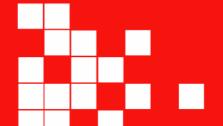
Macquarie Research **Equities**





INDIA

Reliance Communications

12 January 2007

RCOM IN	0	Outperform				
Stock price as of 10 Jan 0 12-month target Upside/downside Valuation - DCF (WACC 12.7%)	Rs Rs % Rs	426.90 500.00 +17.1 500.00				
GICS sector tele Market cap 30-day avg turnover Market cap Number shares on issue	ecommunicat Rs m Rs m US\$m m	872,846 1,006.4 19,584 2,045				

Investment fundamentals

Year end 31 Mar		2006A	2007E	2008E	2009E
Total revenue	bn	107.7	150.8	209.7	268.8
EBIT	bn	7.8	33.4	52.9	70.4
EBIT Growth	%	nmf	326.0	58.5	33.1
Recurring profit	bn	5.2	30.7	51.4	71.5
Reported profit	bn	4.5	28.4	46.2	63.0
Adjusted profit	bn	4.8	29.0	46.2	63.0
EPS rep	Rs	2.18	13.87	22.61	30.79
EPS rep growth	%	0.0	537.1	63.1	36.2
EPS adj	Rs	2.36	14.16	22.61	30.79
EPS adj growth	%	nmf	500.1	59.7	36.2
PE rep	Х	187.1	29.4	18.0	13.2
PE adj	Х	172.6	28.8	18.0	13.2
Total DPS	Rs	0.00	0.00	0.00	0.00
Total div yield	%	0.0	0.0	0.0	0.0
ROA	%	2.4	8.1	9.5	10.6
ROE	%	4.1	18.4	21.1	23.0
EV/EBITDA	Х	34.4	14.6	10.1	7.8
Net debt/equity	%	28.0	18.4	3.0	-10.4
Price/book	Х	7.1	4.2	3.4	2.7

RCOM IN rel SENSEX performance, & rec history



Source: Datastream, Macquarie Research, January 2007 (all figures in INR unless noted)

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RCOM+Hutch post marriage snapshot

Event

• Investors in Reliance Communications (RCOM IN, Rs427, Outperform, Target Price: Rs500, MCap: US\$19.6bn) have been focusing, almost exclusively in the last month, on the potential acquisition of Hutchison Essar (HEL) and its implications on RCOM, its financials and potential dilution. We have modelled the financials of HEL and the merged financials of RCOM+HEL post acquisition (assuming RCOM acquires 100% of HEL for full cash). We also look at the equity/debt capital raising required, based on ensuing debt equity ratios.

Impact

- For this exercise, we have assumed a potential acquisition of HEL (100% of HEL equity) by RCOM for a consideration of US\$20bn. This is not to say that RCOM will be the eventual winner, or US\$20bn is a fair price for HEL. This is just in line with media reports ascribing US\$20bn as the likely bid value and to work with a number that may not be too far from the acquisition price, if at all.
- We believe there could be significant possibilities/areas of cost savings post the acquisition for the combined entity, especially in the areas of network operating expenses, staff costs, selling and advertising expenses and general and administrative expenses. However, there would be a massive element of goodwill – to the extent of US\$18.94bn – that would likely show up on RCOM's books, which we assume would be written off over a 20-year period.
- Assuming a net debt/equity ratio of 1:1 for the combined entity post acquisition, RCOM would need to raise US\$10.4bn of equity and US\$9.6bn of debt to finance the bid. Assuming a target EV/EBITDA of 13.5x FY08E (in line with our target for Bharti Airtel, BHARTI IN, Rs613, Outperform, Target Price:Rs750), the target price for RCOM works out to Rs496 in 12 months and Rs727 in two years, based on the expanded, diluted equity capital of RCOM.
- At a net debt/equity ratio of 1.5:1, RCOM would need to raise US\$7.45bn of equity and US\$12.5bn of debt. Assuming a target EV/EBITDA of 13.5x FY08E, the target price for RCOM works out to Rs505 in 12 months and Rs762 in 2 years, based on the expanded, diluted equity capital of RCOM.

Earnings revision

No change.

Price catalyst

- 12-month price target: Rs500.00 based on a DCF methodology.
- Catalyst: 1) Improvement in subscriber additions momentum in coming months; 2) hiving off towers into a separate company with shared ownership, resulting in lower capex and opex; 3) further clarity over GSM expansion.

Action and recommendation

 Strongly reiterate Outperform with a target price of Rs500, especially on the back of an unwarranted 12% correction in stock price in the last two weeks.

Please refer to the important disclosures on inside back cover of this document, or on our website www.macquarie.com.au/research/disclosures.

Bid outcomes – RCOM a winner in two scenarios, loser in one scenario

We have modelled the financials of HEL and the merged financials of RCOM + HEL post an acquisition (assuming RCOM acquires 100% of HEL). We also look at the equity/debt capital raising required, based on ensuing debt/equity ratios.

We have assumed three possible outcomes from a possible acquisition of Hutchison Essar from RCOM's perspective:

Scenario 1 outcome: RCOM fails in its bid to acquire Hutchison Essar – it is business as usual for RCOM and Bharti

- Some other bidder acquires HEL or nothing comes out of the bid process and the entire bid process is scrapped; Hutchison and Essar continue to run the business as usual.
- It will be business as usual for RCOM and Bharti in this scenario.
- We estimate RCOM's revenue to grow at a CAGR of 35.7% and EPS to grow at a CAGR of 135% over the next three years, FY06–09E.
- We estimate RCOM's subscriber base will grow organically to 71.3m in March 2009.
- However, the wireless ARPU is projected to decline (from Rs354 currently) to Rs284 in March 2009, leading to total revenue of Rs268.8bn for FY09E.
- We reiterate our 12-month target price of Rs500 in this scenario.

