

## Company In-Depth

30 August 2007 | 14 pages

# Reliance Communications (RLCM.BO)

## Buy: Demystifying Towerco Value, Net Value Created More Critical

- Net value accretion more critical** — Higher value creation in towerco (US\$6.7bn) will be at the expense of core business on account of higher rentals required to achieve aggressive capex recovery (11-13% per tenant). We have sensitized towerco value to the “guided” yield/tenant assumptions under 3 scenarios of GSM rollout. Interestingly, the SOTP, incl. net value creation, is similar to base case (Rs600). Reiterate Buy/Medium Risk on likely clarity on GSM spectrum, present discount to Bharti (10% on FY09E EV/E) and factoring in conservative towerco value accretion.
- #1 Scenario w/o GSM in new circles** — Higher Yield/Tenant vs. Base Case — Core business remains at Rs520 in absence of additional GSM subs. Though towerco value increases to Rs98 (from base case of Rs60), it is at the cost of core business to an extent of Rs46, based on NPV of difference between higher rentals and cash opex. SOTP therefore declines marginally to Rs592.
- #2 Optimistic scenario (1)** — Yield similar to #1, higher tenancy, market share expansion of 4% thru GSM by FY10E — Core business increases to Rs590 - up on higher sub adds and at 5% discount to Bharti's FY09EV/EBITDA (15% in our Base Case). Towerco value increases to Rs130 on higher tenancy though offset by core value decline of Rs123. SOTP value increases only slightly to Rs617.
- #3 Optimistic scenario (2)** — Yield/tenant and tenancy assumptions similar to #2 and market share expansion at 5% by FY10E — Core business increases to Rs595 with higher net adds. Towerco value and core business decline remain identical to #2 resulting in SOTP of Rs622.

See Appendix A-1 for Analyst Certification and important disclosures.

Figure 1. RCOM's SOTP Under Various Scenarios

| Rs/Share              | Base case  | #1 Scenario w/o GSM in new circles | #2 Optimistic scenario (1) | #3 Optimistic scenario (2) |
|-----------------------|------------|------------------------------------|----------------------------|----------------------------|
| RCOM                  | 520        | 520                                | 590                        | 595                        |
| Towerco               | 60         | 98                                 | 130                        | 130                        |
| Core business decline | -          | -46                                | -123                       | -123                       |
| FLAG                  | 20         | 20                                 | 20                         | 20                         |
| <b>SOTP</b>           | <b>600</b> | <b>592</b>                         | <b>617</b>                 | <b>622</b>                 |

Source: Citigroup Investment Research

|                              |              |
|------------------------------|--------------|
| <b>Buy/Medium Risk</b>       | <b>1M</b>    |
| Price (30 Aug 07)            | Rs536.20     |
| Target price                 | Rs600.00     |
| Expected share price return  | 11.9%        |
| Expected dividend yield      | 0.2%         |
| <b>Expected total return</b> | <b>12.1%</b> |
| Market Cap                   | Rs1,096,323M |
|                              | US\$26,759M  |

### Price Performance (RIC: RLCM.BO, BB: RCOM IN)



### Rahul Singh<sup>1</sup>

+91-22-6631-9863  
rahul.r.singh@citi.com

### Gaurav Malhotra<sup>1</sup>

gaurav.a.malhotra@citi.com

### Anand Ramachandran, CFA<sup>2</sup>

+852-2501-2448  
anand.ramachandran@citi.com

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<sup>1</sup>Citigroup Global Markets India Private Limited; <sup>2</sup>Citigroup Global Markets Asia

