An arrangement which is dependent on use of specific asset or assets and convey right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessor

Finance lease

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting period so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating lease

Rental income from operating lease is recognised on a straight line basis over the lease term unless payments to the Company are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increase; such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term. Contingent rents are recognised as income in the period in which they are earned.

The Company enters into agreements which entitle its customers the right to use of specified capacity of dark fibre / bandwidth capacity for a specific period of time. Under such arrangements, the rights to use the specified assets are given for a substantial part of the estimated useful life of such assets. The contracted price received upfront in advance is treated as deferred revenue and is recognised on a straight line basis over the agreement period.

c) Functional and presentation currency

The Company's financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency.



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d) Taxes

Income tax expense represents the sum of current tax and deferred tax.

i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax is based on the taxable income and calculated using the applicable tax rates and tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at the end of each reporting date and are recognised to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation statute.

e) Current / Non – Current Classification

An asset is classified as current when

- a) It is expected to be realized or consumed in the respective Company's normal operating cycle;
- b) It is held primarily for the purpose of trading;
- c) It is expected to be realized within twelve months after the reporting period; or
- d) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Any asset not conforming to the above is classified as non-current.

A liability is classified as current when

- a) It is expected to be settled in the normal operating cycle of the respective companies;
- b) It is held primarily for the purposes of trading;
- c) It is expected to be settled within twelve months after the reporting period; or
- d) The respective companies have no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Any liability not conforming to the above is classified as non-current.



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f) Property, Plant and Equipment

Property, Plant and Equipment (PPE) and Capital work in progress (CWIP) held for use in the rendering of services and supply of goods, or for administrative purposes, are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of Property, Plant and Equipment, non-refundable duties. CWIP represents cost of property, plant and equipment not ready for intended use as on the reporting date. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Depreciation commences once such assets are available for use in the intended condition and location. Depreciation is provided using straight-line method on pro rata basis over their estimated useful economic lives as given below. The useful life is taken as prescribed in Schedule II to the Companies Act, 2013 except where the estimated useful economic life has been assessed to be lower.

Particulars	Estimated useful life (in years)
Optic Fibre	15 years

When any significant part of property, plant and equipment is discarded or replaced, the carrying value of discarded / replaced part is derecognized. Any gains or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss on the date of retirement or disposal.

g) Impairment of Non – Financial Assets

Tangible and Intangible assets are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, an appropriate valuation model is used. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, an impairment loss is recognised in Statement of Profit and Loss by reducing the carrying amount of the asset (or cash-generating unit) to its recoverable amount.

Impairment losses recognized in the earlier periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. If such indication exists, the Company estimates the asset's (or cash generating unit's) recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in estimates used to determine the assets' recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had such impairment loss not been recognised for the asset (or cash-generating unit) in prior years. Any reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

h) Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs are expensed in the period in which they are incurred.



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i) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

j) Financial Instruments

Initial recognition and measurement

Financial Instruments (assets and liabilities) are recognised when the Company becomes a party to a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than those designated as fair value through profit or loss (FVTPL), are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the statement of profit and loss.

i. Financial assets

All regular way purchase or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets:

- a) Financial assets measured at amortised cost
- b) Financial assets measured at fair value through profit or loss (FVTPL) - The Company does not have any assets classified as FVTPL.
- c) Financial assets measured at fair value through other comprehensive income (FVTOCI) – The Company does not have any assets classified as FVTOCI.

Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the instruments give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.

The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables, loans, etc.



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Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either
 - the Company has transferred substantially all the risks and rewards of the asset, or
 - the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the trade receivables.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables (including lease receivables). The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For the purpose of measuring the expected credit loss for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances.

ii. Financial liabilities

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the EIR method or at FVTPL. The Company does not have any liability classified as FVTPL.

Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.



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Financial liabilities at FVTPL

Financial liabilities are classified as FVTPL when the financial liabilities are held for trading or are designated as FVTPL on initial recognition. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. In case, an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Statement of Profit and Loss.

iii. Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

k) Fair value measurement

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) (a) on the date of the event or change in circumstances that caused the transfer or (b) at the end of each reporting period or (c) at the beginning of each reporting period.

l) Earnings per share

The earnings considered in ascertaining the Company's Earnings per share (EPS) is the net profit after tax.

EPS is disclosed on basic and diluted basis. Basic EPS is computed by dividing the profit / loss for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.