Scenario 2 outcome: RCOM acquires 100% of Hutchison Essar at a consideration of US\$20bn – a winning combination due to synergy gains

- At a debt/equity ratio of 1:1 (a commonly adopted optimal ratio in the global telecom space) for the combined entity post acquisition, RCOM would need to raise US\$10.4bn of equity and US\$9.6bn of debt to finance the HEL acquisition.
- In FY09E, we estimate the total revenue of the combined entity to increase to Rs456.7bn (CAGR of 37.3% between March FY07E–09E), EBITDA to increase to Rs222.8bn (CAGR of 58.7% between March FY07E–09E), implying an EBITDA margin of 48.8%.
- In the same period, PAT would likely grow to Rs81.9bn (CAGR of 36.8%). We estimate the cash EPS in FY08E and FY09E for the RCOM+HEL consolidated entity to be Rs40.7 and Rs57, respectively, compared to RCOM's stand-alone cash EPS of Rs38.1 and Rs50.2 for the respective years.
- We project the subscriber base of the consolidated entity to be at 125m in March 2009, implying an all-India wireless market share of 38.8%.
- Assuming a target EV/EBITDA of 13.5x FY08E (the same as our target multiple for Bharti), the target price for RCOM works out to Rs501 in 12 months and Rs734 in two years, based on the expanded, diluted equity capital of RCOM.
- If the deal is done with a higher debt/equity ratio of 1.5:1, we estimate the cash EPS in FY08E and FY09E to be Rs42.8 and Rs61, respectively.

Scenario 3 outcome: RCOM acquires 100% of Hutchison Essar at a consideration higher than US\$20bn – a stretch and a value-dilutive buy

In such a scenario, we need to go back to the drawing board and work out the possible impact on RCOM's share price in detail. However, we do believe that a consideration significantly higher than US\$20bn would be a stretch and in all likelihood, value dilutive for RCOM and its shareholders.

For the detailed financials of the combined RCOM + Hutchison Essar entity, please refer to figures 9 and 10.

Fig 1 Acquisition scenarios – resultant impact on financials and valuation of RCOM

Ensuing debt-to-equity ratio for combined entity	1.0	1.5	2.0
Total debt to be raised (in US\$ mn)	9,594	12,549	14,519
Total debt on consolidated entity (in US\$ mn)	14,775	17,730	19,700
Total equity to be raised (in US\$ mn)	10,406	7,451	5,481
Number of shares to be issued	1,097	785	578
Current shares outstanding	2,045	2,045	2,045
Dilution	53.6%	38.4%	28.3%
Combined RCOM+HEL financials – FY08E			
Revenue (in Rs bn)	350	350	350
EBITDA (in Rs bn)	167	167	167
Cash EPS (in Rs)	40.7	42.8	44.5
Combined RCOM+HEL financials – FY09E			
Revenue (in Rs bn)	457	457	457
EBITDA (in Rs bn)	223	223	223
Cash EPS (in Rs)	57.0	61.0	64.1
12-month target price based on 13.5x FY08 EV/EBITDA multiple	501	509	515
24-month target price based on 13.5x FY09 EV/EBITDA multiple	734	768	795
Source: Macquarie Research, January 2007			

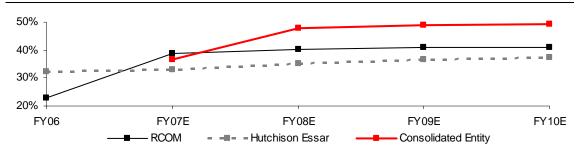
Key assumptions used for our calculations

We have assumed the following cost savings for the consolidated entity post acquisition:

- 20% cut in the interconnection cost currently incurred by Hutchison Essar, due to the use of RCOM's national long distance (NLD) and international long distance (ILD) infrastructure. Currently, HEL, being a pure play wireless company, pays out significant interconnection payments to outside NLD/ILD carriers like Bharti. With RCOM being a fully integrated player with in-house NLD, ILD and global cable infrastructure, the combined entity would not need to outsource the NLD/ILD legs of mobile calls. This would obviate the need to pay outside parties and help in capturing the value present in the NLD/ILD legs.
- 80% cut in the employee cost currently being incurred by Hutchison Essar. With RCOM being a pan-India, integrated telecom company, with wireless services in all 23 circles, it already has an extensive employee base. We believe that the combined entity would be able to slash 80% of the current employee cost paid by HEL annually, on the back of a similar reduction in employee headcount in the HEL part of the business.
- 50% cut in the selling/marketing cost currently being incurred by Hutchison Essar. This will
 likely result from a possible consolidation of brands, more focused advertising on mass media,
 more efficient media buying, cost economies due to a huge increase in subscriber base and
 absolute size of marketing spends.
- 50% cut in the general & administrative cost currently being incurred by Hutch Essar, by closing down branch/marketing offices due to overlaps with RCOM's current network of offices, slash corporate office expenses (one instead of two) and cuts in G&A costs.

All of the above cost savings would result in EBITDA margin for the consolidated entity increasing substantially, both relative to RCOM's projected EBITDA margins as also to HEL projected margins.

Fig 2 EBITDA Margin – RCOM, Hutchison Essar and Consolidated RCOM+Hutch Essar



Source: Macquarie Research, January 2007

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Potential synergies between RCOM and Hutchison Essar

This acquisition of HEL makes strategic sense for RCOM as Hutch affords RCOM overnight entry into 16 GSM circles and can help it become a market leader in most of the circles. Hutch is market leader in two out of the 16 circles in which it operates, the second biggest operator in four circles, third biggest operator in three circles and the fourth biggest operator in two circles. If the acquisition of Hutch comes through, RCOM would become market leader in 13 out of the 16 circles in which Hutch operates.

Acquisition of Hutchison Essar can also bring in a few cost synergies for RCOM. The consolidated entity can easily save on its employee cost as additional manpower required for RCOM to operate the Hutch network will be minimal. The company can also save on selling and general cost as RCOM can use its existing network to distribute GSM services, making the Hutchison Essar distribution network redundant. Interconnection charges are another area with a good potential for cost savings. Currently Hutchison Essar's long distance calls are carried by Bharti Airtel, in absence of an NLD licence for Hutch. Synergies between RCOM and Hutchison Essar can occur here, as the long distance calls of Hutchison Essar would be carried by RCOM after the acquisition.

RCOM is planning to roll out new GSM operations in 14 circles to create a pan-India GSM business, shifting its focus from CDMA. This acquisition will enable RCOM to reduce the time to market with a pan-India GSM offering, with an overlap of only 2 circles (West Bengal and Kolkata) between Hutch's 16 circles and RCOM's 8-circle GSM business.