| Fiscal year end 31-Mar                   | 2006           | 2007           | 2008E           | 2009E          | 2010E          |
|--|----------------|----------------|-----------------|----------------|----------------|
| <b>Valuation Ratios</b>                  |                |                |                 |                |                |
| P/E adjusted (x)                         | nm             | 34.9           | 23.8            | 18.6           | 15.8           |
| EV/EBITDA adjusted (x)                   | na             | 20.2           | 13.6            | 10.5           | 8.7            |
| P/BV (x)                                 | 9.3            | 5.4            | 4.4             | 3.6            | 3.0            |
| Dividend yield (%)                       | 0.0            | 0.1            | 0.2             | 0.4            | 0.4            |
| <b>Per Share Data (Rs)</b>               |                |                |                 |                |                |
| EPS adjusted                             | 2.36           | 15.36          | 22.49           | 28.82          | 34.04          |
| EPS reported                             | 2.36           | 15.36          | 22.49           | 28.82          | 34.04          |
| BVPS                                     | 57.48          | 99.80          | 121.17          | 147.74         | 179.52         |
| DPS                                      | 0.00           | 0.50           | 1.00            | 2.00           | 2.00           |
| <b>Profit &amp; Loss (RsM)</b>           |                |                |                 |                |                |
| Net sales                                | 112,884        | 144,683        | 187,760         | 230,030        | 262,790        |
| Operating expenses                       | -105,085       | -112,666       | -137,325        | -163,384       | -184,889       |
| <b>EBIT</b>                              | <b>7,799</b>   | <b>32,018</b>  | <b>50,435</b>   | <b>66,647</b>  | <b>77,901</b>  |
| Net interest expense                     | -2,649         | -6             | -997            | -1,196         | 445            |
| Non-operating/exceptionals               | 0              | 0              | 0               | 0              | 0              |
| <b>Pre-tax profit</b>                    | <b>5,150</b>   | <b>32,011</b>  | <b>49,438</b>   | <b>65,451</b>  | <b>78,346</b>  |
| Tax                                      | -327           | -616           | -3,461          | -6,545         | -8,775         |
| Extraord./Min.Int./Pref.div.             | 0              | 0              | 0               | 0              | 0              |
| <b>Reported net income</b>               | <b>4,823</b>   | <b>31,396</b>  | <b>45,977</b>   | <b>58,905</b>  | <b>69,571</b>  |
| Adjusted earnings                        | 4,823          | 31,396         | 45,977          | 58,905         | 69,571         |
| Adjusted EBITDA                          | 24,786         | 56,670         | 84,689          | 109,659        | 128,571        |
| <b>Growth Rates (%)</b>                  |                |                |                 |                |                |
| Sales                                    | na             | 28.2           | 29.8            | 22.5           | 14.2           |
| EBIT adjusted                            | na             | 310.5          | 57.5            | 32.1           | 16.9           |
| EBITDA adjusted                          | na             | 128.6          | 49.4            | 29.5           | 17.2           |
| EPS adjusted                             | na             | 551.1          | 46.4            | 28.1           | 18.1           |
| <b>Cash Flow (RsM)</b>                   |                |                |                 |                |                |
| <b>Operating cash flow</b>               | <b>21,810</b>  | <b>112,247</b> | <b>96,900</b>   | <b>120,357</b> | <b>135,399</b> |
| Depreciation/amortization                | 16,987         | 24,653         | 34,255          | 43,012         | 50,669         |
| Net working capital                      | 0              | 56,192         | 15,671          | 17,243         | 15,603         |
| <b>Investing cash flow</b>               | <b>0</b>       | <b>-59,316</b> | <b>-106,970</b> | <b>-99,204</b> | <b>-80,963</b> |
| Capital expenditure                      | 0              | -59,316        | -106,970        | -99,204        | -80,963        |
| Acquisitions/disposals                   | 0              | 0              | 0               | 0              | 0              |
| <b>Financing cash flow</b>               | <b>0</b>       | <b>61,257</b>  | <b>-3,296</b>   | <b>-5,795</b>  | <b>-4,154</b>  |
| Borrowings                               | 0              | 62,462         | 0               | 0              | 0              |
| Dividends paid                           | 0              | -1,196         | -2,300          | -4,599         | -4,599         |
| <b>Change in cash</b>                    | <b>21,810</b>  | <b>114,187</b> | <b>-13,366</b>  | <b>15,358</b>  | <b>50,282</b>  |
| <b>Balance Sheet (RsM)</b>               |                |                |                 |                |                |
| <b>Total assets</b>                      | <b>319,738</b> | <b>538,611</b> | <b>589,430</b>  | <b>667,765</b> | <b>751,971</b> |
| Cash & cash equivalent                   | 60,038         | 137,200        | 123,834         | 139,192        | 189,474        |
| Accounts receivable                      | 16,807         | 18,316         | 15,647          | 15,974         | 14,599         |
| Net fixed assets                         | 214,263        | 330,423        | 403,138         | 459,329        | 489,623        |
| <b>Total liabilities</b>                 | <b>202,223</b> | <b>334,624</b> | <b>341,765</b>  | <b>365,793</b> | <b>385,027</b> |
| Accounts payable                         | 89,956         | 136,013        | 143,154         | 167,182        | 186,416        |
| Total Debt                               | 92,976         | 155,438        | 155,438         | 155,438        | 155,438        |
| <b>Shareholders' funds</b>               | <b>117,515</b> | <b>203,987</b> | <b>247,665</b>  | <b>301,971</b> | <b>366,944</b> |
| <b>Profitability/Solvency Ratios (%)</b> |                |                |                 |                |                |
| EBITDA margin adjusted                   | 22.0           | 39.2           | 45.1            | 47.7           | 48.9           |
| ROE adjusted                             | na             | 19.5           | 20.4            | 21.4           | 20.8           |
| ROIC adjusted                            | na             | 14.8           | 16.7            | 18.2           | 19.4           |
| Net debt to equity                       | 28.0           | 8.9            | 12.8            | 5.4            | -9.3           |
| Total debt to capital                    | 44.2           | 43.2           | 38.6            | 34.0           | 29.8           |