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m) Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a 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. The expense relating to a provision is presented in the statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities

A Contingent Liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent Assets are not recognised.

6. Use of Estimates, assumptions and judgments

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures including the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require an adjustment to the carrying amount of assets or liabilities in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialise.

The Company has based its assumptions and estimates on parameters available when the financial statements are prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i. Taxes

The Company provide for tax considering the applicable tax regulations and based on reasonable estimates. Management periodically evaluates positions taken in the tax returns giving due considerations to tax laws and establishes provisions in the event if required as a result of differing interpretation or due to retrospective amendments, if any.

Deferred tax asset (DTA) is recognized only when and to the extent there is convincing evidence that the Company will have sufficient taxable profits in future against which such assets can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

ii Allowance for Trade receivable

For the purpose of measuring the expected credit loss for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 10.

iii. Useful life of Property, Plant and Equipment

The useful life to depreciate property, plant and equipment is based on technical obsolescence, nature of assets, estimated usage of the assets, operating conditions of the asset, and manufacturers' warranties, maintenance and support period, etc. The charge for the depreciation and amortisation is derived after considering the expected residual value at end of the useful life.



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The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed by the management at each financial year end and adjusted prospectively, if appropriate. Further details about property, plant and equipment are given in note 7.

iv. Provisions and Contingent Liabilities

Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Evaluations of uncertain provisions and contingent liabilities and assets requires judgement and assumptions regarding the probability of realization and the timing and amount, or range of amounts, that may ultimately be incurred. Such estimates may vary from the ultimate outcome as a result of differing interpretations of laws and facts. Refer Note 28 for further details about Contingent liabilities.

v. Impact of COVID-19 (Global pandemic)

The outbreak of Coronavirus (COVID - 19) pandemic globally and in India is causing significant disturbance and slow down of economic activity. The Company has evaluated impact of this pandemic on its business operations and based on based on the internal and external information available and the current indicators, there is no significant impact on its financial statements.



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Notes forming part of Financial Statements

Note 7

Property, Plant and Equipment

Particulars	Plant and machinery
Cost	
As at April 1, 2019	-
Addition due to transfer of fibre business from VIL (Refer note 4)	69,033.00
Additions (Including amount referred in note 31)	879.82
Disposals/Adjustments	(0.50)
As at March 31, 2020	69,912.32
Accumulated Depreciation	
As at April 1, 2019	-
Addition due to transfer of fibre business from VIL (Refer note 4)	19,683.79
Depreciation charge for the period	2,722.23
Disposals/Adjustments	(0.02)
As at March 31, 2020	22,406.00
Net Book Value	
As at March 31, 2020	47,506.32
As at March 31, 2019	-

Capital work-in-progress as on March 31, 2020 is ₹ 1,725.97 Mn (March 31, 2019: Nil).

Note 8

Other non-current financial assets

Particulars	As at March 31, 2020	As at March 31, 2019
Deposits with body corporate and others	44.96	0.02
Deposits and balances with government authorities	912.57	-
Total	957.53	0.02

Note 9

Other non-current assets

Particulars	As at March 31, 2020	As at March 31, 2019
Capital advances	78.64	-
Prepaid expenses	40.69	-
Advance income tax (net)	186.96	-
Total	306.29	-



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Note 10

Trade receivables (Unsecured, unless otherwise stated) (refer note 31)

Particulars	As at March 31, 2020	As at March 31, 2019
Billed Receivables		
Unsecured - Considered Good	1,617.85	-
Unsecured - Considered Doubtful	229.36	-
	1,847.21	-
Unbilled Receivables		
Unsecured - Considered Good	219.54	-
Unsecured - Considered Doubtful	224.53	-
	444.07	-
Allowance for doubtful debts (Refer note 26)	(453.89)	-
Total	1,837.39	-

Note 11

Cash and cash equivalents

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with banks in current accounts	3.11	7.43
Total	3.11	7.43

Note 12

Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2020	As at March 31, 2019
Margin money	26.53	-
Total	26.53	-

Note 13

Other current assets

Particulars	As at March 31, 2020	As at March 31, 2019
GST recoverable	207.85	-
Prepaid expenses	31.35	-
Others	5.43	-
Total	244.63	-



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Notes forming part of Financial Statements

