



## 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](mailto:compliance.officer@bharti.in) | **Website:** [www.airtel.in](http://www.airtel.in)

## Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting ('EGM') of the Members of Bharti Airtel Limited (the 'Company' or 'Bharti Airtel' or 'Airtel') will be held on **Friday, June 12, 2026 at 3:00 P.M. (IST) through Video Conferencing ('VC')** to transact the following special business:

### Issuance of equity shares of the Company on preferential basis

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

"Resolved that pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the '**Act**'), in accordance with the provisions of the Memorandum and Articles of Association of Bharti Airtel Limited ('**Bharti Airtel**' or '**Company**'), the regulations issued by the Securities and Exchange Board of India ('**SEBI**'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the '**SEBI Listing Regulations**'), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the '**SEBI ICDR Regulations**'), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ('**FEMA**'), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ('**FDI Policy**') and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ('**GOI**'), the Ministry of Finance (Department of Economic Affairs) ('**MoF**'), the Department for Promotion of Industry and Internal Trade ('**DPIIT**'), Ministry of Corporate

Affairs ('**MCA**'), the Reserve Bank of India ('**RBI**'), the BSE Limited, the National Stock Exchange of India Limited (collectively the '**Stock Exchanges**'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the GOI and subject to such other approvals, permissions, sanctions and consents, as may be required, including the approval of RBI and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as '**Board**' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members be and is hereby accorded to the Company to create, offer, issue and allot up to 146,761,335 (One Hundred Forty Six Million Seven Hundred Sixty One Thousand Three Hundred Thirty Five) equity shares, on a preferential basis to Indian Continent Investment Limited ('**ICIL**'), (an entity established under the laws of Mauritius having its principal office at 38, Royal Street, Port Louis, Mauritius), promoter group entity of the Company at a price of ₹1,923 (Rupees One Thousand Nine Hundred and Twenty Three only) per equity share of the face value of ₹5 (Rupees Five only) each fully paid-up of the Company (including a premium of ₹1,918 per equity share), being the price not less than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations ('**Floor Price**') as on the Relevant Date (i.e., Wednesday, May 13, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting) determined in accordance with applicable law and after consideration of the valuation report dated May 13, 2026 issued by Ernst & Young Merchant Banking Services LLP an Independent Registered Valuer (the '**Valuation Report**'), under the applicable provisions including SEBI ICDR Regulations and Act (as applicable), against swap of upto 16.31% shareholding [i.e. upto 595,204,251 (Five Ninety Five Million Two Hundred Four Thousand Two Hundred

Fifty One) equity shares of USD 0.50 (Fifty cents only) each fully paid-up] (the 'Swap Shares') held by ICIL, in Airtel Africa plc ('Airtel Africa'), an overseas listed subsidiary of the Company, at a price of ₹474.16 (Rupees Four Hundred Seventy Four and Paise Sixteen only), equivalent to GBP 3.659 (Three Pounds and Six Hundred Fifty Nine Thousandths of a Pound only) per share, aggregating to a total consideration of ₹282.22 Billion.

Resolved further that the equity shares of the Company being offered, issued and allotted to ICIL by way of a Preferential Issue/ allotment shall, *inter-alia*, be subject to the following:

- i) The equity shares shall be issued and allotted by the Company to ICIL in de-materialized form within the time prescribed under the applicable laws;
- ii) The equity shares to be offered, issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights, if any;
- iii) The 'Relevant Date' for the offer, issue and allotment of the equity shares by way of a Preferential Issue, as per the SEBI ICDR Regulations, for determination of minimum price for the issue of said equity shares is Wednesday, May 13, 2026 being the date 30 (Thirty) days prior to the date of this Extraordinary General Meeting;
- iv) The equity shares to be offered, issued and allotted and pre-preferential allotment shareholding of ICIL shall be subject to lock-in as provided under the applicable provisions of SEBI ICDR Regulations;
- v) The equity shares so offered, issued and allotted will be listed on BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be; and
- vi) The equity shares so offered, issued and allotted to ICIL, shall be issued by the Company, for

consideration other than cash by way of acquisition of the Swap Shares of Airtel Africa by the Company from ICIL. No cash consideration will be paid by ICIL for the issuance of abovementioned equity shares by the Company and the equity shares of the Company shall be issued as consideration for acquisition of Swap Shares.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to ICIL, effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA, RBI and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