Fig 3 Subscriber base of Hutch and RCOM – overlap in only two circles

Circles	Subscribers						
	Hutch	RCOM GSM	RCOM CDMA				
Metros							
- Delhi	2,157,136		1,984,072				
- Mumbai	2,383,702		2,067,544				
- Chennai	634,080		663,369				
- Kolkata	1,186,497	299,270	1,057,731				
Total	6,361,415	299,270	5,772,716				
A' Circle							
- Maharashtra	1,030,112		2,168,551				
- Gujarat	3,702,412		1,716,516				
- Andhra Pradesh	1,319,310		2,632,382				
- Karnataka	1,577,488		1,791,816				
- Tamil Nadu	844,386		1,697,504				
Total	8,473,708	-	10,006,769				
B' Circle							
- Kerala	772,916		1,425,113				
- Punjab	1,015,848		727,531				
- Haryana	613,327		472,123				
- Uttar Pradesh (W)	1,358,858		1,352,102				
- Uttar Pradesh (E)	2,455,300		1,854,656				
- Rajasthan	1,170,915		1,199,234				
- Madhya Pradesh		852,231	1,405,556				
- West Bengal and Andaman & Nicobar	1,083,878	518,346	663,580				
Total	8,471,042	1,370,577	9,099,895				
C' Circle							
- Himachal Pradesh		142,031	73,363				
- Bihar		951,261	1,075,231				
- Orissa		425,606	311,030				
- Assam		319,935					
- North East		132,130					
- Jammu & Kashmir		4.070.000	288				
Total	-	1,970,963	1,459,912				
Total Wireless Subscribers	23,306,165	3,640,810	26,339,292				
Source: Macquarie Research, January 2007							

Hutch, RCOM and Bharti – Comparison of key operating and financial metrics

We present below some of the key operating and financial metrics of Bharti, RCOM and HEL.

Bharti is the leading wireless player with total **subscriber base** of 32.0m in December 2006. RCOM has the second largest subscriber base with 30.0m subscribers. RCOM's total combined subscriber base would swell to more than 53m if acquisition of Hutch comes through.

Fig 4 Total subscriber base

Subscriber Base (m)	Mar-06	Jun-06	Sep-06	Dec-06	Mar-07E	Jun-07E	Sep-07E	Dec-07E	Mar-08E
Bharti	19.6	23.5	27.1	32.0	35.6	40.1	44.7	49.5	54.2
Postpaid	3.4	3.6	3.9	4.0	4.1	4.2	4.3	4.4	4.4
Prepaid	16.2	19.5	23.1	28.0	31.3	35.6	40.0	44.5	48.9
RCOM	20.2	22.5	26.0	30.0	34.6	39.2	43.6	47.9	51.7
Postpaid	4.2	4.7	4.9	5.2	5.4	5.7	6.0	6.2	6.4
Prepaid	16.0	17.8	21.1	24.8	29.2	33.5	37.6	41.7	45.2
Hutch Essar	15.4	17.5	20.4	23.3	26.2	29.3	32.9	36.5	39.6
Postpaid	2.9	3.0	3.2	3.4	3.5	3.7	3.8	3.9	4.0
Prepaid	12.5	14.5	17.1	19.9	22.7	25.7	29.1	32.5	35.5
.									

Note: March year ends for Bharti and RCOM; December year end for Hutch Essar

Source: Macquarie Research, January 2007

Hutch ARPU higher than RCOM: The Hutch acquisition would have a significant favourable impact on RCOM ARPU as well. Hutch's ARPU of Rs420 is the second highest in India, behind Bharti (but roughly 20% higher than RCOM) and could certainly help pull up RCOM's consolidated ARPU.

Fig 5 ARPU

ARPU (Rs)	Mar-06	Jun-06	Sep-06	Dec-06E	Mar-07E	Jun-07E	Sep-07E	Dec-07E	Mar-08E	
Bharti	442	433	438	432	427	417	410	402	394	
RCOM	379	379	354	346	337	326	316	306	296	
Hutch Essar	454	433	420	412	404	398	392	385	376	
Note: March year end	Note: March year ends for Bharti and RCOM; December year end for Hutch Essar									
Source: Macquarie Research, January 2007										

RCOM's **minutes of use** (MOU) is the highest amongst the three leading players, at 461 minutes per month. Hutch has been a laggard on this parameter in the past, but its MOU has been consistently rising. We expect this trend to continue in the future.

Fig 6 MOU (minutes of use per month)

MoU (per month)	Mar-06	Jun-06	Sep-06	Dec-06E	Mar-07E	Jun-07E	Sep-07E	Dec-07E	Mar-08E
Bharti	431	441	451	455	463	468	472	487	497
RCOM	532	491	461	463	463	466	461	463	468
Hutch Essar	378	392	406	407	414	419	424	433	439
Note: March year ends	for Bharti a	nd RCOM;	Decembe	r year ends	for Hutch				
Source: Macquarie Research, January 2007									

Average revenue per minute: Hutch is generating the highest average revenue per minute among the three leading players in India. An acquisition of Hutch would give a great boost to RCOM's ARPM, which is one of the lowest in the industry.

Fig 7 Average Revenue per minute

ARPM	Mar-06	Jun-06	Sep-06	Dec-06E	Mar-07E	Jun-07E	Sep-07E	Dec-07E	Mar-08E		
Bharti	1.03	1.00	0.97	0.95	0.92	0.89	0.86	0.82	0.79		
RCOM	0.71	0.77	0.77	0.75	0.73	0.70	0.69	0.66	0.63		
Hutch Essar	1.20	1.10	1.03	1.01	0.98	0.95	0.92	0.89	0.86		
Note: March year end	Note: March year ends for Bharti and RCOM; December year ends for Hutch										
Source: Macquarie Research, January 2007											

Bharti is the leading player in the Indian wireless industry, 1H06 (January–June) revenue of Rs72.7bn, approximately 17% higher than RCOM's revenue in the same period. If combined with HEL, RCOM's pro-forma revenue would have been Rs100bn for 1H CY2006.