Note 14

Equity share capital

Particulars	As at March 31, 2020		As at March 31, 2019	
	Numbers	Amount	Numbers	Amount
EQUITY SHARE CAPITAL				
Authorised share capital				
Equity Shares of ₹ 10 each	2,000,000	20.00	2,000,000	20.00
	2,000,000	20.00	2,000,000	20.00
Issued, subscribed and paid-up share capital				
Equity Shares of ₹ 10 each fully paid up	1,800,000	18.00	1,800,000	18.00
	1,800,000	18.00	1,800,000	18.00

(a) Reconciliation of number of shares outstanding

Particulars	As at March 31, 2020		As at March 31, 2019	
	Numbers	Amount	Numbers	Amount
Equity shares outstanding at the beginning of the year	1,800,000	18.00	50,000	0.50
Right issue of shares during the year (refer note 14.1)	-	-	1,750,000	17.50
Equity shares outstanding at the end of the year	1,800,000	18.00	1,800,000	18.00

(b) Terms/ rights attached to issued, subscribed and paid up equity shares

The Company has only one class of equity shares having par value of ₹ 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.

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

Name of the shareholders	As at March 31, 2020		As at March 31, 2019	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of ₹ 10 each fully paid				
Vodafone Idea Limited, the holding company and its nominees (from August 31, 2018) *	1,800,000	100%	1,800,000	100%

* Pursuant to amalgamation of Vodafone India Limited and Vodafone Mobile Services Limited with Vodafone Idea Limited (formerly known as Idea Cellular Limited) from August 31, 2018, the shareholding stands transferred to Vodafone Idea Limited.

Note 14.1

During the year ended March 31, 2019, the Company offered 1,750,000 equity shares of ₹10 each under Rights issue at ₹ 10 aggregating to ₹ 17.5 Mn. The issue was fully subscribed and 1,750,000 share were issued to and allocated to Vodafone Idea Limited on March 29, 2019.



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Notes forming part of Financial Statements

Note 15

Other Equity

Particulars	As at March 31, 2020	As at March 31, 2019
Retained Earnings		
Opening balance	(11.35)	(9.57)
Net Loss for the year	(2,117.43)	(1.76)
Share issue expenses	-	(0.02)
Total	(2,128.78)	(11.35)

Note 16

Other non-current liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred Revenue	3,387.29	-
Total	3,387.29	-

Note 17

Other current financial liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Payable for capital expenditure	1,362.67	-
Security deposits from customers and others (Refer note 31)	900.00	-
Business Consideration Payable (Refer note 4 and 31)	46,579.13	-
Total	48,841.80	-

Note 18

Other current liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Advance from customers and deferred revenue	347.48	-
Taxes and other liabilities	110.77	0.04
Total	458.25	0.04

Note 19

Network expenses

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Repairs and maintenance (Including amount referred in note 31)	1,221.18	-
Network insurance	45.17	-
Other network operating expenses	2.58	-
Total	1,268.93	-



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Note 20

Other expenses

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Allowances for doubtful debts and advances (net) (Refer note 26)	230.09	-
Bad debts / advances written off	16.53	-
Legal and professional charges	0.46	0.65
Loss on disposal of property, plant and equipment (net)	0.07	-
Audit fees (Refer note 22)	0.47	0.40
Support service charges (Refer note 31)	57.92	-
Miscellaneous expenses	0.04	-
Total	305.58	1.05

Note 21

Finance costs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest		
- On borrowings (Including amount referred in note 31)	-	0.71
- Others (Refer note 25)	4.19	-
Total	4.19	0.71

Note 22

Auditor's Remuneration

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Statutory audit fees	0.47	0.40
Out of pocket expenses (included in Misc. Expenses)	0.04	-
Total Remuneration	0.51	0.40

Note 23

Income Tax Expenses

Reconciliation of average effective tax rate and applicable tax rate

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit/(Loss) before income tax expense	(2,117.43)	(1.76)
Applicable Tax Rate	25.17%	26.00%
Increase / (Decrease) in taxes on account of:		
Effect of items for which no deferred tax is recognised	-25.12%	0.00%
Effects of expenses / income that are not deductible / considered in determining the taxable profits (net)	-0.05%	-26.00%
Effective Tax Rate	0.00%	0.00%

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry forward of unabsorbed depreciation and tax losses can be utilised. Accordingly, in view of uncertainty the Company, on a conservative basis, has not recognized deferred tax assets in respect of carried forward tax losses / temporary differences of ₹ 2,113.17 Mn as of March 31, 2020 (March 31, 2019: Nil).