Resolved further that the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company (including for appointment of agencies, intermediaries and advisors for the proposed transaction) and to represent the Company before any government or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

**Registered Office:**

Airtel Center, Plot No. 16,  
Udyog Vihar, Phase IV,  
Gurugram, Haryana - 122015, India  
**CIN:** L74899HR1995PLC095967  
**Email:** [compliance.officer@bharti.in](mailto: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 Standards-2 on General Meetings issued by Institute of Company Secretaries of India, setting out the material facts and reasons in respect of the matter proposed under this Notice of Extraordinary 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 Extraordinary General Meeting ('EGM') of the Company is being held through Video Conferencing ('VC'). The facility for joining the EGM shall open 15 minutes before the time scheduled for EGM. Members attending the EGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Since the EGM is being held through VC, physical attendance of the Members is not required in terms of 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 EGM venue is also not required. Further, the deemed venue for this EGM shall be the Registered Office of the Company.

### Dispatch of Notice

4. In terms of the Circulars and other applicable laws, the Notice is 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, May 15, 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 link and a QR code of the Company's website to access the Notice 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 and other relevant documents, will be available on the website of the Company (<https://www.airtel.in/about-bharti/equity/support-and-communication/shareholders-communication>), 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](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)), in compliance with the Circulars. The aforesaid documents can also be accessed by scanning the given QR. 

### E-voting and participation in the EGM 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 EGM to its members in respect of the business to be transacted at the EGM.
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:

<b>Commencement of remote e-voting</b>	From 9.00 A.M. (IST) on Monday, June 08, 2026
<b>End of remote e-voting</b>	Upto 5.00 P.M. (IST) on Thursday, June 11, 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 Friday, June 05, 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 the 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 EGM. 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. June 05, 2026 may obtain the login ID and password for e-voting by sending a request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). In case of individual shareholders holding securities in demat mode, he/ she may follow steps mentioned in Note no. 20(l) of this Notice.
12. The Company is also providing VC facility to its members for joining/ participating at the EGM.
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 EGM.
14. The members attending the EGM who have not cast their vote by remote e-voting, shall be entitled to vote through e-voting at the EGM. However, the members can opt for only one mode of voting i.e. either remote e-voting or e-voting at the EGM. The members who have cast their vote by remote e-voting may also attend the EGM but will not be able to vote again at the EGM.
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 EGM. Members who would like to express their views or ask questions during the EGM 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](mailto:compliance.officer@bharti.in) or by logging on to <https://emeetings.kfintech.com/> during the period from Friday, June 05, 2026 to Monday, June 08, 2026. Only those members who have pre-registered themselves as Speaker will be allowed to express their views or ask questions at the EGM.
17. Members can submit their questions in advance with regard to the matter proposed at the EGM by sending an e-mail to the Company at [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in) mentioning their name, demat account/ folio number etc. on or before Monday, June 08, 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 EGM.
18. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at <https://www.airtel.in/about-bharti/equity/support-and-communication/shareholders-communication>.
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 ('DPs') 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 EGM:

**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	<p><b>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'.</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>To register, click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select 'Register Online for IDeAS' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Proceed with completing the required fields and follow steps given in point no.1 above.</li> </ol> <p><b>3. Accessing the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>Click on the icon 'Login' which is available under 'Shareholder/ Member/ Creditor' section.</li> <li>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.</li> <li>On successful authentication, member will be requested to select the name of the Company and the ESP's name, i.e. KFin.</li> <li>On successful selection, member will be re-directed to the e-voting page of KFin for casting their vote during the e-voting period.</li> </ol>
Individual members holding shares of the Company in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi/ Easiest:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on 'Login to - My Easi' (under Quick Links).</li> <li>Login with registered User ID and password.</li> <li>The member will see the e-voting menu. The menu will have links of ESP i.e. KFin e-voting portal.</li> <li>Click on ESP's name (i.e. KFin) to cast the vote.</li> </ol> <p><b>2. Users not registered for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a>.</li> <li>Proceed with completing the required fields and follow the steps given in point no.1 above.</li> </ol>