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## RTIL's valuation assumptions analysed

We have quantified the net value creation at RCOM and RTIL level using some of the assumptions indicated by the management which resulted in \$6.7bn equity value of RTIL (from the 5% stake sale to PE investors). The aggressive assumptions relate primarily to high capex recovery per tenant as well as higher tenancy factor assuming GSM spectrum is allocated to RCOM in 15 circles where it currently offers only CDMA services.

While we retain our base case tower value (US\$3bn=Rs60/share), we have analysed the potential impact on RCOM's consolidated SOTP if the towerco value does match the recent deal value. Essentially, we have analysed three scenarios (with and without GSM related mkt share gains) and assuming higher yield per tenant especially in case where RCOM is itself the tenant. At the same time, higher transfer pricing (to assure aggressive capex recovery/yield assumptions of 11-13% per tenant) between RCOM and towerco results in value depletion for the former.

Under all the 3 scenarios, we have therefore calculated RCOM's SOTP as

**Core business value (at some discount to Bharti's FY09E EV/E)**

+

**Towerco equity value**

-

**Value destruction in core business**

Needless to say, higher capex recovery causes higher rentals which increase the adverse impact on core business value. Thus the consolidated SOTP for RCOM under three scenarios works out to Rs592-622, not too different from the base case SOTP based target of Rs600. Please note that in the optimistic scenarios (i.e. with GSM and higher yields), the towerco value nears the deal value (US\$6.7bn), but the impact on core business is far greater (almost as much as the towerco value itself). In our base case towerco value of US\$3bn, we have assumed much lower capex recovery assumptions which results in EBITDA breakeven at the RCOM level once the tenancy reaches 1.5x and in fact results in opex savings at >1.5x, thus causing no value depletion for the parent company.

**Figure 2. RCOM's SOTP under various scenarios**

| Rs/Share              | Base case  | #1 Scenario w/o GSM in new circles | #2 Optimistic scenario (1) | #3 Optimistic scenario (2) |
|-----------------------|------------|------------------------------------|----------------------------|----------------------------|
| RCOM                  | 520        | 520                                | 590                        | 595                        |
| Towerco               | 60         | 98                                 | 130                        | 130                        |
| Core business decline | -          | -46                                | -123                       | -123                       |
| FLAG                  | 20         | 20                                 | 20                         | 20                         |
| <b>SOTP</b>           | <b>600</b> | <b>592</b>                         | <b>617</b>                 | <b>622</b>                 |

Source: Citigroup Investment Research

### Higher Yield/Tenant assumptions for towerco valuation

RCOM has assumed higher Yield/Tenant for its towerco than our base case assumptions. Moreover, #2 and #3 scenarios assume RCOM gets GSM spectrum in 15 new circles and being anchor tenant (both CDMA and GSM businesses) pays higher rentals to the towerco as compared to #1 scenario. In scenario #1, which assumes no GSM allocation in new circles, towerco will have higher proportion of external tenants, which not only will restrict tenancy but also result in lower blended capex recovery potentially. Our assumption for capex recovery at various tenancy levels under the 3 scenarios is as below.

**Figure 3. Capex Recovery assumptions**

Lower yield/tenant (#1) with third party tenants as compared to #2 & #3 scenarios

| Tenancy factor                     | 1.0x  | 1.5 x | 1.8 x | 2.0 x |
|------------------------------------|-------|-------|-------|-------|
| Base case                          | 7.0%  | 8.6%  | 11.9% | 14.0% |
| #1 Scenario w/o GSM in new circles | 11.0% | 14.0% | 18.4% | 19.6% |
| #2 Optimistic scenario (1)         | 11.0% | 17.2% | 19.0% | 21.6% |
| #3 Optimistic scenario (2)         | 11.0% | 17.2% | 19.0% | 21.6% |

Source: Citigroup Investment Research

### Is GSM+CDMA market share > CDMA market share

RCOM currently provides GSM services in 8 of the 23 circles i.e. Kolkata, MP, WB, HP, Bihar, Orissa, Assam and NE. The average market share difference between RCOM and the largest operator in circles where it provides services using both GSM and CDMA is ~5% versus ~13% in circles where it has only CDMA operations which implies that the 2 technologies supplement one another to some extent.

