Bharti Airtel Limited

CIN: L74899HR1995PLC095967
Registered Office: Airtel Center, Plot No. 16, Udyog Vihar, Phase IV, Gurugram - 122 015, India
Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070, India
Tel.: +91 124 4222222 | **Fax:** +91 124 4248063
Email: compliance.officer@bharti.in | **Website:** www.airtel.in

Notice of Annual General Meeting

Notice is hereby given that the Thirty-first (31st) Annual General Meeting ('AGM') of the Members of Bharti Airtel Limited (the 'Company' or 'Bharti Airtel' or 'Airtel') will be held on Monday, August 03, 2026 at 2:30 P.M. (IST) through Video Conferencing ('VC') to transact the following businesses:

ORDINARY BUSINESSES

To consider and, if thought fit, pass the following resolutions as **Ordinary Resolutions:**

1. **To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the reports of Board of Directors and of Auditors thereon**

   "Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and of the Auditors thereon, be and are hereby received, considered and adopted.

   Resolved further that the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of Auditors thereon, be and are hereby received, considered and adopted."

2. **To declare dividend on equity shares for the financial year ended March 31, 2026**

   "Resolved that on the recommendation of the Board of Directors, dividend at the rate of ₹ 24 (Rupees Twenty Four only) per fully paid-up equity share of face value of ₹ 5 each and a pro-rata dividend at the rate of ₹ 6 (Rupee Six only) per partly paid-up equity shares of face value of ₹ 5 each (Paid-up value of ₹ 1.25 per share), on which call money remains unpaid, be and is hereby declared for the financial year ended March 31, 2026."

3. **To re-appoint Mr. Gopal Vittal as a Director, liable to retire by rotation**

   "Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gopal Vittal (DIN: 02291778), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

4. **To re-appoint Mr. Tao Yih Arthur Lang as a Director, liable to retire by rotation**

   "Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Tao Yih Arthur Lang (DIN: 07798156), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES

5. **To ratify remuneration to be paid to Cost Auditors of the Company**

   To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

   "Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force], the remuneration of ₹ 1,250,000 (Rupees Twelve Lac Fifty Thousand only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, if any, as approved by the Board of Directors upon recommendation of the Audit Committee, to be paid to Sanjay Gupta & Associates, Cost Accountants (Firm registration no. 00212) as Cost Auditors of the Company for conducting the cost audit for financial year 2026-27, be and is hereby ratified, confirmed and approved."

6. **To approve re-appointment of Mr. Sunil Bharti Mittal as Chairman of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of HR & Nomination Committee and Board of Directors of the Company (hereinafter referred to as the 'Board') and subject to such other approval(s), permission(s) sanction(s) and requirement(s) as may be required in this regard, consent of the Members be and is hereby accorded for re-appointment of Mr. Sunil Bharti Mittal (DIN: 00042491) as Chairman (in executive capacity) of the Company for a further period of five (5) years with effect from October 1, 2026, on such terms and conditions as detailed in the explanatory statement attached hereto.

Resolved further that the Board or any duly constituted committee of the Board be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

7. **To approve payment of remuneration to Mr. Sunil Bharti Mittal as Chairman of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder as may be applicable and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force] and upon recommendations of HR & Nomination Committee and Board of Directors of the Company (hereinafter referred to as the 'Board') and subject to such other approval(s), permission(s) sanction(s) and requirement(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Sunil Bharti Mittal (DIN: 00042491) as Chairman (in executive capacity) of the Company during period from October 1, 2026 to September 30, 2031, as detailed in the explanatory statement attached hereto.

Resolved further that the Board or any duly constituted committee of the Board, be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution including but not limited to vary, alter and modify the terms and conditions of appointment including designation, remuneration/ remuneration structure of Mr. Sunil Bharti Mittal within the terms and limits as approved by the Members."

8. **To approve re-appointment of Ms. Nisaba Godrej as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') [including any statutory modification(s) or re-enactment thereof for the time being in force] and upon recommendations of HR & Nomination Committee and Board of Directors (hereinafter referred to as the 'Board'), Ms. Nisaba Godrej (DIN: 00591503), who holds office as an Independent Director upto August 03, 2026 and has submitted a declaration that she continuous to meet the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from August 4, 2026 up to August 3, 2031.

Resolved further that the Board or any duly constituted committee of the Board be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

9. **To approve Material Related Party Transactions of the Company with Indus Towers Limited, a subsidiary company**

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to other approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approvals and recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Indus Towers Limited ('Indus Towers'), a subsidiary company, and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of (a) availing of service(s) including passive infrastructure and/or related services required for active services viz. IBS, WiFi etc. and/ or services, including but not limited to, of project management or of provisioning, establishing, installation, operation and maintenance thereof; (b) rendering of service(s) including telecommunication services viz. landline, mobile, voice, data, leased line broadband facility, SIM charges and USB Dongles etc; (c) reimbursement of expenses including energy expenses, towards availing/ providing for sharing/ usage of each other's employees, infrastructure, related owned/ third-party services and payment of taxes; (d) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s) including passive infrastructure assets to meet the business objectives/ requirements; (e) selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and (f) transfer of resources, services or obligations to meet the business objectives/ requirements ('Related Party Transactions') on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Indus Towers and the Company, for a period commencing from the date of this 31st Annual General Meeting ('AGM') upto the date of 32nd AGM to be held in calendar year 2027 subject to the maximum period of fifteen months, such that the maximum value of the Related Party Transactions with Indus Towers, in aggregate, does not exceed ₹ 26,000 Crore in a financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

Resolved further that the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including but not limited to finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to the foregoing resolution for and on behalf of the Company, settling all such issues, questions, difficulties or doubts whatsoever that may arise, delegating all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company, and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

10. To approve Material Related Party Transactions of the Company with Dixon Electro Appliances Private Limited, an associate company

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to other approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approvals and recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Dixon Electro Appliances Private Limited ('Dixon'), an associate company, and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of (a) purchase/ sale/ exchange/ transfer/ refurbishment / lease of property, business asset(s) and/ or equipment, including but not limited to telecom and networking products such as Gigabyte Passive Optical Network (GPON), Optical Network Terminal (ONT), Fixed Wireless Access (FWA), IPTV boxes, modems, routers, Access Points etc., to meet the business objectives/ requirements; (b) rendering of service(s) including telecommunication service and incidental services viz. landline, mobile, voice, VAS, SMS, data, leased line, broadband facility, SIM charges, USB Dongles etc. and availing of service(s) including product maintenance services; and (c) reimbursement of expenses and transfer of resources, services or obligations to meet the business objectives/ requirements ('Related Party Transactions') on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Dixon and the Company, during FY 2026-27 such that the maximum value of the Related Party Transactions with Dixon, in aggregate, does not exceed ₹ 6,500 Crore in the financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

Resolved further that the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including but not limited to finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to the foregoing resolution for and on behalf of the Company, settling all such issues, questions, difficulties or doubts whatsoever that may arise, delegating all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company, and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Registered Office:
Airtel Center, Plot No. 16
Udyog Vihar, Phase IV,
Gurugram, Haryana - 122015, India
CIN: L74899HR1995PLC095967
Email: compliance.officer@bharti.in

Date: May 13, 2026
Place: Gurugram

By order of the Board
For **Bharti Airtel Limited**

Rohit Krishan Puri
Company Secretary & Compliance Officer
Membership No.: 19779
Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road
Vasant Kunj, Phase II, New Delhi - 110 070, India

NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant rules made thereunder and Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India, setting out the material facts and reasons in respect of the item nos. 5 to 10 of this Notice of Annual General Meeting ('Notice'), is annexed herewith.

2. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), various applicable circulars issued by the Ministry of Corporate Affairs ('MCA') and SEBI (collectively referred to as 'Circulars'), the Annual General Meeting ('AGM') of the Company is being held through Video Conferencing ('VC'). The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

3. Since the AGM is being held through VC, physical attendance of the members is not required in terms of the Circulars. Accordingly, the facility for appointment of proxies by members is not available, as provided in the Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The route map for the AGM venue is also not required. Further, the deemed venue for this AGM shall be the Registered Office of the Company.

Dispatch of Notice and Integrated Annual Report

4. In terms of the Circulars and other applicable laws, the Notice and Integrated Annual Report for FY 2025-26 are being sent through electronic mode only, to all those members whose names are appearing in the Register of Members/ List of Beneficial Owners received from the depositories as on Friday, July 3, 2026 and whose email addresses are registered with the Company/ Depository Participants/ Depositories/ Registrar & Share Transfer Agent of the Company.

