

Brief particulars of the Bharti Airtel Limited (Transferee Company) and Airtel Broadband Services Private Limited (formerly known as Wireless Business Services Private Limited) (Transferor Company):

| Particulars | Transferee Company | Transferor Company |
|--|--|--|
| Name of the company | Bharti Airtel Limited | Airtel Broadband Services Private Limited (formerly known as Wireless Business Services Private Limited) |
| Date of Incorporation & details of name changes, if any | <p>The Company was incorporated as Bharti Tele-Ventures Limited on July 07, 1995</p> <p>On April 24, 2006, the name was changed to Bharti Airtel Limited</p> | <p>The Company was incorporated as Wireless Business Services Private Limited on October 25, 2007</p> <p>On October 21, 2013, the name has been changed to Airtel Broadband Services Private Limited</p> |
| Registered Office | Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi -110070 | Unit No.1102, Platina Building, G Block, 11th Floor, Plot No C-59, , Bandra Kurla Complex, Bandra (East), Mumbai-400051 |
| Brief particulars of the scheme | Transferor Company will be merged into Transferee Company. There will not be any issue of shares since the Transferor Company is a Wholly Owned Subsidiary of the Company. | |
| Rationale for the scheme | The Transferee Company and the Transferor Company are engaged in substantially similar businesses and the Transferor Company is a wholly owned subsidiary of the Transferee Company. In the interest of enhancing shareholder value of both the companies and achieving synergetic and operational efficiencies and economies of scale resulting from commonality of business activities, the Board of Directors of the Transferor Company as well as the Board of Directors of the Transferee Company have considered and proposed the amalgamation the Transferor Company with the Transferee Company. | |
| Date of resolution passed by the Board of Director of the company approving the scheme | October 21, 2013 | October 21, 2013 |



| | | |
|--|---|--|
| Date of meeting of the Audit Committee in which the draft scheme has been approved | October 23, 2013 | Not Applicable |
| Appointed Date | Appointed Date shall be the same as Effective Date | |
| Name of Exchanges where securities of the company are listed | National Stock Exchange of India Limited (NSE) BSE Limited (BSE) | Not Applicable |
| Nature of Business | Telecommunications Services | Internet and Broadband Services |
| Paid up Capital before the scheme | Rs.19,987,000,510/- divided into 3,997,400,102 equity share of Rs. 5/- each | Rs. 56,671, 379,090/- divided into 5,667,137,909 equity shares of Rs. 10/- each |
| No. of shares to be issued | NIL | |
| Cancellation of shares on account of cross holding, if any | Not Applicable | The entire capital is held by Transferee Company. After amalgamation, the entire Shares will get cancelled. |
| Paid up Capital after the scheme | Rs.19,987,000,510/- divided into 3,997,400,102 equity share of Rs. 5/- each | NIL |
| Net Worth Pre Post | Not Applicable since the Transferor Company is a wholly owned subsidiary of the Transferee Company. | |
| Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no. | Not Applicable since the Transferor Company is a wholly owned subsidiary of the Transferee Company. | |
| Methods of valuation and value per share arrived under each method with weight given to each method, if any. | Not Applicable | Not Applicable |



| | | | | |
|---|---|--------------|-----------------------|--------------|
| Fair value per shares | Not Applicable since there will not be any issue of shares under scheme. | | | |
| Exchange ratio | NIL | | | |
| Name of Merchant Banker giving fairness opinion | Not Applicable | | | |
| Shareholding Pattern | Pre | | Post | |
| | No. of Shares | % of holding | No. of Shares | % holding of |
| Promoter | | | | |
| Public | As per “Annexure A” | | | |
| Custodian | | | | |
| TOTAL | | | | |
| No of shareholders | | | | |
| Names of the Promoters | <ul style="list-style-type: none">• Bharti Telecom Limited¹• Pastel Limited²• Indian Continent Investment Limited³• Viridan Limited⁴ | | Bharti Airtel Limited | |
| Names of the Board of Directors | As per “Annexure B” | | | |
| Details regarding change in management control if any | Not Applicable | | | |

¹Bharti Telecom Limited is the promoter of Bharti Airtel Limited as described in IPO prospectus dated February 07, 2002.

²Pastel Limited qualifies as a "deemed promoter" u/r 2(1)(t) of SEBI (Acquisition of shares & Takeovers) Regulations, 2011 but it is not having control over the listed Company nor is a person acting in concert with promoter (Bharti Telecom Limited) as defined u/r 2(1)(q) of the Regulations.