For our GSM-based scenarios (#1, #2) we have assumed market share expansion by 4-5% over next 2 years (FY10E). Though this is lower than the 8% differential indicated by the above table, it is a more realistic given higher competition in the new circles as:

- Currently the circles where RCOM provides both GSM and CDMA have one operator less than the other circles; and
- Not only do the 15 circles have an additional existing player, but the proposed entry of other entrants such as Idea, Maxis and Spice will further increase the competitive intensity.

Figure 4. Circle wise market share

| Circles                          | RCOM         | Market share between RCOM and the largest operator |
|----------------------------------|--------------|--|
| <b>Metros</b>                    |              |  |
| Delhi                            | 14.1%        | 7.1%   |
| Mumbai                           | 19.4%        | 7.1%   |
| Chennai                          | 13.7%        | 13.0%  |
| <i>Kolkata</i>                   | <i>25.0%</i> | <i>1.4%</i>  |
| <b>A Circles</b>                 |              |  |
| Maharashtra                      | 16.4%        | 8.5%   |
| Gujarat                          | 15.7%        | 23.3%  |
| A.P.                             | 19.9%        | 0.0%   |
| Karnataka                        | 15.3%        | 0.7%   |
| T.N.                             | 16.8%        | 12.7%  |
| <b>B Circles</b>                 |              |  |
| Kerala                           | 18.9%        | 6.0%   |
| Punjab                           | 8.4%         | 15.7%  |
| Haryana                          | 11.3%        | 12.2%  |
| U.P.(W)                          | 17.0%        | 5.6%   |
| U.P.(E)                          | 18.7%        | 10.4%  |
| <i>M.P.</i>                      | <i>32.2%</i> | <i>0.0%</i>  |
| Rajasthan                        | 13.8%        | 11.0%  |
| <i>W.B. &amp; A &amp; N</i>      | <i>22.1%</i> | <i>8.0%</i>  |
| <b>C Circles</b>                 |              |  |
| <i>H.P.</i>                      | <i>19.1%</i> | <i>12.3%</i>                                       |
| <i>Bihar</i>                     | <i>33.7%</i> | <i>0.0%</i>  |
| <i>Orissa</i>                    | <i>25.3%</i> | <i>0.0%</i>  |
| <i>Assam</i>                     | <i>20.3%</i> | <i>11.1%</i>                                       |
| <i>N.E.</i>                      | <i>14.4%</i> | <i>18.1%</i>                                       |
| J&K                              | 0.0%         | 51.6%  |
| Median diff in CDMA circles      |              | 10.7%  |
| Average diff in CDMA circles     |              | 12.7%  |
| Median diff in GSM+CDMA circles  |              | 1.4%   |
| Average diff in GSM+CDMA circles |              | 4.7%   |

Source: Citigroup Investment Research, RCOM's GSM circles highlighted

### 3 scenarios analysed

We have quantified the value creation/destruction in RCOM and RTIL under 3 scenarios using the “guided” assumptions behind RTIL's US\$6.7bn value.

**#1 Scenario w/o GSM in new circles** – Assumes capex recovery similar to those assumed by RCOM for valuing RTIL (at least for captive tenancy) but lower tenancy factor assuming GSM spectrum is not allocated to RCOM for the remaining 15 circles. The core business value remains Rs520/share (9.8x FY09E EV/EBITDA).

Figure 5. Towerco valuation (base case)

|                                  | FY07   | FY08E     | FY09E  | FY10E  | FY11E  | FY12E  | FY13E  | FY14E  | FY15E  | FY16E  |
|----------------------------------|--------|-----------|--------|--------|--------|--------|--------|--------|--------|--------|
| RCOM owned towers (nos)          | 14000  | 37000     | 49657  | 57562  | 65118  | 69962  | 74808  | 77269  | 78287  | 79065  |
| Rental per tenant per month (Rs) | 55000  | 58000     | 54000  | 48000  | 47000  | 45000  | 44000  | 42000  | 42000  | 42000  |
| Average tenancy on RCOM's towers | 1.05   | 1.15      | 1.30   | 1.50   | 1.65   | 1.80   | 1.90   | 2.00   | 2.10   | 2.20   |
| Tower rental revenues (Rs m)     | 9702   | 29615     | 41831  | 49733  | 60599  | 68003  | 75047  | 77887  | 82859  | 87667  |
| Operating costs (Rs m)           | 6720   | 17316     | 22644  | 25557  | 28131  | 29384  | 31419  | 32453  | 32880  | 33207  |
| EBITDA (Rs m)                    | 2982   | 12299     | 19188  | 24176  | 32468  | 38619  | 43628  | 45434  | 49978  | 54460  |
| EBITDA (%)                       | 31%    | 42%       | 46%    | 49%    | 54%    | 57%    | 58%    | 58%    | 60%    | 62%    |
| EBITDA per tower (Rs/year)       | 213000 | 332400    | 386400 | 420000 | 498600 | 552000 | 583200 | 588000 | 638400 | 688800 |
| Implied RoA                      | 7.1%   | 11.1%     | 12.9%  | 14.0%  | 16.6%  | 18.4%  | 19.4%  | 19.6%  | 21.3%  | 23.0%  |
| Implied Payback (years)          | 14.1   | 9.0       | 7.8    | 7.1    | 6.0    | 5.4    | 5.1    | 5.1    | 4.7    | 4.4    |
| NPV (Rs m)                       |        | 269662    |        |        |        |        |        |        |        |        |
| NPV (US\$m)                      |        | 6742      |        |        |        |        |        |        |        |        |
| NPV (Rs/share)                   |        | 132       |        |        |        |        |        |        |        |        |
| Equity value (Rs m)              |        | 199612    |        |        |        |        |        |        |        |        |
| Equity value (US\$m)             |        | 4990      |        |        |        |        |        |        |        |        |
| <b>Equity value (Rs/share)</b>   |        | <b>98</b> |        |        |        |        |        |        |        |        |