   The Company is also sending a physical communication to the members whose email addresses are not registered in the records, which contains the exact link and a QR code of the Company's website to access the Notice, Integrated Annual Report and other relevant documents. The Company, in the aforesaid physical communication, will request the members to get their email addresses and mobile numbers registered, by following the guidelines mentioned therein. Detailed guidelines in this regard, are also given in Note no. 21 of this Notice.

5. The Notice, Integrated Annual Report and other relevant documents, will be available on the website of the Company (https://www.airtel.in/about-bharti/equity/results/annual-results), on the website of e-voting service provider (https://evoting.kfintech.com/showallevents.aspx) and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the Circulars. The aforesaid documents can also be accessed by scanning the given QR.

E-voting and participation at the AGM through VC

6. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and in terms of Section VI-C of SEBI Master Circular dated January 30, 2026 (in relation to e-voting Facility provided by listed entities), the Company is pleased to provide the facility of remote e-voting and e-voting at the AGM to its members in respect of the businesses to be transacted at the AGM.

7. The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company ('KFin' or 'RTA') as the Authorised Agency to provide the aforesaid e-voting facilities.

8. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	**From 9.00 a.m. (IST) on Thursday, July 30, 2026**
End of remote e-voting	**Upto 5.00 p.m. (IST) on Sunday, August 2, 2026**

   The remote e-voting will not be allowed beyond the aforesaid date & time and the e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period. Once the vote on the resolution is casted by the member, he/ she shall not be allowed to change it subsequently.

9. **The cut-off date for the purpose of reckoning the voting rights is Monday, July 27, 2026 ('Cut-off date')**. Accordingly, only those members whose names are recorded in the Register of Members/ List of Beneficial Owners maintained by the depositories as on Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID with the Company or DPs) shall be entitled to vote by way of remote e-voting/ e-voting at AGM. The person who is not a member/ beneficial owner as on the Cut-off date, should treat this Notice for information purpose only.

10. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as at the close of business hours on the Cut-off date.

11. Any person holding shares in physical form and a non-individual shareholder who becomes a member of the Company after the Notice is dispatched and holds shares as of the Cut-off date, i.e. July 27, 2026 may obtain the login ID and password for e-voting by sending a request at einward.ris@kfintech.com. In case of individual shareholders holding securities in demat mode, he/ she may follow steps mentioned in Note no. 20(I) of this Notice.

12. The Company is also providing VC facility to its members for joining/ participating at the AGM.

13. All the members including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.

14. The members attending the AGM who have not cast their vote by remote e-voting, shall be entitled to vote through e-voting at the AGM. However, the members can opt for only one mode of voting i.e. either remote e-voting or e-voting at the AGM. The members who have cast their vote by remote e-voting may also attend the AGM but will not be able to vote again at the AGM.

15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

16. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration for this AGM. Members who would like to express their views or ask questions during the AGM, may register themselves by sending request mentioning their name, demat account/ folio number, email id, mobile number through their registered email address, to the Company at compliance.officer@bharti.in or by logging on to https://emeetings.kfintech.com/ during the period from Tuesday, July 28, 2026 to Friday, July 31, 2026. Only those members who have pre-registered themselves as Speaker will be allowed to express their views or ask questions at the AGM.

17. Members can submit their questions in advance about financial statements or any other matter proposed at the AGM by sending an e-mail to the Company at compliance.officer@bharti.in mentioning their name, demat account/ folio number etc. on or before Friday, July 31, 2026. Such questions will be suitably replied to by the Company. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the AGM.

18. The recorded transcript of this AGM, shall as soon as possible, be made available on the website of the Company at https://www.airtel.in/about-bharti/equity/results/annual-results.

19. In connection with the remote e-voting facility provided by the Company, members may note the following:

    (a) Pursuant to Section VI-C of SEBI Master Circular dated January 30, 2026 (in relation to e-voting Facility provided by listed entities), e-voting facility has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants ('DP') in order to increase the efficiency of the voting process.

    (b) Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

20. Members are requested to carefully read the below instructions in connection with remote e-voting facility and procedure for joining the AGM:

Procedure to cast vote through remote e-voting

I. Login and e-voting method for Individual members holding shares of the Company in demat mode:

Type of member	Login method
Individual members holding shares of the Company in demat mode with NSDL	**1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:** a. Visit https://eservices.nsdl.com. b. Click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section. c. On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'. d. Click on Company name (i.e. Bharti Airtel Limited) or ESP (i.e. KFin). The member will be re-directed to KFin's website for casting the vote during the remote e-voting period.

Type of member	Login method
	2. User not registered for IDeAS e-Services: a. To register, click on link: https://eservices.nsdl.com. b. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. c. Proceed with completing the required fields and follow steps given in point no. 1 above. **3. Accessing the e-voting website of NSDL:** a. Open URL: https://www.evoting.nsdl.com/. b. Click on the icon 'Login' which is available under 'Shareholder/ Member/ Creditor' section. c. A new screen will open. Enter User ID (i.e. 16 digit demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen. d. On successful authentication, member will be requested to select the name of the Company and the ESP's name, i.e. KFin. e. On successful selection, member will be re-directed to the e-voting page of KFin for casting their vote during the e-voting period.
Individual members holding shares of the Company in demat mode with CDSL	**1. Existing user who have opted for Easi/ Easiest:** a. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on 'Login to - My Easi' (under Quick Links). b. Login with registered User ID and password. c. The member will see the e-voting menu. The menu will have links of ESP i.e. KFin e-voting portal. d. Click on ESP's name (i.e. KFin) to cast the vote. **2. Users not registered for Easi/Easiest:** a. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration. b. Proceed with completing the required fields and follow the steps given in point no. 1 above. **3. Accessing the e-voting website of CDSL:** a. Visit https://evoting.cdslindia.com/Evoting/EvotingLogin. b. Provide the demat account number and PAN. c. System will authenticate user by sending OTP on registered mobile and email as registered in the demat account. d. On successful authentication, member will be provided links for the respective ESP i.e. KFin and member will be re-directed to the e-voting page of KFin to cast the vote without any further authentication.
Individual members holding shares of the Company in demat mode - Login through their demat account/ website of respective Depository Participants ('DPs')	a. Member can also login using the login credentials of the demat account maintained with DPs registered with NSDL/ CDSL for e-voting facility. b. Once logged-in, member will have to click on e-voting option. Member will then be redirected to website of NSDL/ CDSL, wherein e-voting feature can be used. c. By clicking on options available against Company's name i.e. Bharti Airtel Limited or ESP i.e. KFin, member will be redirected to e-voting website of KFin for casting vote without any further authentication.

Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID/ Password option available at abovementioned websites.

Helpdesk for members for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Shares held with NSDL	**Email:** evoting@nsdl.co.in **Toll free no:** 1800 1020 990 and 1800 2244 30
Shares held with CDSL	**Email:** helpdesk.evoting@cdslindia.com **Contact no:** 022-23058738 or 022-23058542/43

II. Login and e-voting method for members other than Individuals holding shares of the Company in demat mode; and all members holding shares of the Company in physical mode:

Type of member	Login method
Members whose email IDs are registered with the Company/ RTA/ DP	Members will receive an email from KFin which will include details of E-Voting Event Number (EVEN), User ID and password. Members will have to follow the below process for e-voting: a. Launch internet browser and go to https://evoting.kfintech.com. b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of demat account, User ID will be DP ID and Client ID. However, if the member is already registered with KFin for e-voting, the existing User ID and password can be used for casting the vote. c. After entering these details appropriately, click on "Login". d. Thereafter, on the password change Menu, the member will be required to mandatorily change the password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$ etc.). The system will prompt to change the password and update the contact details like mobile number, email ID etc. on first login. The member can also enter a secret question and answer thereto to retrieve the password in future. Please do not share the password with any other person and also take utmost care to keep the password confidential. e. Thereafter, the member will need to login again with the new password. f. On successful login, the system will prompt to select the "EVEN" of "Bharti Airtel Limited" and click on "Submit". Members to select the respective EVENs (i.e. 9898 for fully-paid equity shares and 9899 for partly-paid equity shares) and cast their vote depending upon their shareholding i.e. either fully paid-up or partly paid-up or both. g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "For/Against" or alternatively, enter any partial number in "For" and any partial number in "Against" but the total number in "For/ Against" taken together shall not exceed the total shareholding of the member as on the Cut-off Date. The member may also choose the option "Abstain". If the member does not indicate either "For" or "Against", it will be treated as "Abstain" and the votes against such shares held will not be counted under either head. h. Members holding multiple folios/ demat accounts shall complete the voting process separately for each folio/ demat accounts. i. The member may then cast the vote by selecting an appropriate option and click on "Submit". j. A confirmation box will be displayed. Click "Ok" to confirm else "Cancel" to modify. Once the member has voted on the resolution, the vote shall not allowed to be modified. During the e-voting period, members can login any number of times till they have voted on the resolution.
Members whose email IDs are not registered with the Company/ RTA/ DP	The members whose email addresses are not yet registered and consequently, have not received the email communication from KFin with e-voting login credentials, are requested to get their email addresses and mobile numbers registered by following the procedure laid down in Note no. 21 of this Notice.

