

SUMMARY OF THE PROPOSED COMBINATION

[In terms of Regulation 13 (1B) of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations), 2011]

A. The name of the Parties to the combination

1. The names of the parties to the Proposed Combination are set out below:
 - a. Bharti Infratel Limited (“**BIL**”);
 - b. Indus Towers Limited (“**Indus**”);
 - c. Vodafone Group Shareholders; and
 - d. Aditya Birla Telecom Limited (“**ABTL**”)

B. The type of combination

2. The Proposed Transaction involves the merger of Indus with, and into, BIL by way of a scheme of amalgamation and arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act (“**Proposed Transaction**”). The Proposed Transaction falls within the definition of a “combination” pursuant to Section 5(c) of the Competition Act.

C. The area of activity of the parties to the combination

BIL

3. BIL is a listed company, with its shares listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. BIL is involved in the business of acquiring, building, owning and operating towers and related infrastructure. It provides passive infrastructure services through telecom

towers in India to telecom service providers (“TSPs”) on a shared basis and caters to all major TSPs in India.

Indus

4. Indus was incorporated in November 2007 and is a joint venture between the Bharti, Vodafone and Idea groups. It is engaged in the provision of passive infrastructure services through telecom towers in India and offers these services to various TSPs and other wireless services providers (such as broadband service providers).

Vodafone Group Shareholders

5. The Vodafone Group Shareholders are the equity shareholders of Vodafone India Limited (“VIL”), and are each, in turn, wholly owned indirect subsidiaries of Vodafone Group Plc, which is listed on the London Stock Exchange (“LSE”).

ABTL

6. ABTL is a wholly owned subsidiary of Idea Cellular Limited (“ICL”). ICL is a pan-India integrated mobile operator, providing its retail mobile telephony services across all 22 telecom circles in India.

D. The relevant markets to which the combination relates

7. The relevant market for the purposes of the Proposed Transaction is the *market for provision of passive infrastructure services through telecom towers in India*.