Source: Citigroup Investment Research

Though RTIL value increases to Rs98/share (from our estimate of Rs60/share), this is at the cost of RCOM which being the anchor tenant also has to pay higher rentals. This causes impact of Rs46/share on RCOM's value based on NPV of rentals minus cash opex. SOTP value declines to Rs592/share from the current Rs600/share. For further details on our base case towerco valuation, refer to <https://www.citigroupgeo.com/pdf/SAP06436.pdf>

Figure 6. Core business value destruction in absence of GSM spectrum

|   | FY08E      | FY09E  | FY10E  | FY11E  | FY12E  | FY13E  | FY14E  | FY15E  | FY16E  |
|---|------------|--------|--------|--------|--------|--------|--------|--------|--------|
| RCOM's cost savings <sup>1</sup>            | -9724      | -12752 | -10914 | -12268 | -12173 | -12029 | -10385 | -10522 | -10626 |
| Potential EBITDA margin impact              | -6.3%      | -6.6%  | -4.9%  | -3.5%  | -3.5%  | -3.5%  | -3.5%  | -3.5%  | -3.5%  |
| RCOM's tax rate                             | 7%         | 10%    | 11%    | 18%    | 25%    | 26%    | 29%    | 31%    | 33%    |
| Post-tax cash flow                          | -9043      | -11477 | -9691  | -10060 | -9130  | -8902  | -7373  | -7260  | -7120  |
| NPV (Rs m)                                  | -94377     |        |        |        |        |        |        |        |        |
| NPV (Rs/share)                              | -46        |        |        |        |        |        |        |        |        |
| Towerco value (Rs/share)                    | 98         |        |        |        |        |        |        |        |        |
| Core business (Rs/share)                    | 520        |        |        |        |        |        |        |        |        |
| Core business value destruction             | 46         |        |        |        |        |        |        |        |        |
| Flag's potential value unlocking (Rs/share) | 20         |        |        |        |        |        |        |        |        |
| <b>New SOTP</b>                             | <b>592</b> |        |        |        |        |        |        |        |        |

Source: Citigroup Investment Research

<sup>1</sup> Parent tenancy factor x number of towers x (rentals/tower – opex/tower)

### Higher towerco value in optimistic scenario (1) and (2)

RTIL value increases to Rs130/share (close to the recent deal value) assuming yield/tenant similar to scenario (1) and higher tenancy factor assuming RCOM gets GSM spectrum to roll out services in the remaining 15 circles.

Figure 7. Towerco valuation (optimistic scenarios)