Fig 8 Quarterly/ half-yearly revenue

Revenues (Rs m)	Mar-06	Jun-06	Sep-06	Dec-06E	Mar-07E	Jun-07E	Sep-07E	Dec-07E	Mar-08E	
Bharti	34,113	38,563	43,571	48,842	53,320	57,733	63,209	68,698	77,822	
RCOM	29,704	32,501	35,260	39,291	43,342	47,220	50,468	53,903	56,755	
Hutch Essar*		40,569		50,890		63,231		76,609		
Note: March year ends for Bharti and RCOM; December year ends for Hutch * Half yearly revenue										
Source: Macquarie Research, January 2007										

Fig 9 RCOM+Hutch post acquisition combined income statement – assuming a debt/equity ratio of 1.0 post acquisition, fiscal year-end March

Particulars (Rs m)	FY06	FY07E	FY08E	FY09E	FY10E
Revenues					
Wireless	73,637	203,646	303,218	402,112	514,222
Global Service revenues	51,858	54,541	65,569	76,427	79,314
Broadband & Telephone Service revenues	5,128	11,751	17,104	25,894	38,389
Others	3,213	4,699	5,653	6,012	6,493
Inter-segment eliminations	(26,172)	(32,367)	(41,941)	(53,762)	(63,801)
Total Revenues	107,664	242,270	349,603	456,683	574,617
Operating Expenses					
Access & Interconnection Usage Charges	40,400	67,161	90,913	115,716	141,895
& License Fees					
(% total revenues)	37.5%	27.7%	26.0%	25.3%	24.7%
Employee Cost	8,390	15,771	15,455	19,551	24,117
(% total revenues)	7.8%	6.5%	4.4%	4.3%	4.2%
Selling & General Cost	34,054	70,905	75,887	98,610	125,554
(% total revenues)	31.6%	29.3%	21.7%	21.6%	21.9%
Total Operating Expense	82,844	153,837	182,255	233,877	291,566
(% total revenues)	76.9%	63.5%	52.1%	51.2%	50.7%
EBITDA	24,820	88,433	167,348	222,806	283,051
EBITDA Margin	23.1%	36.5%	47.9%	48.8%	49.3%
Depreciation & Amortisation	16,990	32.357	84.668	97.253	110,307
EBIT	7,830	56,076	82,680	125,553	172,744
EBIT Margin	7.3%	23.1%	23.6%	27.5%	30.1%
Net Interest Expense/ (Income)	2.679	7.196	29.739	28.403	24.138
Profit Before Taxes (PBT)	5,151	48,880	52,941	97,150	148,607
Income tax expense / (benefit)	327	4,502	9,816	15,250	22,035
Effective Tax Rate (%)	6.3%	9.2%	18.5%	15.7%	14.8%
Profit After Taxes (PAT)	4,824	44,378	43,125	81,900	126,572
PAT margin	4.5%	18.3%	12.3%	17.9%	22.0%
	(07.4)	(000)			•
Extraordinary items	(374)	(600)	0	0	0
Net Profit	4,450	43,778	43,125	81,900	126,572
Number of Shares Outstanding	2,045	3,173	3,173	3,173	3,173
EPS	2.18	13.94	13.73	26.07	40.29
Cash EPS	10.67	24.43	40.68	57.03	75.40
YoY Growth					
Revenue		125.0%	44.3%	30.6%	25.8%
Operating Expenses		85.7%	18.5%	28.3%	24.7%
EBITDA		256.3%	89.2%	33.1%	27.0%
EBIT		616.2%	47.4%	51.9%	37.6%
Profit before Taxes		848.9%	8.3%	83.5%	53.0%
Profit after Taxes		819.9%	-2.8%	89.9%	54.5%
Cash EPS		128.9%	66.5%	40.2%	32.2%
Statement has been consolidated from FY07E					
Source: Macquarie Research, January 2007					

Fig 10 RCOM+Hutch post acquisition combined balance sheet, fiscal year-end March

Particulars (Rs m)	FY06	FY07E	FY08E	FY09E	FY10E
Assets					
Current Assets	105,354	216,084	290,121	377,649	447,590
Fixed Assets	214,263	412,941	507,503	615,738	720,417
Goodwill	0	852,396	809,670	766,943	724,217
Other Non-current Assets	121	51,542	58,261	77,609	107,244
Deferred Tax Assets	0	3,091	3,091	3,091	3,091
Total Assets	319,738	1,536,053	1,668,646	1,841,030	2,002,558
Liabilities					
Current Liabilities	109,247	205,803	274,007	348,851	399,699
Total Debt	92,976	664,861	686,125	701,764	685,872
Deferred tax liabilities	. 0	529	529	529	529
Total Liabilities	202,223	871,192	960,660	1,051,143	1,086,100
Total Shareholder's Equity	117.515	664.861	707.986	789.886	916.458

Statement has been consolidated from FY07E; We have amortised Goodwill created on HEL acquisition over a period of 20 years.

Source: Macquarie Research, January 2007

Hutchison Essar – financial statements (stand-alone entity)