Type of member	Login method
	<p><b>3. Accessing the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>.</li> <li>Provide the demat account number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile and email as registered in the demat account.</li> <li>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.</li> </ol>
Individual members holding shares of the Company in demat mode - Login through their demat account/ website of respective Depository Participants ('DPs')	<ol style="list-style-type: none"> <li>Member can also login using the login credentials of the demat account maintained with DPs registered with NSDL/ CDSL for e-voting facility.</li> <li>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.</li> <li>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.</li> </ol>

*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	<p><b>Email:</b> <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a></p> <p><b>Toll free no:</b> 1800 1020 990 and 1800 2244 30</p>
Shares held with CDSL	<p><b>Email:</b> <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a></p> <p><b>Contact no:</b> 022-23058738 or 022-23058542/43</p>

**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	<p>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:</p> <ol style="list-style-type: none"> <li>Launch internet browser and go to <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>.</li> <li>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.</li> <li>After entering these details appropriately, click on "Login".</li> <li>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.</li> <li>Thereafter, the member will need to login again with the new password.</li> </ol>

Type of member	Login Method
	<p>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. 9720 for fully-paid equity shares and 9721 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.</p> <p>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.</p> <p>h. Members holding multiple folios/ demat accounts shall complete the voting process separately for each folio/ demat accounts.</p> <p>i. The member may then cast the vote by selecting an appropriate option and click on "Submit".</p> <p>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.</p>
<p><b>Members whose email IDs are not registered with the Company/ RTA/ DP</b></p>	<p>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.</p>

### Procedure for joining the EGM via VC

- A. Members who are entitled to attend the EGM can participate by logging 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 EGM through Desktop/ Laptop/ Smartphone/ Tablet to avoid any disturbance/ glitches during the meeting.
- B. Members attending the EGM who have not cast their vote by remote e-voting, shall be entitled to vote at EGM 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 EGM

- 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 EGM 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 EGM. 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](mailto:support@corp-nexus.com) with a copy marked to [evoting@kfintech.com](mailto: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 member will have to enter Folio no or DP ID Client ID and PAN 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 EGM, 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](mailto: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, 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](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](mailto: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 has 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 EGM 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 EGM, 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 EGM 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/support-and-communication/shareholders-communication>) 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 EGM i.e. Friday, June 12, 2026.

#### Miscellaneous Information

25. All documents referred to in this Notice are 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 this Notice up to the date of the EGM i.e. Friday, June 12, 2026. Such documents shall also be available for electronic inspection during the aforesaid period. Members seeking to inspect the document(s) may send an email to the Company at [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).

26. 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, as per Section 124 of the Act read with the IEPF Rules, the shares on which dividend remains unclaimed for seven consecutive years or more, are required to be transferred to IEPF.

Members may visit the Company's website at <https://www.airtel.in/about-bharti/equity/shares/unpaid-dividend> for tracking details of any unclaimed amounts/ shares transferred/ to be transferred to IEPF. The members whose equity shares/ unclaimed dividend are transferred to the IEPF can request the Company/ RTA as per the prescribed provisions for claiming the shares/ dividend out of the IEPF. In case of any query with respect to process of IEPF claims, members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

27. Pursuant to SEBI Circular no. HO/38/13/11 (2)2026-MIRSD-POD/1/3750/2026 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 01, 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 available at [https://www.sebi.gov.in/legal/circulars/jan-2026/ease-of-doing-investment-special-window-for-transfer-and-dematerialisation-of-physical-securities\\_99411.html](https://www.sebi.gov.in/legal/circulars/jan-2026/ease-of-doing-investment-special-window-for-transfer-and-dematerialisation-of-physical-securities_99411.html).
28. SEBI, vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, 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, 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](mailto: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.

29. In terms of SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 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.
30. 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 (<https://smartodr.in/login>).

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

### Background

The Board of Directors ('Board') of Bharti Airtel Limited ('Bharti Airtel' or 'Company'), at its meeting held on May 13, 2026, approved a composite transaction comprising issuance and allotment of upto 146,761,335 fully paid-up equity shares of the Company to Indian Continent Investment Limited ('ICIL'), a promoter group entity of the Company, on a preferential basis ('Preferential Issue'), against swap of upto 16.31% shareholding [i.e. upto 595,204,251 equity shares of USD 0.50 (Fifty cents) each fully paid-up] (the 'Swap Shares') held by Indian Continent Investment Limited, in Airtel Africa plc ('Airtel Africa'), an overseas listed subsidiary of the Company, in compliance with the applicable provisions of the Companies Act, 2013 ('Act'), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and other relevant statutory and regulatory requirements. The composite transaction is subject to the approval of the members of the Company and such other regulatory approvals, as may be required.