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The aforesaid tax losses and unabsorbed depreciation will lapse in the subsequent years as follows:

Particulars	As at Mar 31, 2020	As at Mar 31, 2019
Within 0-5 years	-	-
From 5-10 years	-	-
Unlimited	2,113.17	-
Total	2,113.17	-

Note 24

Basic & Diluted Earnings/(Loss) per Share

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Nominal value of per equity share	10/-	10/-
Profit/(Loss) after Tax	(2,117.43)	(1.76)
Profit/(Loss) attributable to equity shareholders	(2,117.43)	(1.76)
Weighted average number of equity shares outstanding during the year	1,800,000	64,384
Basic and Diluted earnings/(loss) per share	(1,176.35)	(27.32)

Note 25

Information As Per The Requirement Of Section 22 Of The Micro, Small And Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2020	As at March 31, 2019
a) (i) The principal amount remaining unpaid to any supplier at the end of accounting year included in trade payables	52.59	-
(ii) The interest due on above	4.98	-
The total of (i) & (ii)	57.57	-
b) The amount of interest paid by the buyer in terms of section 16 of the Act	-	-
c) The amount of the payment made to the supplier beyond the appointed day during the accounting year	19.40	-
d) The amounts of interest accrued and remaining unpaid at the end of financial year	6.23	-
e) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act.	1.25	-

Note 26

Movement Of Allowances For Doubtful Debts/Advances

Particulars	As at March 31, 2020	As at March 31, 2019
Opening Balance	-	-
Addition on acquisition of fiber business (Refer note 4)	223.80	-
Charged to Statement of Profit and Loss (net) (Refer note 20)	230.09	-
Closing Balance	453.89	-

Note 27

Capital and other commitments

Estimated amount of commitments for contracts remaining to be executed for capital expenditure (net of advances) and not provided for are ₹ 2,068.11 Mn. (March 31, 2019: Nil)



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Notes forming part of Financial Statements

Note 28
Contingent liabilities

Contingent Liabilities not provided for mainly includes disputed matters with local Municipal Corporation on optical fibre deployment of ₹ 223.00 Mn. (March 31, 2019: Nil)

Future cash outflows in respect of the above matters are determinable only on receipt of judgments/ decisions from such forums/ authorities. Further, based on the Company's evaluation, it believes that it is not probable that the claim will materialise and therefore, no provision has been recognised for the above.

Note 29
Operating lease

The Company has leased certain Optical Fibre Cables pairs (OFC) on Indefeasible Rights of Use ("IRU") basis under operating lease arrangements. During the year, Company recognised revenue from operating lease of ₹173.95 Mn.

Note 30

As the Company operates in only one business segment, hence there is no separate reportable segment as per Ind AS – 108 on "Operating segment".

Note 31
Related party transactions

Relationship	Related Party
Holding Company	Vodafone Idea Limited (from August 31, 2018)
Ultimate Holding Company	Vodafone Group PLC (Till August 30, 2018)
Intermediate Holding Company	Vodafone International Holdings B.V. (Till August 30, 2018)
	CGP India Investments Limited (Till August 30, 2018)
Immediate Holding Company	Vodafone India Limited (Till August 30, 2018)



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Notes forming part of Financial Statements

A. Transactions with Related Parties

Particulars	Holding company	Immediate holding company
Sale of Services	1,866.00	-
Expenses incurred on Company's behalf by	326.00	-
Payment made by holding company	808.00	-
Collection from receivables by holding company	23.00	-
Deposits made by holding company	7.00	-
Transfer of Fibre business from VIL	46,579.13	-
Purchase of property, plant and equipment	566.00	-
Interest on borrowings	(0.44)	(0.28)
Security Deposit Received	900.00	-
Loan taken during the year	100.00	-
Loan repaid during the year	(10.08)	(2.10)
Issue of share capital	(17.50)	-

(Figures in bracket are for the period ended March 31, 2019)

B. Balances with Related Parties

Particulars	Holding company
Security Deposit Payable	900.00
Business consideration payable	46,579.13
Trade payable	73.00

(Figures in bracket are as on March 31, 2019)



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Notes forming part of Financial Statements

Note 32
Financial instruments

a) Financial Instruments by Category: The following table provides categorisation of all financial instruments at carrying value