Fig 11 Hutchison Essar - annual income statement, fiscal year-end December

Particulars (Rs m)	CY2005	CY2006E	CY2007E	CY2008E	CY2009E
Total Revenues	57,238	91,511	139,897	187,872	238,821
Total Revenues	51,230	91,311	139,091	101,012	230,021
- Spectrum charges	1,518	2,442	3,647	4,791	6,502
(% total revenues)	2.7%	2.7%	2.6%	2.6%	2.7%
- License fees	4,070	6,778	9,840	13,136	16,353
(% total revenues)	7.1%	7.4%	7.0%	7.0%	6.8%
- Other Access & Interconnect charges	12,402	17,840	25,940	33,331	41,794
(% total revenues)	21.7%	19.5%	18.5%	17.7%	17.5%
- Staffing costs	3,720	5,948	8,883	11,737	14,807
(% total revenues)	6.5%	6.5%	6.4%	6.2%	6.2%
- Other operating expenses	16,993	28,456	42,286	56,362	69,855
(% total revenues)	29.7%	31.1%	30.2%	30.0%	29.3%
Total operating expenses	38,702	61,464	90,596	119,356	149,311
(% of total revenues)	67.6%	67.2%	64.8%	63.5%	62.5%
EBITDA	18,535	30,047	49,301	68,516	89,510
EBITDA Margin	32.4%	32.8%	35.2%	36.5%	37.5%
Depreciation & Amortization	4,564	7,327	11,459	16,124	20,915
EBIT	13,972	22,720	37,842	52,392	68,595
EBIT Margin	24.4%	24.8%	27.1%	27.9%	28.7%
Net Interest Expense/ (Income)	1,954	4,573	6,655	7,958	8,420
Pre-tax profits	12,017	18,148	31,187	44,434	60,176
Income tax expense / (benefit)	1,803	2,722	4,678	6,665	9,026
Effective tax rate		15.0%	15.0%	15.0%	15.0%
Profit After Taxes	10,215	15,425	26,509	37,769	51,149
PAT Margin	17.8%	16.9%	18.9%	20.1%	21.4%
Minority Interest	4,699	7,096	12,194	17,374	23,529
Minority Share (%)		46.0%	46.0%	46.0%	46.0%
Net Income (attributable to HTIL)	5,516	8,330	14,315	20,395	27,621
YoY Growth					
Revenue		59.9%	52.9%	34.3%	27.1%
Operating Expenses		58.8%	47.4%	31.7%	25.1%
EBITDA		62.1%	64.1%	39.0%	30.6%
EBIT		62.6%	66.6%	38.4%	30.9%
Profit before Taxes		51.0%	71.9%	42.5%	35.4%
Profit after Taxes		51.0%	71.9%	42.5%	35.4%
Source: Macquarie Research, January 2007					

Fig 12 Hutchison Essar – annual balance sheet, fiscal year-end December

Particulars (Rs m)	CY2005	CY2006E	CY2007E	CY2008E	CY2009E
Assets					
Current Assets	39,970	43,875	67,074	90,076	114,503
Fixed Assets	44,582	81,231	129,802	182,821	235,668
Goodwill	21,972	20,717	19,463	18,208	16,954
Other Non-current Assets	8,685	51,417	46,285	42,982	39,072
Deferred Tax Assets	3,091	3,091	3,091	3,091	3,091
Total Assets	118,299	200,331	265,714	337,177	409,288
Liabilities					
Current Liability	28,635	42,099	62,052	81,751	102,268
Short term loans	10,434	63,577	82,498	96,493	96,937
Long-term loans	23,569	23,569	23,569	23,569	23,569
Deferred tax liabilities	529	529	529	529	529
Total Liabilities	63,167	129,773	168,647	202,341	223,303
Total Shareholder's Equity	55,132	70,558	97,067	134,836	185,985
Source: Macquarie Research, January 2007					

12 January 2007

Fig 13 RCOM annual income statement (stand-alone entity), fiscal year-end March

Particulars (Rs m)	FY2006	FY2007E	FY2008E	FY2009E
	1 12000	1 12007	1 12000L	1 12003L
Revenues	70.007	440.405	400.004	04.4.040
Wireless	73,637	112,135	163,321	214,240
Global service revenues	51,858	54,541	65,569	76,427
Broadband & Telephone Service revenues	5,128	11,751	17,104	25,894
Others	3,213	4,699	5,653	6,012
Inter-segment eliminations	(26,172)	(32,367)	(41,941)	(53,762)
Total revenues	107,664	150,758	209,706	268,811
Operating expenses				
Access & Interconnection Usage Charges & License Fees	40,400	40,101	56,674	71,124
(% total revenues)	37.5%	26.6%	27.0%	26.5%
Network Operations Costs - (a)		17,649	23,857	29,569
(% total revenues)		11.7%	11.4%	11.0%
Employee Cost - (b)		9,823	13,678	17,204
(% total revenues)		6.5%	6.5%	6.4%
Selling & General Cost - (c)		24,800	30,887	40,859
(% total revenues)	0.0%	16.5%	14.7%	15.2%
Total Service Operating Expenses - (a+b+c)	42,444	52,272	68,423	87,632
(% total revenues)	39.4%	34.7%	32.6%	32.6%
Total operating expense	82,844	92,373	125,097	158,757
(% total revenues)	76.9%	61.3%	59.7%	59.1%
(70 total 1010 hadd)	7 0.0 70	011070	001170	
EBITDA	24,820	58,385	84,609	110,054
(% total revenues)	23.1%	38.7%	40.3%	40.9%
Net Interest	(2,679)	(2,623)	(1,498)	1,141
Depreciation	(16,990)	(25,030)	(31,737)	(39,657)
(% total revenues)	15.8%	16.6%	15.1%	14.8%
Profit before taxes (PBT)	5,151	30,733	51,374	71,538
(% total revenues)	4.8%	20.4%	24.5%	26.6%
Income tay expense / (honofit)	327	1,780	5,137	8,585
Income tax expense / (benefit)		•	•	
Effective Tax Rate (%)	6.3%	5.8%	10.0%	12.0%
Profit after taxes (PAT)	4,824	28,953	46,237	62,954
Extraordinary items	(374)	(600)	40.00=	22.254
Reported net profit	4,450	28,353	46,237	62,954
Adjusted net profit (% total revenues)	4,824 <i>4.</i> 5	28,953 19.2	46,237 22.0	62,954 23.4
(78 total 1616 hase)	7.0	10.2	22.0	20.4
Adjusted diluted EPS (Rs)	2.36	14.16	22.61	30.79
YoY growth (%)				
Total revenues		40.0	39.1	28.2
Access & interconnection charges & license fees		(0.7)	41.3	25.5
Network operations		(511)	35.2	23.9
Employee costs			39.3	25.8
1 111 m MEE 141313			24.5	32.3
· ·				
Selling & general costs		11.5		26.9
Selling & general costs Operating expenses		11.5 135.2	35.4	26.9 30.1
Selling & general costs Operating expenses EBITDA		135.2	35.4 44.9	30.1
Selling & general costs Operating expenses			35.4	
Selling & general costs Operating expenses EBITDA Adjusted net profit after taxes Adjusted diluted EPS		135.2 500.2	35.4 44.9 59.7	30.1 36.2
Selling & general costs Operating expenses EBITDA Adjusted net profit after taxes Adjusted diluted EPS Key parameters	Л 10/	135.2 500.2 500.2	35.4 44.9 59.7 59.7	30.1 36.2 36.2
Selling & general costs Operating expenses EBITDA Adjusted net profit after taxes Adjusted diluted EPS Key parameters RoE (%)	4.1%	135.2 500.2 500.2	35.4 44.9 59.7 59.7	30.1 36.2 36.2 23.0%
Selling & general costs Operating expenses EBITDA Adjusted net profit after taxes Adjusted diluted EPS Key parameters RoE (%) RoA (%)	2.4%	135.2 500.2 500.2 18.4% 6.6%	35.4 44.9 59.7 59.7 21.0% 8.8%	30.1 36.2 36.2 23.0% 9.7%
Selling & general costs Operating expenses EBITDA Adjusted net profit after taxes Adjusted diluted EPS Key parameters RoE (%) RoA (%) Fixed asset turnover (X)	2.4% 0.50	135.2 500.2 500.2 18.4% 6.6% 0.45	35.4 44.9 59.7 59.7 21.0% 8.8% 0.55	30.1 36.2 36.2 23.0% 9.7% 0.62
Selling & general costs Operating expenses EBITDA Adjusted net profit after taxes Adjusted diluted EPS Key parameters RoE (%) RoA (%) Fixed asset turnover (X) Total asset turnover (X)	2.4% 0.50 0.51	135.2 500.2 500.2 18.4% 6.6% 0.45 0.44	35.4 44.9 59.7 59.7 21.0% 8.8% 0.55 0.54	30.1 36.2 36.2 23.0% 9.7% 0.62 0.59
Selling & general costs Operating expenses EBITDA Adjusted net profit after taxes Adjusted diluted EPS Key parameters RoE (%) RoA (%) Fixed asset turnover (X)	2.4% 0.50	135.2 500.2 500.2 18.4% 6.6% 0.45	35.4 44.9 59.7 59.7 21.0% 8.8% 0.55	30.1 36.2 36.2 23.0% 9.7% 0.62