Procedure for joining the AGM via VC

A. Members who are entitled to attend the AGM can participate by login on the e-voting website of KFin viz. https://emeetings.kfintech.com/ using their secure e-voting login credentials or with the registered mobile and OTP option. Members are requested to use stable Wi-Fi or LAN connection while attending the AGM through Desktop/ Laptop/ Smartphone/ Tablet to avoid any disturbance/ glitches during the meeting.

B. Members attending the AGM, who have not cast their vote by remote e-voting, shall be entitled to vote at AGM through e-voting. Please click on 'Vote' button appearing on the screen to cast vote.

Other instructions for remote e-voting and attendance at the AGM

A. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the corporate members may be appointed for the purpose of voting through remote e-voting and/ or for participation and voting at the AGM through e-voting facility.

In view of the above, Body corporates/ Institutional members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representative(s) for the aforesaid e-voting and attendance at the AGM. In this regard, such members are required to send the latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to vote and/ attend on their behalf. The said resolution/ letter/ power of attorney shall be sent through registered email ID to the Scrutinizer at support@corp-nexus.com with a copy marked to evoting@kfintech.com.

B. Any member who has not received/ forgotten KFin's e-voting credentials, may obtain/ generate/ retrieve the same from KFin in the manner as mentioned below:

(i) If the mobile number of the member is registered against Folio no./ DP ID Client ID, the member may send SMS: MYEPWD followed by Folio no. or DP ID Client ID (ref. below examples) to 9212993399:

- Example for demat holding through NSDL: MYEPWD<SPACE>IN12345612345678
- Example for demat holding through CDSL: MYEPWD<SPACE>1402345612345678
- Example for physical holding: MYEPWD<SPACE>0000A123456 (assuming 0000 is the EVEN and A123456 is folio no.)

(ii) If email address or mobile number of the member is registered against Folio no./ DP ID Client ID, the member may visit https://evoting.kfintech.com/ and click on "Reset Password" option. Thereafter, the member will be redirected to the webpage https://evoting.kfintech.com/common/passwordoptions.aspx wherein Folio no. or DP ID Client ID and PAN can be entered to generate a new password.

C. It is strongly recommended to members to not share the password with any other person and take utmost care to keep the password confidential.

D. In case of any query, clarification and/ or grievance in respect of e-voting and attendance at the AGM, please contact Mr. Ramesh S R, Deputy Vice President, KFin Technologies Limited, Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India at evoting@kfintech.com or call on toll free no. 1800 309 4001 for any further clarification. Further, the members may also refer to the "Help" and "F.A.Q's" sections available on KFin's website at https://evoting.kfintech.com/public/Faq.aspx.

Procedure for registration of email addresses

21. Those members who have not yet registered their email addresses and consequently, have not received the Notice and Integrated Annual Report, are requested to get their email addresses and mobile numbers registered, by following the guidelines mentioned below.

(i) Members holding shares in physical mode: Pursuant to applicable SEBI circular(s), all holders of physical shares can update/ register their contact details including the details of email addresses by submitting the requisite Form ISR-1 along with the supporting documents (as mentioned therein) with KFin.

The physical communication being sent by the Company to all those members whose email addresses are not registered, shall also contain a copy of Form ISR-1. Further, Form ISR-1 can be downloaded at https://karisma.kfintech.com/downloads/2Form_ISR-1.pdf or by scanning the given QR Code. The detailed FAQs in this regard can be accessed at https://ris.kfintech.com/faq.html.

(ii) **Members holding shares in dematerialized form**: Members may register/ update their email addresses with their respective DPs.

In case of queries with respect to the aforesaid process, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1800 309 4001.

Voting results and scrutinizer's report

22. The Board of Directors have appointed Mr. Harish Chawla (FCS No.: 9002; C.P. No.: 15492), Partner, CL & Associates, Company Secretaries ('CLA') and failing him, Mr. Abhishek Lamba (FCS No.: 10489; C.P. No.: 13754), Partner, CLA, as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM and they have communicated their willingness to be appointed and will be available for the said purpose.

23. The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at the AGM, shall prepare a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results within two working days from the conclusion of the AGM or any other timeline prescribed under applicable law(s). The voting results declared shall be available on the website of the Company (https://www.airtel.in/about-bharti/equity/results/annual-results) and on the website of KFin (https://evoting.kfintech.com/public/Downloads.aspx) and shall also be displayed at the registered office and corporate office of the Company. The voting results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE.

24. The resolutions set out in this Notice, if passed, shall be deemed to be passed on the date of AGM i.e. Monday, August 3, 2026.

Inspection of Documents

25. All documents referred to in the Notice, will be available electronically for inspection, without any fee, by the members from the date of circulation of this Notice up to the date of AGM i.e. upto Monday, August 3, 2026. Members seeking to inspect such document(s) can send a request to the Company at compliance.officer@bharti.in.

26. The Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement, including certificate from the Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2021, will be available for electronic inspection by the members during the AGM.

IEPF related information

27. Pursuant to the provisions of Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 ('IEPF Rules'), the dividend, which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, the shares on which dividend remains unclaimed for seven consecutive years or more are also required to be transferred to the IEPF.

    In compliance of the above provisions, the Company had transferred the unclaimed dividend of ₹ 2.58 Mn (final dividend for FY 2017-18 and interim dividend for FY 2018-19) and 21,731 fully-paid equity shares to IEPF during FY 2025-26. The shareholders whose dividend and/ or equity shares are transferred to the IEPF, may follow the prescribed process to claim the shares out of the IEPF which is available on the Company's website at https://www.airtel.in/about-bharti/equity/support-andcommunication.

28. Further, the members may visit the Company's website viz. https://www.airtel.in/about-bharti/equity/shares/unpaid-dividend for tracking details of any unclaimed amounts, pending transfer to IEPF. Once unclaimed dividend and/ or equity shares are transferred to IEPF, no claim shall lie in respect thereof with the Company.

Payment of Dividend and TDS related information

29. Members may note that the Board, in its meeting held on May 13, 2026, has recommended a final dividend of ₹ 24 per fully paid-up equity share and a pro-rata final dividend of ₹ 6 per partly paid-up equity share, on which First and Final Call remains unpaid. The record date for the purpose of final dividend for FY 2025-26 is Friday, July 24, 2026. The aforesaid dividend, once approved by the members in this AGM, will be paid within 30 days from the date of AGM.

30. In respect of members holding shares in dematerialized form, the bank details as furnished by the respective depositories to the Company will be used for transfer of dividend through Electronic Clearance Scheme ('ECS') facility. The Company/ RTA will not act on any direct request from members holding shares in dematerialized form for change/ deletion of such bank details.

31. Members holding shares in physical form who have not registered PAN, KYC (contact details, bank details and specimen signature) and nomination details with Company/ RTA, shall be eligible to receive the dividend in electronic mode only upon furnishing the details stipulated in Note no. 38 of this Notice.

32. Members may note that as per the provisions of Income tax Act, 2025 (IT Act), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source (TDS) from the dividend paid to the members at the rates prescribed in the Income Tax Act. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to submit the relevant documents as specified below and such other documents as specified under income tax act and rules.

For resident members, taxes shall be deducted at source under Section 393(1), Table Sr. No. 7 of the Income Tax Act as follows:

- Members having valid Permanent Account Number (PAN) other than specified categories: 10%* or as notified by the Government of India.
- Members not having valid PAN: 20% or as notified by the Government of India.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2026-27 does not exceed ₹ 10,000 and also in cases where members (other than a Company or firm and who meets all the required eligibility conditions) provide Form 121 subject to conditions specified in the IT Act. Resident shareholders to submit such other documents as prescribed under Income Tax Act, 2025 read with Income Tax Rule, 2026 and specified in the TDS communication shared by the Company, to claim a lower/ nil deduction of tax at source. PAN is mandatory for members providing Form 121 or any other document as mentioned above.

