

CONFIRMATION**TO WHOMSOEVER IT MAY CONCERN**

I, Mukesh Bhavnani, Group General Counsel and Company Secretary of Bharti Airtel Limited in the context of proposed scheme of Amalgamation of Airtel Broadband Services Private Limited (formerly known as Wireless Business Services Private Limited), a wholly owned subsidiary of the Airtel and Bharti Airtel Limited, do hereby confirm the following:

- The scheme of amalgamation of Airtel Broadband Services Private Limited (formerly known as Wireless Business Services Private Limited), a wholly owned subsidiary of the Airtel and Bharti Airtel Limited to be presented to relevant High Court does not in any way violate, override or circumscribe the provisions of securities laws or the stock exchange requirements.
- That Bharti Airtel Limited is in Compliance with Clause 49 of the Listing Agreement.

For Bharti Airtel Limited



Mukesh Bhavnani
Group General Counsel and Company Secretary



Date: New Delhi

Place: October 21, 2013

October 21, 2013

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation of Airtel Broadband Services Private Limited (Formerly known as Wireless Business Services Private Limited), a wholly owned subsidiary of the Airtel (ABSPL) ("Transferor Company") with Bharti Airtel Limited ("Airtel") ("Transferee Company")

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation/ arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation together with all documents mentioned in SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 has been disseminated on company's website as per Website link given hereunder:

<http://www.airtel.in/about-bharti/investor-relations/scheme-of-amalgamation>

- d) The company will disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) If required, the company will obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting.

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43

- f) The documents filed by the Company with the Exchange are same / similar / identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

For Bharti Airtel Limited



Mukesh Bhavnani
Group General Counsel and Company Secretary