Fig 14 RCOM balance sheet (stand-alone entity), fiscal year-end March

Particulars (Rs m)	FY2006	FY2007E	FY2008E	FY2009E	
ASSETS					
Cash and cash equivalents	60,037	109,808	141,090	181,906	
Inventories	4,076	4,774	6,271	8,085	
Debtors	16,808	24,826	32,607	42,041	
Other current assets	765	1,766	2,320	2,991	
Loans and Advances	23,668	31,033	40,759	52,551	
Total current assets	105,354	172,208	223,047	287,573	
Fixed assets					
Gross block	230,531	363,933	449,383	550,545	
Less: Depreciation	47,573	73,848	105,585	145,242	
Net block	182,958	290,085	343,798	405,303	
Capital work-in-progress	31,305	41,624	33,903	27,614	
Goodwill		2,237	2,237	2,237	
Total fixed assets	214,263	333,946	379,938	435,154	
Investments	121	125	125	125	
Total assets	319,738	506,280	603,110	722,853	
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities	89,956	134,984	174,770	224,174	
Provisions	19,291	28,720	37,185	42,927	
Total current liabilities	109,247	163,704	211,955	267,100	
Secured foreign currency loans	35,079	21,426	21,426	21,426	
Secured rupee loans	52,106	47,000	47,000	47,000	
Unsecured loans	5,791	77,564	79,907	81,551	
Total debt	92,976	145,990	148,333	149,977	
Minority interest		99	99	99	
Stockholders' equity	117,515	196,487	242,724	305,677	
Share capital	10,223	10,223	10,223	10,223	
Reserves	107,292	186,264	232,501	295,454	
Total liabilities and stockholders' equity	319,738	506,280	603,110	722,853	
Ratios					
Net debt/equity	0.28	0.18	0.03	(0.10)	
Gross debt/equity	0.79	0.74	0.61	0.49	
WC/revenues (%)	(3.62)	5.64	5.29	7.62	
Net working capital days < Days of Gross Sales>	(13.20)	20.59	19.31	27.80	
Source: Company data, Macquarie Research, January 2007					

Fig 15 RCOM cashflow statement (stand-alone entity), fiscal year-end March

Particulars	FY2006	FY2007E	FY2008E	FY2009E
Cashflow from operating activities				
Net profit / (Loss)	4,439	28,351	46,237	62,953
Add:				
Depreciation	16,987	25,030	31,737	39,657
Provision for doubtful debts	746	605		
Interest expense (net)	2,595	2,623	1,498	-1,141
(Profit)/Loss on sale of assets / investments	-673	-634		
Tax expense / (income)	337	-643		
Extraordinary items		300		
Exchange (gain) / loss	620	0		
Increase / (decrease) in working capital	17,304	-3,529	28,693	31,436
Net cash provided by / used in operating activities	42,355	52,103	108,165	132,905
Cashflow from investing activities				
Capex	-39,238	-58,901	-77,729	-94,873
Sale of fixed assets / investments	3,066	276	0	0
Interest expense (net)	-2,595	-2,119	-1,498	1,141
Net cash provided by / used in investing activities	-38,767	-60,744	-79,227	-93,732
Cashflow from financing activities				
Changes in net debt	-12,960	58,411	2,343	1,643
Increase in share capital				
Net cash provided by / used in financing activities	-12,960	58,411	2,343	1,643
Net (decrease) / increase in cash	-9,372	49,770	31,281	40,817
Cash at the beginning of the period	69,409	60,038	109,808	141,090
Cash at the end of the period	60,037	109,808	141,090	181,906
Source: Company data, Macquarie Research, January 2007				