|                                  | FY07   | FY08E      | FY09E  | FY10E  | FY11E  | FY12E  | FY13E  | FY14E  | FY15E  | FY16E  |
|----------------------------------|--------|------------|--------|--------|--------|--------|--------|--------|--------|--------|
| RCOM owned towers (nos)          | 14000  | 37000      | 49657  | 57562  | 65118  | 69962  | 74808  | 77269  | 78287  | 79065  |
| Rental per tenant per month (Rs) | 55000  | 58000      | 54000  | 47000  | 45000  | 43000  | 42000  | 41000  | 40000  | 39500  |
| Average tenancy on RCOM's towers | 1.05   | 1.15       | 1.50   | 1.80   | 2.00   | 2.10   | 2.20   | 2.30   | 2.40   | 2.50   |
| Tower rental revenues (Rs m)     | 9702   | 29615      | 48267  | 58437  | 70328  | 75811  | 82947  | 87438  | 90186  | 93692  |
| Operating costs (Rs m)           | 6720   | 17316      | 22644  | 25557  | 28131  | 29384  | 31419  | 32453  | 32880  | 33207  |
| EBITDA (Rs m)                    | 2982   | 12299      | 25623  | 32879  | 42197  | 46427  | 51528  | 54985  | 57306  | 60485  |
| EBITDA (%)                       | 31%    | 42%        | 53%    | 56%    | 60%    | 61%    | 62%    | 63%    | 64%    | 65%    |
| EBITDA per tower (Rs/year)       | 213000 | 332400     | 516000 | 571200 | 648000 | 663600 | 688800 | 711600 | 732000 | 765000 |
| Implied RoA                      | 7.1%   | 11.1%      | 17.2%  | 19.0%  | 21.6%  | 22.1%  | 23.0%  | 23.7%  | 24.4%  | 25.5%  |
| Implied Payback (years)          | 14.1   | 9.0        | 5.8    | 5.3    | 4.6    | 4.5    | 4.4    | 4.2    | 4.1    | 3.9    |
| NPV (Rs m)                       |        | 336364     |        |        |        |        |        |        |        |        |
| NPV (US\$m)                      |        | 8409       |        |        |        |        |        |        |        |        |
| NPV (Rs/share)                   |        | 164        |        |        |        |        |        |        |        |        |
| Implied EV/EBITDA (x)            |        | 27.3       | 13.1   |        |        |        |        |        |        |        |
| Equity value (Rs m)              |        | 266314     |        |        |        |        |        |        |        |        |
| Equity value (US\$m)             |        | 6658       |        |        |        |        |        |        |        |        |
| <b>Equity value (Rs/share)</b>   |        | <b>130</b> |        |        |        |        |        |        |        |        |

Source: Citigroup Investment Research

**Optimistic scenario (1)** – Assumes payback period similar to #1 though with higher tenancy factor assuming RCOM gets GSM spectrum for the 15 circles. We have assumed cumulative market share gains of 4% till FY10 as discussed earlier.

**Figure 8. Market share assumptions**

|                           | FY06   | FY07   | FY08E  | FY09E      | FY10E      |
|---------------------------|--------|--------|--------|------------|------------|
| Subscriber (000)          | 17,311 | 28,968 | 45,265 | 69,018     | 93,931     |
| Market share (%)          | 19     | 18     | 18     | 20.5       | 22.3       |
| <b>Market share gains</b> |        |        |        | <b>2.1</b> | <b>1.8</b> |

Source: Citigroup Investment Research

Valuing core RCOM at Rs590 based on higher FY09EV/EBITDA multiple of 10.8x i.e. ~5% discount to Bharti, lower than present 15% to factor in higher market shares and clarity on spectrum related issues. Though the towerco value increases to Rs130/share, the higher rentals result in core business decline of Rs123/share resulting in SOTP value at Rs617/share.

**Figure 9. Core business value creation with additional 4% market share**

|   | FY08E      | FY09E  | FY10E  | FY11E  | FY12E  | FY13E  | FY14E  | FY15E  | FY16E  |
|---|------------|--------|--------|--------|--------|--------|--------|--------|--------|
| RCOM's cost savings <sup>1</sup>            | -11011     | -18383 | -20705 | -25494 | -27474 | -29848 | -31224 | -31941 | -33314 |
| Potential EBITDA margin impact              | -7.1%      | -8.9%  | -8.0%  | -7.3%  | -6.0%  | -5.0%  | -5.0%  | -5.0%  | -5.0%  |
| RCOM's tax rate                             | 7%         | 10%    | 11%    | 18%    | 25%    | 26%    | 29%    | 31%    | 33%    |
| Post-tax cash flow                          | -10240     | -16545 | -18386 | -20905 | -20606 | -22088 | -22169 | -22039 | -22320 |
| NPV (Rs m)                                  | -251031    |        |        |        |        |        |        |        |        |
| NPV (Rs/share)                              | -123       |        |        |        |        |        |        |        |        |
| Towerco value (Rs/share)                    | 130        |        |        |        |        |        |        |        |        |
| Core business (Rs/share)                    | 590        |        |        |        |        |        |        |        |        |
| Core business value destruction             | 123        |        |        |        |        |        |        |        |        |
| Flag's potential value unlocking (Rs/share) | 20         |        |        |        |        |        |        |        |        |
| <b>New SOTP</b>                             | <b>617</b> |        |        |        |        |        |        |        |        |

Source: Citigroup Investment Research <sup>1</sup>Parent tenancy factor x number of towers x (rentals/tower – opex/tower)

**Optimistic scenario (2)** – Assumes payback periods and tenancy assumptions similar to #2 though higher FY09 market share at 21.2% (20.5% in #2 scenario) and FY10 share at 23.2% (22.3% in #2 scenario).