** As per Section 262 of Income Tax Act, 2025 every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/ inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.*

For non-resident members, tax at source shall be deducted under Section 393 of the Income Tax Act at the applicable rates. As per the relevant provisions of the Income Tax Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident members.

Further, in case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source at the rate of 20% (plus applicable surcharge and cess) under Section 393 of the Income Tax Act. As per Section 159 of the Income Tax Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA'), read with Multilateral Instrument ('MLI') between India and the country of tax residence of the shareholders, if they are more beneficial to them. For the purpose of availing the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following for the purpose of availing the benefits under the DTAA read with MLI:

- Copy of self-declaration in Form 41 filed electronically on the Income Tax portal for FY 2026-27 as per Rule 75 read with Rule 332 of Income Tax Rules, 2026 (along with copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country, of which the shareholder is resident, to be attached as a mandatory online filing requirement) if all the details required in this form are not mentioned in the TRC.
- Self-Attested copy of the Tax Residency Certificate (TRC) applicable for the period April 2026 to March 2027 obtained from the tax authorities of the Country of which the shareholder is a resident. Where only TRC for calendar year 2026 is available, provide declaration that the shareholder is and will continue to remain a tax resident of the Country of its residence during the financial year 2026-27.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities or details as prescribed under rule 217 of the Income Tax Rules, 2026.
- Self-declaration in the format shared with TDS Communication email primarily certifying the following points:
    (a) Member is eligible to claim the benefit of respective tax treaty;
    (b) Member does not have a Permanent Establishment ('PE') or Fixed Base in India or business connection in India or the dividend income is not attributable/ effectively connected to any (PE) or Fixed Base in India or business connection in India;
    (c) Member complies with any other conditions prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI'); and
    (d) Member does not have a place of effective management in India.

For this purpose, the Company will be relying on the information verified from the utility provided and available on the website of Income Tax Department.

For all members, the aforesaid documents, as applicable, are required to be uploaded online with KFin at https://ris.kfintech.com/form15 on or before Friday, July 24, 2026 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/ deduction received post Friday, July 24, 2026 shall be considered for payment of the Final Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.

Shareholders will also be able to see the credit of TDS in Form 168, which can be downloaded from their e-filing account at https://eportal.incometax.gov.in. Members may please refer to the separate detailed email communication being sent by the Company in connection with the aforesaid amendment in the Income Tax Act, 2025 and relevant procedure to be adopted by the members to avail the applicable tax rate.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of the beneficial rate of tax treaty for TDS is at the discretion of the Company and shall depend upon completeness of the documentation and review of the same by the Company.

Miscellaneous Information

33. Pursuant to SEBI Circular no. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, members are hereby informed that another 'Special Window' has been opened from February 05, 2026 to February 04, 2027 to facilitate re-lodgement of physical share transfer requests that were originally lodged before April 1, 2019 but were rejected or returned due to deficiencies. This opportunity allows such requests to be re-submitted with requisite documents by following the due process by members, and upon verification, shares shall be transferred only in dematerialised form. Concerned members are encouraged to utilize this special window provided by SEBI. For more details, please refer to the SEBI Circular and other relevant details available on the Company's website at https://www.airtel.in/about-bharti/equity/support-and-communication.

34. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (later subsumed as part of the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026) has mandated the listed companies to issue securities for the following service requests in dematerialized form only - (i) issue of duplicate securities certificate; (ii) claim from Unclaimed Suspense Account; (iii) renewal/ exchange of securities certificate; (iv) endorsement; (v) sub-division/ splitting of securities certificate; (vi) consolidation of securities certificates/ folios; (vii) Transmission; and (viii) Transposition.

    In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFin for assistance in this regard.

35. Non-resident Indian shareholders are requested to inform the following to the Company or KFin or concerned DP, as applicable:

    (a) Change in the residential status on return to India for permanent settlement; and

    (b) Particulars of the NRE Account with a Bank in India, if not furnished earlier.

36. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFin.

37. In terms of SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 (later subsumed as part of the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026) and other applicable provisions, the members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of shares held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel/ make any variation in the already submitted nomination, members are requested to reach out to KFin in case of shares held in physical mode and to their respective DPs in case of shares held in demat form.

38. Additional instructions for shareholders holding shares in physical form:

    A. Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFin enclosing their share certificates to consolidate their holding into one folio.

    B. SEBI, vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, has prescribed common and simplified norms for processing investor service requests by RTA and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details. As per the said circular, it is mandatory for the members holding shares in physical form to, inter-alia, furnish PAN, KYC details etc. Members holding shares in physical mode who have not registered the details, would be eligible for lodging grievance or service request only after registering such details.

Further, any payments including dividend in respect of all physical folio in which PAN and KYC details (including contact details, bank details and specimen signature etc.) are not updated, shall only be made electronically upon registering the required details. In this regard and to receive the dividend (proposed for approval of the members at this 31st AGM) through electronic mode, all such members are hereby requested to immediately submit the pending details in duly executed Form ISR-1 to KFin through post or in-person verification mode at KFin's address, or by sending e-signed Form ISR-1 on einward.ris@kfintech.com through registered email ID. Members holding shares in dematerialised form are requested to register/ update the details with their respective DPs.

C. Members are requested to submit their service requests in duly executed prescribed forms available on KFin's website at https://ris.kfintech.com/clientservices/isc/isrforms.aspx, to the KFin Technologies Limited, Unit: Bharti Airtel Limited, Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Alternatively, e-signed service requests can also be sent by email to einward.ris@kfintech.com from registered email ID

39. In accordance with Regulation 5 and other applicable provisions of SEBI Listing Regulations, various stakeholders of the Company including Key Managerial Personnel, Directors, Promoters and any person dealing with listed entity such as related parties, shareholders etc. are required to adhere to the responsibilities and obligations, if any, assigned to them under SEBI Listing Regulations. These obligations include, but not limited to, disclosure of all information to the listed entity that is relevant and necessary for the listed entity to ensure compliance with the applicable laws. In view of the above, the Company urges all concerned stakeholders including its members, to remain vigilant and ensure adherence to the relevant requirements/ obligations under SEBI Listing Regulations. The latest copy of the SEBI Listing Regulations can be accessed on SEBI's official website viz. https://www.sebi.gov.in/.

40. SEBI, vide various circulars issued from time to time, has prescribed guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company/ its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal at https://smartodr.in/login.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 5

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the company at the general meeting.

The Board of Directors, on the recommendation of the Audit Committee, has appointed Sanjay Gupta & Associates, Cost Accountants, (Registration no. 00212) as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of ₹ 1,250,000 (Rupees Twelve Lac Fifty Thousand only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, if any, for the financial year ending March 31, 2027. There has been no change in the remuneration of Cost Auditors as compared to last year.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at item no. 5 of the Notice for approval/ ratification by the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item no. 5 of the Notice.

Item nos. 6 & 7

Background

Mr. Sunil Bharti Mittal was re-appointed as the Chairman (in executive capacity as Whole Time Director) of Bharti Airtel Limited ('Bharti Airtel' or the 'Company') with effect from October 1, 2021 for a period of five years i.e. upto September 30, 2026, pursuant to the resolution passed by the shareholders at the 26th Annual General Meeting ('AGM') of the Company held on August 31, 2021. Subsequently, the shareholders, at their 28th AGM held on August 24, 2023, approved the revised remuneration of Mr. Mittal w.e.f. April 1, 2023.

Mr. Sunil Bharti Mittal is the Founder and Chairman of Bharti Enterprises. Over the past three decades under his leadership, Airtel has seen one of the most remarkable transformations in the global telecommunications landscape. From pioneering India's telecom revolution and witnessing massive turnarounds across India and Africa, Airtel has evolved into one of India's most valuable companies and amongst the world's second-largest telecommunications operator (by customer base). Mr. Mittal has guided Airtel as a future-ready institution with timely implementation of a well-planned leadership succession roadmap across India and overseas operations, resulting in seamless transitions & strategic clarity across key executive roles while preserving seamless continuity.

The Board of Directors ('Board') acknowledged the Company's growing scale and opined that the leadership and strategic guidance of Mr. Mittal is required by the Company, as it progresses towards its next phase of growth and pursues its ambition of becoming the best global telecom company. Accordingly, the Board, at its meeting held on May 13, 2026, on the recommendation of HR & Nomination Committee and subject to approval of the shareholders, approved the re-appointment of Mr. Sunil Bharti Mittal as Chairman (in executive capacity as Whole Time Director) for a further period of five years with effect from October 1, 2026 to September 30, 2031, on the same terms of his remuneration.