³Indian Continent Investment Limited is a person acting in concert with Bharti Telecom Limited.

⁴Viridian Limited is a person acting in concert with Pastel Limited. As mentioned above, Pastel Limited qualifies as a "deemed promoter" u/r 2(1)(t) of SEBI (Acquisition of shares & Takeovers) Regulations, 2011 but it is not having control over the listed Company nor is a person acting in concert with promoter (Bharti Telecom Limited) as defined u/r 2(1)(q) of the Regulations.

For BHARTI AIRTEL LIMITED

Signature
Ajendra Chopra
Company Secretary



Shareholding Pattern (As on 21.10.2013)

| Bharti Airtel Limited (Transferee Company) | | | | |
|--|----------------------|--------------|----------------------|--------------|
| | Pre | | Post | |
| | No. of Shares | % of holding | No. of Shares | % of holding |
| Promoter | 2,607,504,178 | 65.23 | 2,607,504,178 | 65.23 |
| Public | 1,389,895,924 | 34.77 | 1,389,895,924 | 34.77 |
| Custodian | NIL | NIL | NIL | NIL |
| TOTAL | 3,997,400,102 | 100 | 3,997,400,102 | 100 |
| No. of shareholders | 300143 | | 300143 | |

For Bharti Airtel Limited



Rajendra Chopra
Dy. Company Secretary




AIRTEL BROADBAND SERVICES PRIVATE LIMITED

(formerly known as Wireless Business Services Private Limited)

Registered Office : Unit No 1102, G Block, Platina Building, 11th Floor, Bandra Kurla Complex,
Bandra East, Mumbai 400051

Shareholding Pattern

| S.No. | Name of the Shareholder | Pre | | Post | | |
|-------|--|--|-------------|-------------------------|--|---|
| | | No. of Equity Shares (of Rs. 10/- each) | % | Name of the Shareholder | No. of Equity Shares (of Rs. 10/- each) | % |
| 1. | Bharti Airtel Limited & its nominee(s) | 5,66,71,37,909 | 100% | Not Applicable* | | |
| | Total | 5,66,71,37,909 | 100% | | | |

*Pursuant to the scheme of amalgamation, the Company will get dissolved, without winding up.

Certified to be true
For Airtel Broadband Services Private Limited


Anupam Garg
Authorised Signatory



CERTIFIED TRUE COPY
For BHARTI AIRTEL LIMITED

Rajendra Chopra
Company Secretary

"Annexure B"

List of Directors of Bharti Airtel Limited (Transferee Company) as on October 21, 2013

| Sl. No. | Name | Designation |
|---------|--------------------------|--|
| 1. | Mr. Sunil Bharti Mittal | Chairman |
| 2. | Mr. Ajay Lal | Independent Director |
| 3. | Ms. Chua Sock Koong | Non-executive Director |
| 4. | Mr. Craig Edward Ehrlich | Independent Director |
| 5. | Mr. Manish Kejriwal | Independent Director |
| 6. | Mr. Nikesh Arora | Independent Director |
| 7. | Ms. Obiageli Ezekwesili | Independent Director |
| 8. | Mr. Rajan Bharti Mittal | Non-executive Director |
| 9. | Ms. Tan Yong Choo | Non-executive Director |
| 10. | Mr. Tsun-Yan Hsieh | Independent Director |
| 11. | Mr. Manoj Kumar Kohli | Managing Director & CEO (International) |
| 12. | Mr. Gopal Vittal | Joint Managing Director & CEO (India) |

For Bharti Airtel Limited



Rajendra Chopra
Dy. Company Secretary



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Registered Office: Unit No 1102, G Block, Platina Building, 11th Floor, Bandra Kurla Complex,
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LIST OF DIRECTORS AS ON OCTOBER 21, 2013

| S.No | Name of the Director | Designation |
|------|-------------------------------|-------------|
| 1. | Mr. Devendra Khanna | Director |
| 2. | Mr. Inderjit Walia | Director |
| 3. | Mr. Gopal Vittal | Director |
| 4. | Mr. Srikanth Balachandran | Director |
| 5. | Mr. Mukesh Hassanand Bhavnani | Director |
| 6. | Mr. Arjun Narain | Director |

Certified to be true
For Airtel Broadband Services Private Limited


Anupam Garg
Authorized Signatory



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For BHARTI AIRTEL LIMITED

Rajendra Chopra
Dy. Company Secretary