**Figure 10. Market share assumptions**

|                           | FY06   | FY07   | FY08E  | FY09E      | FY10E      |
|---------------------------|--------|--------|--------|------------|------------|
| Subscriber (000)          | 17,311 | 28,968 | 45,265 | 71,244     | 97,358     |
| Market share (%)          | 18.8   | 18.1   | 18.5   | 21.2       | 23.2       |
| <b>Market share gains</b> |        |        |        | <b>2.7</b> | <b>2.0</b> |

Source: Citigroup Investment Research

Valuing RCOM at 10.8x FY09EV/EBITDA (similar to scenario #2) gives core business value of Rs595/share. Towerco value and core business value destruction remains similar to #2 scenario. SOTP value at Rs622/share.



**Figure 11. Core business value creation with additional 5% market share**

|   |            |
|---|------------|
| Towerco value (Rs/share)                    | 130        |
| Core business (Rs/share)                    | 595        |
| Core business value destruction             | 123        |
| Flag's potential value unlocking (Rs/share) | 20         |
| <b>New SOTP</b>                             | <b>622</b> |

Source: Citigroup Investment Research

## Reliance Communications

### Company description

RCOM is an integrated player in the Indian telecoms sector. It was listed on the Indian stock exchanges following the de-merger of Reliance Industries. RCOM is the second-largest player in the mobile segment, has an 80,000km-long India-wide optic-fiber network and owns the FLAG submarine cable network. It plans to launch IPTV and retail broadband in 2007. RCOM has three business units 1) Wireless, which includes a nationwide wireless network on CDMA and GSM; 2) Global Business comprising wholesale voice and data; and 3) Broadband for both retail and enterprise.

### Investment thesis

We rate RCOM Buy/Medium Risk (1M). Continued expansion of the wireless market and RCOM's ability to capture its due market share profitably will, in our view, be a recurring theme. The wireless business has shown higher operating leverage recently and has maintained return parameters despite lower revenue yields. Competitive pressures, though intense, should continue to be rational. RCOM is planning a GSM overlay on its existing CDMA network; while there is market rationale for this (GSM ecosystem more supportive for developing markets), we think the economic rationale would be determined by the deal from vendors as well as the extent of infrastructure-sharing possible. Most regulatory concerns appear behind, and news flow is likely to be positive. The company has yet to realize the benefits of full utilization of its network infrastructure (especially in broadband); we expect significant strengthening of margins as traffic increases across segments. We expect RCOM to register an EBITDA CAGR of 31% and EPS CAGR of 29.6% for FY07-10E.

### Valuation

Our 12-month forward target price of Rs600 is based upon core business valued at Rs520, towerco option value of Rs60 and Flag's potential value unlocking at Rs20. We value Indian wireless plays on DCF given the back-ended nature of profits and cash flow. For RCOM, however, we use EV/EBITDA in the absence of a detailed balance sheet. Our 12-month target price of Rs520 is based on 9.8x FY09E EV/EBITDA, a 15% discount to Bharti's target multiple (ex- towerco) to reflect the uncertainty on the timing of the GSM rollout and the associated challenges. We expect RCOM's valuation multiples to be determined by Bharti's due to the liquidity overflow from the latter, notwithstanding the risk of technology transition. Meanwhile, higher-than-average earnings growth (CAGR of 29.6% over FY07-10E) and low sensitivity of wireless demand to interest rates should continue to support premium valuations for the sector.

## Risks

Our risk-rating system, which tracks 260-day share price volatility, assigns a High Risk rating to RCOM, but we believe Medium Risk is more appropriate. RCOM has been de-merged from Reliance Industries, and its shareholding at the time of listing mirrored the holding of RIL. The stock is therefore unlikely to have risks that are typical of newly listed companies. Besides, growth in the telecoms sector gives visibility to RCOM's prospects. But we believe its evolving financial history and risks pertaining to GSM overlay warrant a risk rating higher than the Low Risk assigned to Bharti. Downside risks to our target price include smaller-than-expected market share, lower-than-anticipated operating leverage (especially in FY07) due to handset subsidies, cost-overruns in GSM overlay, regulatory and competition risks, un-remunerative capex and delays in the ongoing re-organization and more telecom-related paper.