Weeless Subscribers m 20.2 32.7 49.0 64.9 Subscriber maint statum m 77.0 21.7 21.9 22.3 Corosa winelss SARPU 401 360 319 224 EBITTOA mm 107.664 190.778	Reliance Communicat					2009E	Profit & Loss		2006A	2007E	2008E	2009E
Subscriber makes sharps m 27 0 212 219 223 Gross Profit m 4,552 8,186 115,497 150,915 100,000 100,00	Key Performance Indicators		2006A	2007E	2008E	2009E	FIGHT & LOSS		2000A	2007 E	2000E	2009E
Cores wireless ARPU	Wireless Subscribers	m	20.2	32.7	49.0	64.9	Revenue	m	107,664	150,758	209,706	268,811
Gross wireless ARPU 401 500 1319 294 (Wireless ARPU 5075 0.73 0.74 0.94 0.93 (17.77 30.75 0.75 0.75 0.75 0.75 0.75 0.75 0.75	Subscriber market share	m	21.0	21.2	21.9	22.3	Gross Profit	m	43,524	83,186	115,497	150,913
Wileyland S. 1975								m				117,897
Wireless									-	-		
Total Rovenues m 19,314 149,238 201,512 287,938							'					
Total Revenues m 19,0344 149,239 201,512 287,358 EBIT m 7,330 33,356 252873 70,392 Miller M	Wireless EBITDA per minute		0.23	0.27	0.24	0.23						
Wileyess	T-1-1-B		440.044	440.000	004 540	057.000						
Sobal									-	-		
Boardinnal Fixed m 5.163 11,739 11,559 28,153												
Others												
Monte Mont												
Revenue Mix											0	0
Wireless			(==,=:=)	(,,	(, /	(= 1, = = =)	Pre-Tax Profit	m	4,777	30,133	51,375	71,538
Simple S	Revenue Mix						Tax Expense	m	-327	-1,780	-5,137	-8,585
Boadband & Fixed % 47 7.9 9.2 10.9 10.9 Reported Earnings m 4.450 28,353 46,237 62,254 62,255 62,25	Wireless	%	66.9	75.0	77.1	78.0	Net Profit	m	4,450	28,353	46,237	62,954
Others	Global	%	50.2	36.5	32.4	29.2	Minority Interests	m	0	0	0	0
EBITDA margin	Broadband & Fixed	%	4.7	7.9	9.2	10.9						
EBITDA margin	Others	%	2.5	2.8	2.3	1.9		m	4,450	28,353	46,237	62,954
Wireless	Intersegment eliminations	%	(24.3)	(22.2)	(21.0)	(20.0)	Adjusted Earnings	m	4,824	28,951	46,237	62,953
Wireless	EBITDA margin	%	22.4	37.8	38.9	40.3	EPS (rep)		2.18	13.87	22.61	30.79
Global (Long distance) % 11.1 21.0 21.0 21.5 EPS Growth (ag) % mmf 500.1 59.7 39.2 Chers (Net of Intersegment % 19.8 4.9 6.2 3.6 PE (ag) x 172.6 28.8 18.0 13.2 Chers (Net of Intersegment % 19.8 4.9 6.2 3.6 PE (ag) x 172.6 28.8 18.0 13.2 Capex	_											
Brandband & Fixed %							EPS Growth (adj)	%	nmf	500.1	59.7	36.2
Capex			14.7		42.0		PE (rep)	х	187.1	29.4	18.0	13.2
Cappox	Others (Net of Intersegment	%	19.6	4.9	6.2	3.6	PE (adj)	х	172.6	28.8	18.0	13.2
Mireless	eliminations)											
Mireless	0		67.664	00.444	00.050	67.664	Total DPS		0.00	0.00	0.00	0.00
Cabal Long distance	=			•				0/2				
Profit and Loss Ratios 2006A 2007E 2008E 2009E 200												
Profit and Loss Ratios 2006A 2007E 2008E 2009E Cashflow Analysis 2006A 2007E 2008E 2009E						,	_					
Revenue Growth % nmf	broadband & rixed		4,000	4,000	3,000	4,000	r oned End ondros		2,010	2,010	2,0.0	2,0.0
EBITG Growth	Profit and Loss Ratios		2006A	2007E	2008E	2009E	Cashflow Analysis		2006A	2007E	2008E	2009E
EBIT Growth % mmf 326.0 \$8.5 \$3.1	Revenue Growth	%	nmf	40.0	39.1	28.2	EBITDA	m	23,685	55,027	79,472	101,469
September Sept	EBITDA Growth	%	nmf		44.9	30.1		m			-	-
EBITD Margin												
EBIT Margin									-			-
Net Profit Margin												-
EVÉEBITOA X 34.4 14.6 10.1 7.8 CHYEBIT X 109.0 25.6 16.1 12.1 Other m 3.066 276 0 0 0 Other m 3.066 276 1.4 0 0 Other m 3.066 276 0	Net Profit Margin						Acquisitions	m		0		
EV/EBIT X 109.0 25.6 16.1 12.1 Cither m -2.595 -2.119 -1.498 1.141 Mousting Cashflow m -38,767 -60,744 -79,227 -93,732 Balance Sheet Ratios ROE % 4.1 18.4 21.1 23.0 ROE % 2.4 8.1 9.5 10.6 Equity Raised m 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0												-94,873
Balance Sheet Ratios												1 141
ROE	21,23	^	.00.0	20.0								
ROA							Dividend (Ordinary)	m				
ROIC % nmf 20.9 20.4 24.8 Other m 0 0 0 0 0 0 0 0 Not Debt/Equity % 28.0 18.4 3.0 -10.4 Interest Cover x 2.9 12.7 35.3 nmf Price/Book x 7.1 4.2 3.4 2.7 Book Value per Share 57.5 96.1 118.7 149.5 Receivables m 6.00 10.0												
Net Debt/Equity % 28.0 18.4 3.0 -10.4 Interest Cover x 2.9 12.7 35.3 3.3 3.5 Net Chg in Cash/Debt m -9,372 49,770 31,281 40,817												
Price/Book Value per Share X 7.1 4.2 3.4 2.7 96.1 118.7 149.5												
Book Value per Share 57.5 96.1 118.7 149.5												
Balance Sheet 2006A 2007E 2008E 2009E Cash m 60,037 109,808 141,090 181,906 Receivables m 16,808 24,826 32,607 42,041 Inventories m 4,076 4,774 6,271 8,085 Investments m 121 125 125 125 Fixed Assets m 214,263 331,709 377,701 432,917 Intangibles m 0 2,237 2,241,74 30,799 43,079 55,542 55,42 56,280 603,110 722,853 722,4174 70,777 70,777 71,777 71,777 71,777 72,777 72,777 72,777 72,777 71,777 71,777 71,777 <td< td=""><td></td><td>Х</td><td></td><td></td><td></td><td></td><td>Net Chg in Cash/Debt</td><td>m</td><td>-9,372</td><td>49,770</td><td>31,281</td><td>40,817</td></td<>		Х					Net Chg in Cash/Debt	m	-9,372	49,770	31,281	40,817
Receivables	·						Balance Sheet		2006A	2007E	2008E	2009E
Receivables								m				
Inventories												
Investments							Inventories				6,271	8,085
Intangibles												
Other Assets m 24,433 32,799 43,079 55,542 Total Assets m 319,738 506,280 603,110 722,853 Payables m 89,956 134,984 174,770 224,174 Short Term Debt m 0 0 0 0 0 Long Term Debt m 92,976 145,990 148,333 149,977 Provisions m 19,291 28,720 37,185 42,927 Other Liabilities m 0 0 0 0 0 Total Liabilities m 202,223 309,694 360,288 417,077 Shareholders' Funds m 117,515 196,487 242,724 305,677 Minority Interests m 0 9 9 99 99 Other m 0 0 0 0 0 0 Total S/H Equity m 117,515 196,586 242,823 305,776												
Total Assets m 319,738 506,280 603,110 722,853 Payables m 89,956 134,984 174,770 224,174 Short Term Debt m 0 0 0 0 0 Long Term Debt m 92,976 145,990 148,333 149,977 Provisions m 19,291 28,720 37,185 42,927 Other Liabilities m 0 0 0 0 0 Total Liabilities m 202,223 309,694 360,288 417,077 Shareholders' Funds m 117,515 196,487 242,724 305,677 Minority Interests m 0 9 9 9 9 Other m 0 0 0 0 0 0 Total S/H Equity m 117,515 196,586 242,823 305,776 305,776												
Short Term Debt m 0 0 0 0 0 Long Term Debt m 92,976 145,990 148,333 149,977 Provisions m 19,291 28,720 37,185 42,927 Other Liabilities m 0 0 0 0 Total Liabilities m 202,223 309,694 360,288 417,077 Shareholders' Funds m 117,515 196,487 242,724 305,677 Minority Interests m 0 99 99 99 99 99 99 99 99 90 70 <							Total Assets		319,738	506,280	603,110	722,853
Long Term Debt m 92,976 145,990 148,333 149,977 Provisions m 19,291 28,720 37,185 42,927 Other Liabilities m 0 0 0 0 0 Total Liabilities m 202,223 309,694 360,288 417,077 Shareholders' Funds m 117,515 196,487 242,724 305,677 Minority Interests m 0 99 99 99 Other m 0 0 0 0 0 Total S/H Equity m 117,515 196,586 242,823 305,776												
Provisions m 19,291 28,720 37,185 42,927 Other Liabilities m 0 0 0 0 0 Total Liabilities m 202,223 309,694 360,288 417,077 Shareholders' Funds m 117,515 196,487 242,724 305,677 Minority Interests m 0 99 99 99 Other m 0 0 0 0 Total S/H Equity m 117,515 196,586 242,823 305,776												-
Other Liabilities m 0 0 0 0 Total Liabilities m 202,223 309,694 360,288 417,077 Shareholders' Funds m 117,515 196,487 242,724 305,677 Minority Interests m 0 99 99 99 Other m 0 0 0 0 Total S/H Equity m 117,515 196,586 242,823 305,776												
Total Liabilities m 202,223 309,694 360,288 417,077 Shareholders' Funds m 117,515 196,487 242,724 305,677 Minority Interests m 0 99 99 99 Other m 0 0 0 0 Total S/H Equity m 117,515 196,586 242,823 305,776												
Minority Interests m 0 99 99 99 Other m 0 0 0 0 Total S/H Equity m 117,515 196,586 242,823 305,776												
Other m 0 0 0 0 Total S/H Equity m 117,515 196,586 242,823 305,776												
Total S/H Equity m 117,515 196,586 242,823 305,776												
Total Liab & S/H Funds m 319,738 506,280 603,110 722,853												