Particulars	As at March 31, 2020	As at March 31, 2019
	Amortised Cost	
Financial Assets		
Cash and cash equivalents	3.11	7.43
Margin money	26.53	-
Deposits with body corporate and others	44.96	0.02
Deposits and balances with government authorities	912.57	
Trade receivables	1,837.39	-
Total Financial Assets	2,824.56	7.45

Particulars	As at March 31, 2020	As at March 31, 2019
	Amortised Cost	
Financial Liabilities		
Trade Payables	2,031.21	0.76
Payable for capital expenditure	1,362.67	-
Security deposits from customers and others (Refer note 17)	900.00	-
Business Consideration Payable (Refer note 17)	46,579.13	-
Total Financial Liabilities	50,873.01	0.76

(b) Fair value hierarchy

The carrying amounts of the financial assets and financial liabilities are reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately

Note 33
Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The Company's principal financial assets comprise deposits and trade receivables.

The Company is exposed to various financial risks such as market risk, credit risk and liquidity risk. The Directors of the Company oversee management of these risks and assure that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

As on March 31, 2020 Company does not have any exposure to any borrowing, hence changes in market interest rate will not have any impact on the fair value or future cash flows of financial instruments.

b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument, leading to a financial loss. The Company is exposed to credit risk from its trade receivables.



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- Trade receivables

Customer credit risk is managed in accordance with the Company's established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 15 to 30 days' credit terms. Outstanding customer receivables are regularly monitored.

The Company follows a 'simplified approach' (i.e. based on lifetime ECL) for recognition of impairment loss allowance on Trade receivables (including lease receivables). For the purpose of measuring lifetime ECL allowance for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances. The Company, recognizes allowance for trade receivables remaining unpaid beyond 180/ 365 days. Further, allowance is also recognised for cases indicating any specific trail of credit loss within the ageing brackets mentioned above. Any subsequent recovery is recognized as Income in the Statement of Profit and Loss. Refer note 10 for the carrying amount of credit exposure as on the Balance Sheet date.

- Other financial assets and cash deposits

The Company maintains its Cash and cash equivalents with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis in close co-ordination with its holding company's Treasury team.

The Company's maximum exposure to credit risk for the components of the balance sheet as at March 31, 2020 and March 31, 2019 on its carrying amounts as disclosed in notes 8, 10, 11 and 12.

c) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	Carrying Value	Less than 1 year	1 to 5 years	Total payments
As at March 31, 2020				
Trade and other payables*	3,393.88	3,393.88	-	3,393.88
Business Consideration Payable	46,579.13	46,579.13	-	46,579.13
Other financial liabilities	900.00	900.00	-	900.00
Total	50,873.01	50,873.01	-	50,873.01
As at March 31, 2019				
Trade and other payables	0.76	0.76	-	0.76
Total	0.76	0.76	-	0.76

*Payable for capital expenditure of ₹ 1,362.67 Mn (March 31, 2019: Nil) has been excluded from other financial liabilities and included in trade and other payables.

Note 34

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company has external (i.e. excluding those of Holding Company) Financial liabilities of trade and other payables which are payable within one year. The Company is confident of meeting its liabilities within the due dates with available liquid assets, receivable and effective working capital management.

Note 35

The Company has assessed its liquidity position and its possible sources of funds. Based on the assessment, the Board of Directors are confident of the Company's ability to meet its obligations as and when they arise. However, in view of its business mostly dependent on its holding company, its ability to continue as a going concern will largely be



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dependent on the holding company's ability to generate the cash flow that it needs to settle, or refinance its liabilities and guarantees, its liabilities towards licence fee and spectrum usage charges as per the Hon'ble Supreme Court judgement dated October 24, 2020 on the definition of Gross Revenue as per UASL agreement and its ability to make the payments mentioned above and continue as a going concern.

Note 36

Previous year figures have been regrouped / rearranged wherever necessary to conform to the current year grouping. Financial statements for the year ended March 31, 2020 are not comparable with the previous year due to the facts as mentioned in note 4.

As per our report of even date

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004



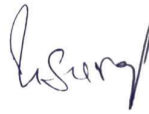
Nilangshu Katriar

Partner

Membership No.: 58814



**For and on behalf of the Board of Directors of Vodafone
Idea Telecom Infrastructure Limited**



Suraj Kalra

Director

(DIN: 08016758)



Venkatesh Viswanathan

Director

(DIN: 03122706)

Place: Mumbai

Date: June 25, 2020

Place: Mumbai

Date: June 25, 2020