Proposed remuneration

The details of proposed remuneration of Mr. Sunil Bharti Mittal, as approved by the Board in its meeting held on May 13, 2026, on the recommendation of HR and Nomination Committee, are as under:

Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis: ₹ 22.5 Crore per annum or such amount as may be determined by the Board of Directors of the Company, provided that increment, if any, during the subsequent years, shall not exceed 10% per annum of the fixed pay of preceding financial year.

Variable Pay (Performance Linked Incentive) to be paid annually after the end of financial year: ₹ 7.5 Crore per annum (at 100% performance) or such other sum as may be determined by the Board from time to time on the recommendation of the HR & Nomination Committee. The variable pay however shall not exceed 50% of the annual fixed pay for any financial year.

The variable pay is linked to the achievement of predetermined performance criteria approved by the HR & Nomination Committee at the beginning of each financial year. The variable pay is paid post the approval of HR & Nomination Committee and the Board at the end of financial year after considering the actual performance against each criteria and is subject to limits approved by the members of the Company. The performance criteria of Mr. Sunil Bharti Mittal as Chairman of the Company, encompasses various key aspects, includes corporate strategy, stakeholder value creation, strategic partnerships and alliances, leadership development, corporate governance including effective functioning of the Board and global policy development.

Perquisites: As per Company policy(s) or as may be approved by the Board from time to time, provided however that the aggregate value of the perquisite shall not exceed 25% of the fixed pay in any financial year.

Other benefits as per Company's policy: Other benefits including leave encashment as per Company's policy(s).

Minimum Remuneration: In the event of absence of profits and/ or inadequacy of profits, the payment of above remuneration to Mr. Mittal by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits shall be made subject to approval of the shareholders by way of special resolution (if applicable), notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 ('Act') or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any other law for the time being in force, if any.

Mr. Mittal shall also be entitled for reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

It may be noted that there is no change in Mr. Mittal's proposed remuneration or other terms vis-à-vis those approved by the shareholders in the 28th AGM held on August 24, 2023.

Past remuneration

The details of the remuneration drawn by Mr. Sunil Bharti Mittal as Chairman of Bharti Airtel during the last 5 years, are given below for reference of the members:

(₹ in Crore)

Financial Year	Fixed pay	Variable Pay*	Perquisites	Total Remuneration#
2021-22	10.07	4.50	0.83	15.40
2022-23	10.07	4.50	2.21	16.77
2023-24	21.57	7.50	3.20	32.27
2024-25	21.57	7.50	3.49	32.56
2025-26	21.57	7.50	4.27	33.34

**At 100% performance. The actual variable pay paid to Mr. Sunil Bharti Mittal was ₹ 5.25 Crore, ₹ 4.73 Crore, ₹ 10.43 Crore and ₹ 10.32 Crore for the financial years 2021-22, 2022-23, 2023-24 and 2024-25, respectively. The Board is yet to decide actual variable pay of Mr. Sunil Bharti Mittal for 2025-26.*

 # The shareholders, at their 28th AGM held on August 24, 2023, approved the restoration of Mr. Mittal's annual remuneration to original level i.e. from ₹ 15 Crore to ₹ 30 Crore w.e.f. April 1, 2023.

In addition to the above, Mr. Sunil Bharti Mittal is also paid a remuneration from overseas subsidiary of the Company, Network i2i (UK) Limited. His overseas remuneration remains capped at GBP 2.20 million w.e.f. April 1, 2022.

Comparative remuneration profile

The proposed remuneration of Mr. Sunil Bharti Mittal has been subjected to peer benchmarking study conducted by Aon, an independent global compensation consulting firm. AON's study confirms that Mr. Mittal's proposed remuneration from Bharti Airtel as well as his proposed overall remuneration (including overseas remuneration) is positioned within the market range and is commensurate with the Company's scale and size, his stature and leadership responsibilities, while remaining consistent with recognized best practices.

In light of the above and subject to the provisions of Sections 196 and 197 read with Schedule V to the Act, the approval of the members is being sought for appointment and remuneration of Mr. Sunil Bharti Mittal as Chairman (in executive capacity as Whole Time Director) of Bharti Airtel for a further period of 5 years effective October 1, 2026 to September 30, 2031.

Members may kindly note that the Company has adequate profits calculated under Section 198 of the Act and the proposed remuneration is within the limits prescribed under Section 197 of the Act and Regulation 17(6)(e) of SEBI Listing Regulations, for FY 2025-26.

In line with Company's commitment to the highest standards of corporate governance, the approval of the members for the re-appointment of Mr. Sunil Bharti Mittal is being sought by way of a Special Resolution under Section 196(3)(a) of the Act, as he will be attaining the age of seventy years during the proposed term. Further, the approval for payment of remuneration is being sought by way of an Ordinary Resolution, the proposed remuneration being within the limits prescribed under the Act and the SEBI Listing Regulations.

Accordingly, the Board recommends the Special Resolution set out at item no. 6 relating to the re-appointment of Mr. Sunil Bharti Mittal as Chairman (in executive capacity as Whole Time Director) and the Ordinary Resolution set out at item no. 7 relating to his remuneration, for approval of the members.

Brief particulars of profile of Mr. Sunil Bharti Mittal is enclosed and detailed profile is available on the Company's website at https://www.airtel.in/about-bharti/equity/corporategovernance.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

Save and except Mr. Sunil Bharti Mittal and Mr. Rajan Bharti Mittal and their relatives to the extent of their shareholding in the Company, if any, none of the other Directors/ Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item nos. 6 & 7 of this Notice.

Item no. 8

Pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 (the 'Act') read with the rules made thereunder, Ms. Nisaba Godrej was appointed as an Independent Director of the Company for a period of five years with effect from August 4, 2021, up to August 3, 2026, upon approval of the Members at the 26th Annual General Meeting held on August 31, 2021. Accordingly, she will be completing her first term as an Independent Director on August 3, 2026.

Since her appointment as an Independent Director in 2021, Ms. Nisaba Godrej has brought valuable strategic insight, independent judgment and guidance to the Board. Ms. Godrej has made significant contributions to the Board decision-making including guiding Company's critical succession planning initiatives. Ms. Godrej is also the 'Lead Independent Director' of the Company since March 13, 2024.

In view of Ms. Godrej's valuable contribution, skills, knowledge and diverse experience, and after considering the outcome of her performance evaluation and time commitment as an Independent Director, the Board, at its meeting held on May 13, 2026, on the recommendations of HR & Nomination Committee, has approved the re-appointment of Ms. Nisaba Godrej as an Independent Director not liable to retire by rotation, for a second term of five (5) years, effective from August 04, 2026 to August 03, 2031 (both days inclusive).

The profile of Ms. Godrej is as under:

"Nisaba Godrej is the Executive Chairperson of Godrej Consumer Products Limited. She has been a key architect of GCPL's strategy and transformation for almost two decades.

She sits on the board of Godrej Industries, Godrej Agrovet, Bharti Airtel, Mahindra and Mahindra and Indian School of Business. She has a BSc degree from The Wharton School at the University of Pennsylvania and an MBA from Harvard Business School.

Nisaba is passionate about education, the human mind, trekking and equestrian sports. She lives in Mumbai with her children Zoran and Aidan."

The above profile of Ms. Godrej along with details of her other directorships and full-time positions, is available on the Company's website at https://www.airtel.in/about-bharti/equity/corporate-governance.

The attendance of Ms. Godrej at the Board and Committee meetings (HR & Nomination Committee and ESG Committee) during current financial year and previous 3 financial years, is as follows:

Financial Year	Attendance at Board & Committee meetings		
	Total Meeting held during the tenure	Meeting Attended	% of attendance (approx.)
FY 2023-24	11	10	91%
FY 2024-25	11	10	91%
FY 2025-26	12	12	100%
FY 2026-27*	2	2	100%

** upto the date of this notice.*

Ms. Nisaba Godrej has confirmed her eligibility and has given her consent to be re-appointed as an Independent Director of the Company. The Company has received a declaration from her confirming that (i) she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); (ii) she is not disqualified from being appointed as a Director in terms of Section 164 of the Act; (iii) she is also not debarred from holding office of director pursuant to any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority; and (iv) she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

The Company has also received a notice under Section 160 of the Act from a member proposing the re-appointment of Ms. Godrej in the capacity of an Independent Director of the Company.