## Bharti Airtel (BRTI.BO - Rs878.80; 1L)

### Valuation

Our 12-month forward target price of Rs1,050 is based on core DCF of Rs890 and a towerco option value of Rs157. The core DCF (as on March-08) is based on a WACC of 10.7%, a terminal growth rate of 4% and beta of 0.9. We prefer DCF as our primary valuation methodology because the wireless market will likely continue to see robust growth requiring upfront capex but should generate significant free cash beyond FY09-10E. Our target price (net of towerco value) represents a FY09E P/E of 20.4x, P/CEPS of 13.1x and EV/EBITDA of 11.5x. The imputed target P/E (net of towerco) of 26.3x FY08E is at 30% premium to the broad market P/E (20.0x FY08E at the higher end of our Sensex target of 16,000). This, we believe, is justified by above-average earnings growth, high return parameters, improved earnings visibility and relative insulation from macro risks.

### Risks

Our quantitative risk-rating system, which tracks 260-day share price volatility, rates Bharti as Low Risk. We are comfortable attributing a Low Risk rating for the following reasons: 1) Bharti has a track record of profitability and execution; 2) the company's capex plans are fully funded. Risks that could prevent the stock from reaching our target price include competition-led tariff pressures, un-remunerative capex, overall market downside, and slower-than-expected execution of the tower sharing initiative.

## Appendix A-1

### Analyst Certification

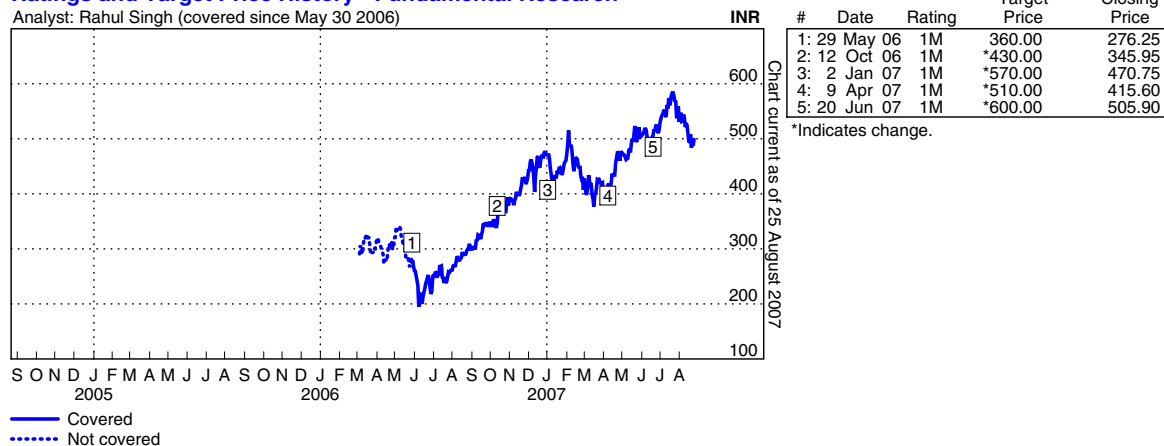
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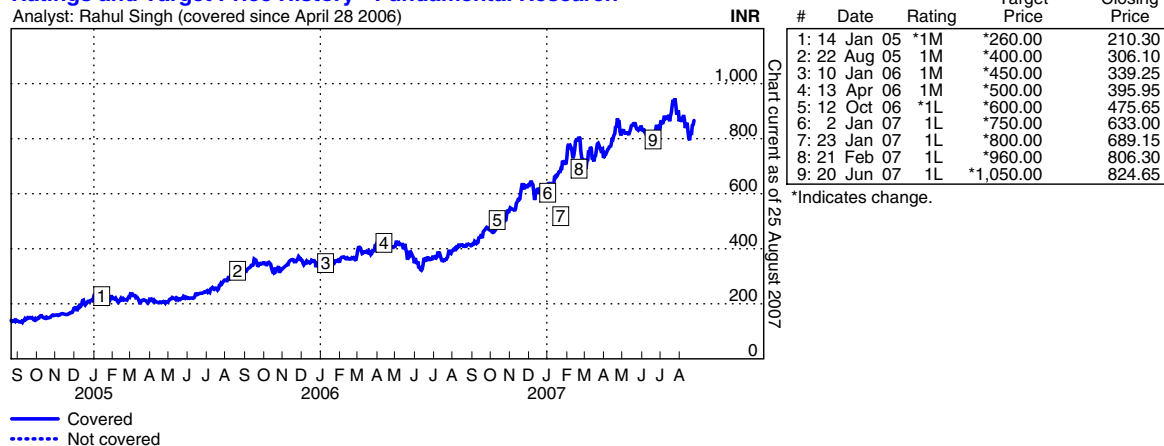
Analyst: Rahul Singh (covered since May 30 2006)



#### Bharti Airtel (BRTI.BO)

##### Ratings and Target Price History - Fundamental Research

Analyst: Rahul Singh (covered since April 28 2006)



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