Important disclosures:

Recommendation definitions

Macquarie Australia/New Zealand

Outperform – return >5% in excess of benchmark return (>2.5% in excess for listed property trusts)
Neutral – return within 5% of benchmark return (within 2.5% for listed property trusts)
Underperform – return >5% below benchmark return (>2.5% below for listed property trusts)

Macquarie Asia

Outperform – expected return >+10% Neutral – expected return from -10% to +10% Underperform – expected return <-10%

Macquarie First South Securities (South Africa)

Outperform – return > 5% in excess of benchmark return

Neutral – return within 5% of benchmark return Underperform – return >5% below benchmark return

Recommendations - 12 months

Note: Quant recommendations may differ from Fundamental Analyst recommendations

Recommendation proportions

	AU/NZ	Asia	RSA
Outperform	43.12%	58.91%	42.20%
Neutral	44.98%	22.92%	46.80%
Underperform	11.90%	18.17%	11.00%
For quarter end	ing 31 Decen	nber 2006	

Volatility index definition*

This is calculated from the volatility of historic price movements

Very high-highest risk – Stock should be expected to move up or down 60–100% in a year – investors should be aware this stock is highly speculative.

High – stock should be expected to move up or down at least 40–60% in a year – investors should be aware this stock could be speculative.

Medium – stock should be expected to move up or down at least 30–40% in a year.

Low-medium – stock should be expected to move up or down at least 25–30% in a year.

Low – stock should be expected to move up or down at least 15–25% in a year.

* Applicable to Australian/NZ stocks only

Financial definitions

All "Adjusted" data items have had the following adjustments made:

Added back: goodwill amortisation, provision for catastrophe reserves, IFRS derivatives & hedging, IFRS impairments & IFRS interest expense Excluded: non recurring items, asset revals, property revals, appraisal value uplift, preference dividends & minority interests

EPS = adjusted net profit / efpowa*
ROA = adjusted ebit / average total assets

ROA Banks/Insurance = adjusted net profit /average total assets

ROE = adjusted net profit / average shareholders funds

Gross cashflow = adjusted net profit + depreciation *equivalent fully paid ordinary weighted average number of shares

All Reported numbers for Australian/NZ listed stocks are modelled under IFRS (International Financial Reporting Standards).

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