As a Non-executive Independent Director, Ms. Nisaba Godrej is entitled to the remuneration in the form of commission and sitting fee for attending Board & Committee meeting(s) which are governed by Company's Policy on Nomination, Remuneration and Board Diversity and approval of the Board and shareholders from time to time.

The draft letter of appointment of Independent Directors, setting out terms & conditions of their appointment, is available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of Notice up till the last date of remote e-voting i.e. August 02, 2026. The same is also available on the Company's website at https://www.airtel.in/about-bharti/equity/corporate-governance/policies. Members seeking to inspect such document can send an email to compliance.officer@bharti.in.

In the opinion of the Board, Ms. Nisaba Godrej continues to fulfil the conditions specified in the Act and SEBI Listing Regulations for re-appointment as an independent director and is independent of management of the Company. Further, considering her contribution, experience and time commitment, the Board believes that her continued association would be of immense benefit and value to the Company. Accordingly, the Board recommends the Special Resolution set out at item no. 8 of this Notice for approval of the Members.

The requisite details and information pursuant to Regulation 36(3) of SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are enclosed hereto.

Save and except Ms. Nisaba Godrej and her relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out at item no. 8 of this Notice.

Item nos. 9 & 10

A. Regulatory framework

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), material related party transactions ('RPTs') and subsequent material modifications thereto require prior approval of the shareholders of a listed entity.

Under the SEBI Listing Regulations, the materiality threshold for RPTs is determined based on the annual consolidated turnover of the listed entity as per its last audited financial statements. Based on the audited consolidated financial statements of Bharti Airtel Limited ('Company') for FY 2025-26, the applicable materiality threshold for the Company is ₹ 5,000 Crore ('RPT Materiality Threshold'). Accordingly, the RPTs exceeding the aforesaid RPT Materiality Threshold require prior approval of the shareholders in compliance with Regulation 23 of the SEBI Listing Regulations.

B. Background

Given the nature of telecommunication industry, the Company and its subsidiaries work closely with related parties (including group companies) to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Amongst the transactions that the Company and it various subsidiaries enter into with the related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) of the Company with Indus Towers Limited ('Indus Towers'), a subsidiary company and Dixon Electro Appliances Private Limited ('Dixon'), an associate company, may exceed the aforesaid RPT Materiality Threshold.

Members may note that the Company has been undertaking such inter-se transactions of similar nature with the said related parties in the past financial years also, in the ordinary course of business and on arms' length after obtaining requisite approvals (as applicable) from the Audit Committee, Board of Directors and shareholders of the Company. The maximum annual value of the proposed transactions is estimated on the basis of current transactions and future business projections. The details of actual transactions entered into by the Company with Indus Towers and Dixon during FY 2025-26, are given under Clause E of this Explanatory statement.

C. Proposal and details of transactions

The proposed RPTs, being operational and critical in nature, play a significant role in Company's business at a group level. Therefore, in order to secure continuity of operations, the Company is proposing to seek approval of the Members for the potential quantum of transactions with Indus Towers and Dixon, on the terms as stated hereinafter in this Notice.

D. Well-defined and structured Governance process for all Related Party Transactions

In line with Company's well-defined and structured governance process for RPTs, the transactions are undertaken after review and certification by leading independent global valuation/ accounting firms confirming that the proposed pricing mechanism for a particular transaction meets the arm's length criteria. In certain cases, the external valuers from the said leading Independent global valuation/ accounting firm(s) also present the valuation report to the Audit Committee. The Audit Committee considers the certifications of leading independent global valuation/ accounting firm and conducts a comprehensive review before granting approval to any RPT. The Audit Committee also obtains quarterly certificate from CEO and CFO confirming that the proposed RPTs are in the best interest of the Company.

It may be noted that such transactions are approved by only non-interested Independent Directors on the Audit Committee. In terms of "Company's Policy on Related Party Transactions", the Audit Committee of the Company reviews the details of all RPTs entered into by the Company during the previous quarter, pursuant to its approval.

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E. Details of the transactions as per SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of related party transactions" ('RPT Industry Standards'):

1) Details w.r.t. material Related Party Transactions with Indus Towers Limited, a subsidiary company:

(i) Basic details of the related party

S. No.	Particulars	Details
1	Name of the related party	Indus Towers Limited ('Indus Towers')
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Indus Towers is India's leading provider of passive telecom infrastructure and it deploys, owns and manages telecom towers and communication structures, for various mobile operators.

(ii) Relationship and ownership of the related party:

S. No.	Particulars	Details
1	Relationship between the listed entity and related party	Indus Towers is a subsidiary in which Company directly holds ~51.26% stake.

(iii) Details of previous transactions with the related party

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>The details of actual transactions entered into by the Company with Indus Towers during FY 2025-26, are as under:
<table>
<tr><th>Category/ Nature of transactions</th><th>Amount of transactions (₹ in Crore)</th></tr>
<tr><td>Availing of services</td><td>12,694</td></tr>
<tr><td>Reimbursements of expenses made or received</td><td>6,801</td></tr>
<tr><td>Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s)</td><td>234</td></tr>
<tr><td>Rendering of services</td><td>8</td></tr>
<tr><td>TOTAL</td><td>19,737</td></tr>
</table>
Notes:
(a) Above transactions were entered in the ordinary course of business and on arms' length terms after obtaining necessary prior approval of the Shareholders and Audit Committee of the Company.
(b) The total amount of transactions with Indus Towers as disclosed in the financial statements is ₹ 15,279 Crores. The difference is on account of Right of Use Assets and Lease Liabilities accounting in accordance with IND AS 116.
(c) Above figures include applicable GST.</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>Since this Notice of Annual General Meeting is approved by the Board of Directors in its meeting held on May 13, 2026, the Company is providing the details of the actual transactions entered into by the Company with Indus Towers during FY 2025-26 in sr. no. 1 of this table.</td></tr>
</table>

Sr. No.	Particulars	Details
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	None.

(iv) Amount of the proposed transaction(s)

Sr. No.	Particulars	Details
1	Amount of the proposed transactions being placed for approval in the meeting of the shareholders	Upto ₹ 26,000 Crore per annum.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT	Yes.
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	12.32% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2025-26.
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable.
5	Value of the proposed transactions as a percentage of the related party's annual turnover for the immediately preceding financial year, if available	80.02% of annual consolidated turnover of Indus Towers Limited for the financial year 2025-26.
6	Financial performance of the related party (standalone basis) for the immediately preceding financial year	**Category/ Nature of transactions** — **Amount for FY 2025-26 (₹ in Crore)** Turnover — 32,493 Profit after Tax — 7,135 Net-worth — 39,679 ***Note:*** *The financial results/ statements of Indus Towers for previous financial years, are available on the its website i.e. https://www.industowers.com/investor/result.*

(v) Basic details of the proposed transaction

Sr. No.	Particulars	Details
1	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	a) Availing of service(s) including passive infrastructure and/or related services required for active services viz. IBS, WiFi etc. and/ or services, including but not limited to, of project management or of provisioning, establishing, installation, operation and maintenance thereof; b) Rendering of service(s) including telecommunication services viz. landline, mobile, voice, data, leased line broadband facility, SIM charges and USB Dongles etc.; c) Reimbursement of expenses including energy expenses, towards availing/ providing for sharing/ usage of each other's employees, infrastructure, related owned/ third-party services and payment of taxes; d) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s) including passive infrastructure assets to meet the business objectives/ requirements; e) Selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and f) Transfer of resources, services or obligations to meet the business objectives/ requirements. The Company has an arrangement with Indus Towers governing the detailed terms and conditions under which the Company avails passive infrastructure and related services from Indus Towers. The arrangement prescribes material terms and conditions w.r.t. sharing of passive infrastructure at sites, provision for related operation and maintenance services, corresponding obligations of both the parties and service level schedules applicable with respect to the said obligations. The arrangement also prescribes the tower sharing process, site access, acquisition and deployment timelines, the service levels and uptime to be maintained, site electrification requirements, the governance process and applicable charges including standard charges, annual increment, premiums and additional charges determined basis the installed active equipment of the Company etc. The Members, at their 30th Annual General Meeting ('AGM') held on August 08, 2025, had approved the said related party transactions with Indus Towers during FY 2025-26 and FY 2026-27 upto the date of this 31st AGM such that the aggregate value of transactions does not exceed ₹ 25,000 Crore in a financial year. Hence, these transactions are now due for renewal at this AGM. Accordingly, the approval of the Members is now sought to enter/ continue to enter into related party transactions with Indus Towers during FY 2026-27 and FY 2027-28 such that the aggregate value of transactions does not exceed ₹ 26,000 Crore in a financial year. The said approval of Members shall be valid for a period commencing from the date of this 31st AGM upto the date of 32nd AGM to be held in calendar year 2027, subject to the maximum period of fifteen months.
2	Details of each type of the proposed transaction	Please refer to our response in sr. no. 1 of this table.
3	Tenure of the proposed transaction	Please refer to our response in sr. no. 1 of this table.
4	Whether omnibus approval is being sought?	Yes.
5	Value of the proposed transaction during a financial year (Estimated value of annual transactions for FY 2026-27 and FY 2027-28)	Upto ₹ 26,000 Crore per annum

Sr. No.	Particulars	Details
6	Reason/ Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The strategic advantages for the Company in transacting with Indus Towers/ justification as to why the transactions with Indus Towers are in the interest of the Company, are as follows: a) Indus Towers is one of the world's largest telecom tower companies, with a nationwide presence. Therefore, the Company remains in a better position with Indus Towers in terms of tower sharing process, site selection, speed and quality of acquisition and deployment, the service levels, uptime, site electrification requirements and the governance process etc. Availability of such synergies in the operational processes helps the Company in providing improved quality of services and maintaining consistent high service standards across the business. b) Network requires site infrastructure to be established for providing mobility & enterprise services. Sites planned in the network are defined so that they can provide best coverage & performance for services provided by the Company. As establishment of infrastructure is capital intensive, the contracts/ agreements with infrastructure partners are built for long term period. Therefore, to enable Company maintain continuity of services, experience & contractual obligations, the Company needs to continue to use such passive infrastructure established with Indus Towers on long-term basis. c) As the technology upgrades, the same infrastructure or site is leveraged for upgrading Company's network. Leveraging existing infrastructure gives the Company, the lowest cost for upgrade as well as enables to maintain the same site grid across all technologies for better user experience. d) The Company leverages the existing site infrastructure to provide B2B services (and connectivity to its Homes infrastructure as well), which helps the Company to optimize/ the cost of delivering those services from common infrastructure/ site. e) Indus Towers, being the subsidiary of the Company, pools and shares services of groupwide common infrastructure, assets and resources with the Company which drives operational synergy and optimization of common assets & resources for both, Indus Towers and the Company. f) The arrangement with Indus Towers brings environmental benefits like reduction in diesel consumption, conservation of resources, energy savings and reduced pollution etc., due to enhanced sharing, improved tenancy and world-class ESG practices adopted by Indus Towers.
7	Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	• Mr. Rajan Bharti Mittal, Non-executive Director of the Company is also a Non-executive Director of Indus Towers. • Mr. Rakesh Bharti Mittal (Brother of Mr. Rajan Bharti Mittal and Mr. Sunil Bharti Mittal, Chairman of the Company), is a Non-executive Director of Indus Towers. None of the Promoters, Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding and aforesaid common directorships as disclosed above.
8	A copy of the valuation or other external party report, if any	Please refer to our response in sr. no. 2 of Table (vi) below.
9	Other information relevant for decision making.	All relevant/ important information forms part of this Explanatory statement.

(vi) Other details

Sr. No.	Particulars	Details
1	Bidding or other process, if any, applied for choosing the party	The proposed transactions are based on the technical capabilities, operational expertise, infrastructure availability and industry standing of Indus Towers, which is one of the leading telecom infrastructure providers in India.
2	Basis of determination of price	All the proposed transactions shall be undertaken on the basis of review and certification by a leading independent global valuation firm confirming that the pricing mechanism for the proposed transaction(s) meets the arm's length criteria. The aforesaid certificate(s) issued by the independent firm certifying the relevant transactions, are available on the Company's website at https://www.airtel.in/about-bharti/equity/results/annual-results. The same can also be accessed through given QR Code. Further, the proposed transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are in the ordinary course of business of the Company.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify - Amount of Trade advance; Tenure; and Whether same is self-liquidating	None.

2. Details w.r.t. material Related Party Transactions with Dixon Electro Appliances Private Limited, an associate company:

i) Basic details of the related party

Sr. No.	Particulars	Details
1	Name of the related party	Dixon Electro Appliances Private Limited ('Dixon')
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Dixon is principally engaged in the business of manufacturing telecom and networking products.

ii) Relationship and ownership of the related party:

Sr. No.	Particulars	Details
1	Relationship between the listed entity and related party	Dixon is an associate company in which Company (through its subsidiary companies) holds ~47.59% stake.

iii) Details of previous transactions with the related party

Sr. No.	Particulars	Details
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	The details of actual transactions entered into by the Company with Dixon during FY 2025-26, are as under: **Category/ Nature of transactions** — **Amount of transactions (₹ in Crore)** Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s), including self-liquidating advance — 3,095.0 Rendering of services — 0.1 TOTAL — 3095.1 ***Notes:*** *(a) Above transactions were entered in the ordinary course of business and on arms' length terms after obtaining necessary prior approval of the Shareholders and Audit Committee of the Company.* *(b) Above figures include applicable GST.* *(c) The above value of actual transactions with Dixon during FY 2025-26, reflects the revised materiality threshold prescribed under the SEBI Listing Regulations, which was increased from ₹ 1,000 Crore to ₹ 5,000 Crore during the year.*
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Since this Notice of Annual General Meeting is approved by the Board of Directors in its meeting held on May 13, 2026, the Company is providing the details of the actual transactions entered into by the Company with Dixon during FY 2025-26 in sr. no. 1 of this table.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	None

(iv) Amount of the proposed transaction(s)

Sr. No.	Particulars	Details
1	Amount of the proposed transactions being placed for approval in the meeting of the shareholders	Upto ₹ 6,500 Crore per annum.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT	Yes.
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	3.08% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2025-26.

Sr. No.	Particulars	Details
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable, being a transaction in which Company is a party.
5	Value of the proposed transactions as a percentage of the related party's annual turnover for the immediately preceding financial year, if available	114.77% of annual standalone turnover of Dixon Electro Appliances Private Limited for the financial year 2025-26.
6	Financial performance of the related party (standalone basis) for the immediately preceding financial year	

Category/ Nature of transactions	Amount for FY 2025-26 (₹ in Crore)
Turnover	5,663
Profit after Tax	161
Net-worth	276

(v) Basic details of the proposed transaction

Sr. No.	Particulars	Details
1	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	(a) Purchase/ sale/ exchange/ transfer/ refurbishment / lease of property, business asset(s) and/ or equipment, including but not limited to telecom and networking products such as Gigabyte Passive Optical Network (GPON), Optical Network Terminal (ONT), Fixed Wireless Access (FWA), IPTV boxes, modems, routers, Access Points, etc., to meet the business objectives/ requirements; (b) Rendering of service(s) including telecommunication service and incidental services viz. landline, mobile, voice, VAS, SMS, data, leased line, broadband facility, SIM charges, USB Dongles etc. and availing of service(s) including product maintenance services; and (c) Reimbursement of expenses and transfer of resources, services or obligations to meet the business objectives/ requirements. The Members, at their 30th Annual General Meeting ('AGM') held on August 08, 2025, had approved the said related party transactions with Dixon during FY 2025-26, such that the aggregate value of transactions does not exceed ₹ 2,500 Crore (basis then applicable materiality threshold) in the financial year. The approval of the Members is now sought to enter/ continue to enter into related party transactions with Dixon during FY 2026-27, such that the aggregate value of transactions does not exceed ₹ 6,500 Crore in the financial year.
2	Details of each type of the proposed transaction	Please refer to our response in sr. no. 1 of this table.
3	Tenure of the proposed transaction	Please refer to our response in sr. no. 1 of this table.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year (Estimated value of annual transactions for FY 2026-27)	Upto ₹ 6,500 Crore per annum.

Sr. No.	Particulars	Details
6	Reason/ Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The strategic advantages for the Company in transacting with Dixon/ justification as to why the transactions with Dixon are in the interest of the Company, are as follows: (a) Dixon is one of the largest EMS (Electronic Manufacturing Services) company in India, engaged in the manufacturing of telecom and network products. (b) The transactions with Dixon enable indigenisation initiatives within Company's own ecosystem of telecom products in line with the Government's policy of 'Make in India' and add distribution and service capabilities (including system integration) largely for the enterprise business. Dixon is eligible to receive incentive under production linked incentive (PLI) scheme to encourage the manufacturing of telecom and networking products in India. (c) With Dixon (being an associate company of Airtel), the Company remains in a better position to ensure consistency and assurance of supply and effective pricing of the critical telecom equipment, thereby driving operational synergies and building a resilient value chain. (d) With Airtel's extensive experience in the telecom domain and Dixon's large-scale manufacturing of electronic goods, the arrangement enables pooling of each other's strengths to develop and manufacture world-class networking and telecom products in this era of digital connectivity.
7	Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the Promoters, Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.
8	A copy of the valuation or other external party report, if any	Please refer to our response in sr. no. 2 of Table (vi) below.
9	Other information relevant for decision making.	All relevant/ important information forms part of this Explanatory statement.

(vi) Other details

Sr. No.	Particulars	Details
1	Bidding or other process, if any, applied for choosing the party	The proposed transactions are based on the technical capabilities, manufacturing expertise, production capacity and industry standing of Dixon, which is one of the leading electronics manufacturing services providers in India.
2	Basis of determination of price	All the proposed transactions shall be undertaken on the basis of review and certification by a leading independent global valuation firm confirming that the pricing mechanism for the proposed transaction(s) meets the arm's length criteria. The aforesaid certificate(s) issued by the independent firm certifying the relevant transactions, are available on the Company's website at https://www.airtel.in/about-bharti/equity/results/annual-results. The same can also be accessed through given QR Code. Further, the proposed transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are in the ordinary course of business of the Company.

Sr. No.	Particulars	Details
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify - Amount of Trade advance; Tenure; and whether same is self-liquidating	Amount of trade advance in FY 2026-27: Upto ₹ 1,000 Cr Tenure: Upto 365 Days Self-liquidating: Yes

Members may note that the said Related Party Transactions, placed for Members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length. The transactions shall also be reviewed/ monitored on periodic basis by the Audit Committee of the Company in terms of the applicable provisions of SEBI Listing Regulations and relevant circular(s) made thereunder and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in these transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of SEBI Listing Regulations.

The Board of Directors of the Company, at its meeting held on May 13, 2026, on the approval and recommendation of the Audit Committee and subject to approval of the Members, approved the proposed Related Party Transactions with Indus Towers and Dixon, such that the maximum value of the transactions with a related party in any financial year does not exceed the amounts as proposed aforesaid in the respective resolutions. Further, the Audit Committee, while approving the proposed transactions, has reviewed the certificate(s) provided by the Managing Director & CEO (Airtel India) and Chief Financial Officer of the Company, in compliance of the RPT Industry Standards.

Pursuant to Regulation 23 of SEBI Listing Regulations, Members may also note that no related party of the Company shall vote to approve the item nos. 9 and 10, whether the entity is a related party to the particular transaction or not.

None of the Promoters, Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolutions except to the extent of their shareholding and common directorships, if any, as disclosed in this explanatory statement. Further, the proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and shall be in the best interest of the Company and its shareholders.

The Board accordingly recommends the resolutions set forth at item nos. 9 and 10, for approval of the Members as Ordinary Resolutions.

Registered Office:
Airtel Center, Plot No. 16
Udyog Vihar, Phase IV,
Gurugram, Haryana - 122015, India
CIN: L74899HR1995PLC095967
Email: compliance.officer@bharti.in

Date: May 13, 2026
Place: Gurugram

By order of the Board
For **Bharti Airtel Limited**

Rohit Krishan Puri
Company Secretary & Compliance Officer
Membership No.: 19779
Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road
Vasant Kunj, Phase II, New Delhi - 110 070, India

ADDITIONAL INFORMATION OF DIRECTORS BEING RE-APPOINTED AT THIS AGM, PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, APPLICABLE PROVISIONS OF COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2, AS ON THE DATE OF THIS NOTICE

Particulars	Details			
Name	**Mr. Sunil Bharti Mittal**	**Mr. Gopal Vittal**	**Mr. Tao Yih Arthur Lang**	**Ms. Nisaba Godrej**
DIN	00042491	02291778	07798156	00591503
Date of Birth	October 23, 1957	June 18, 1966	January 6, 1972	February 12, 1978
Age (in years)	68 years	59 years	54 years	48 years
Original date of appointment	July 07, 1995	February 01, 2013	October 27, 2020	August 04, 2021
Qualifications	• Graduated from Panjab University • Alumnus of Harvard Business School	• Graduation from Madras Christian College • Master of Business Administration from Indian Institute of Management, Kolkata	• Master of Business Administration, Harvard University • Bachelor of Arts in Economics (Magna cum Laude), Harvard University	• Bachelor of Science, The Wharton School, Pennsylvania • Master of Business Administration, Harvard Business School
Experience and expertise in specific functional area	• Strategic Leadership and Management • Financial and Risk Management • Industry and Sector Experience • Global Business/ International • Business • Technology • Public Policy • Governance • Sustainability and ESG	• Strategic Leadership and Management • Financial and Risk Management • Industry and Sector Experience • Global Business/ International Business • Technology • Public Policy • Governance • Sustainability and ESG	• Strategic Leadership and Management • Financial and Risk Management • Industry and Sector Experience • Global Business/ International Business • Technology • Governance • Sustainability and ESG	• Strategic Leadership and Management • Financial and Risk Management • Industry and Sector Experience • Global Business/ International Business • Public Policy • Governance • Sustainability and ESG
Shareholding in Bharti Airtel Limited including shareholding as a beneficial owner	None	1,184,348 equity shares	None	None
Terms & conditions of appointment and remuneration	As per Company's Policy on Nomination, Remuneration and Board Diversity available on the Company's website and can be accessed by clicking here.			
No. of Board Meetings attended during FY 2025-26	5 out of 5 (100% attendance)	5 out of 5 (100% attendance)	4 out of 5 (80% attendance)	5 out of 5 (100% attendance)
Remuneration drawn for FY 2025-26	Please refer to the relevant details provided under Corporate Governance Report forming part of the Integrated Annual Report for FY 2025-26.			
Relationship with other Directors/ KMPs	Brother of Mr. Rajan Bharti Mittal, Non-executive Director	None	None	None
Directorships held in other Indian companies including equity listed companies	• Bharti Telecom Limited • Airtel Payments Bank Limited • Bharti Enterprises (Holding) Private Limited • Bharti Overseas Private Limited • Bharti SBM Trustees II Private Limited • Bharti (Satya) Trustees Private Limited • Bharti (SBM) Resources Private Limited • Bharti (SBM) Services Private Limited • Bharti (SBM) Trustees Private Limited • Bharti SBM Trustees S1 Private Limited • Bharti SBM Trustees S2 Private Limited • Bharti SBM Trustees D1 Private Limited • Satya Bharti Foundation (Section 8 Company)	• Airtel Payments Bank Limited • Satya Bharti Foundation (Section 8 Company	• Bharti Telecom Limited	• Godrej Consumer Products Limited (Listed Company) • Godrej Agrovet Limited (Listed Company) • Godrej Industries Limited (Listed Company) • Mahindra & Mahindra Limited (Listed Company) • Godrej Seeds & Genetics Limited • Indian School of Business (Section 8 Company)

Particulars	Details			
Name	**Mr. Sunil Bharti Mittal**	**Mr. Gopal Vittal**	**Mr. Tao Yih Arthur Lang**	**Ms. Nisaba Godrej**
Membership/ Chairmanship of Board committees in Indian Companies	None	**Bharti Airtel Limited** • Stakeholders' Relationship Committee - Member • Corporate Social Responsibility Committee - Member • Committee of Directors - Member	**Bharti Telecom Limited** • Audit Committee - Member • Stakeholders' Relationship Committee - Member • Group Risk Management Committee - Member • Asset Liability Committee - Member • Committee of Directors - Member	**Bharti Airtel Limited** • HR & Nomination Committee - Member • Environmental, Social & Governance Committee - Chairperson **Godrej Consumer Products Limited** • ESG Committee - Chairperson • Corporate Social Responsibility Committee - Member • Risk Management Committee - Member • Management Committee - Chairperson **Godrej Agrovet Limited** • Nomination & Remuneration Committee - Member • Managing Committee - Member **Godrej Seeds and Genetics Limited** • Audit Committee - Member • Nomination & Remuneration Committee - Member • Stakeholders' Relationship Committee - Member • Corporate Social Responsibility Committee - Member • Management Committee - Member **Mahindra & Mahindra Limited** • Governance Nomination & Remuneration Committee - Member • Stakeholders' Relationship Committee - Member
Equity listed entities (in India) from which the person has resigned as director in past 3 years	None	Indus Towers Limited	None	V I P Industries Limited

Profiles of the above Directors are available on the Company's website at https://www.airtel.in/about-bharti/equity/corporate-governance.