Airtel Africa is a strategic subsidiary of the Company. It is a leading provider of telecommunications and mobile money services, with operations in 14 countries in sub-Saharan Africa. It made its debut on London Stock Exchange in 2019 and rapidly joined coveted FTSE 100 index in January, 2022. Today, being well settled in its rhythm, it is regarded as a major quality asset for the Company with high-growth potential, contributing a sizeable ~27% of the Company's FY'26 consolidated revenues. Airtel Africa is now amongst the top 50 FTSE Companies, underscoring the growing investor confidence through sustainable value-creation.

Bharti Airtel presently holds 62.73% in Airtel Africa through its wholly owned subsidiary, Airtel Africa Mauritius Limited. Indian Continent Investment Limited holds 16.31% of Airtel Africa. The balance 20.96% shareholding of Airtel Africa is held by other investors/ public.

The proposed composite transaction as approved by the Board, is a cashless share-swap in which Indian Continent Investment Limited will be allotted shares of Bharti Airtel on a preferential basis in lieu of its shareholding of 16.31% held in Airtel Africa. This will result in consolidation of Airtel Africa stake under a single parent, with Bharti Airtel's effective stake in Airtel Africa going upto 79%.

### Rationale of the transaction

#### (a) Consolidation of stake in a strategic subsidiary

Being Group's pre-eminent growth engine, Airtel Africa is expected to demonstrate a robust growth outlook, supported by favourable demographic trends, expanding data demand and increasing adoption of digital financial services. It is expected to contribute a significantly greater portion to Company's consolidated revenues. For FY'26, its revenues have grown by 29.5%, Underlying EBITDA<sup>1</sup> by 37.2% and Profit after Tax by 147.4%. The detailed results and performance of Airtel Africa can be accessed at: <https://www.airtel.africa/results-and-presentations>.

#### (b) Benefits of synergy & operational familiarity

While Airtel Africa operates as a fully independent entity as per UK Regulations, there is robust engagement to ensure that it gets the benefits of guidance, synergy, scale and entrepreneurship of the parent. Bharti Airtel has been providing an oversight from over 15 years on this asset and is currently integrating it more closely with the best practices of Airtel India.

Accordingly, it makes eminent sense for the Company to own more of a business it already knows well and actively supports and expects to contribute meaningfully towards Company's long-term growth vision.

#### (c) Long term shareholder value

The Company will have a higher attribution of the growing profit pool from Africa operations. The transaction is accretive to EPS of Bharti Airtel immediately upon acquisition, potentially enhancing long-term shareholder value over time.

There has consistently been a mid-to-high single-digit annual growth in the dividend from Airtel Africa on account of strong cash flow generation and robust capital structure.

The planned IPO of Airtel Mobile Commerce B.V. (Airtel Money), a key subsidiary of Airtel Africa, has an opportunity for a significant value unlocking and upside in near future.

<sup>1</sup>Underlying EBITDA<sup>1</sup> adjusts for an operating exceptional item recognised in the prior period.

**(d) Simplification of shareholding structure**

The transaction simplifies the Group shareholding structure and enhances overall transparency, governance and structural efficiency.

**(e) Financial Discipline**

The proposed transaction reflects financial discipline as it enables the Company to increase its economic interest in a strategically important and established business through a cashless structure, without incremental leverage or cash outflow. This will enable the Company to preserve cash for its core operations, expansion and growth opportunities and maintain its dividend- paying capacity.

**(f) Greater alignment with shareholder interests**

The preferential issuance will result into an increased promoter shareholding in Bharti Airtel, which signifies promoters’ continued confidence in Company’s performance and outlook, and strengthens alignment with the interest of public shareholders. Post completion of the transaction, aggregate shareholding of promoter group will increase from 48.87% to 50.07%.

**Salient features**

**(a) Transaction is cashless and leverage-neutral**

Being an all-stock swap deal, the transaction does not involve outflow of funds and is leverage neutral.

**(b) Valuation and transparency**

The share swap ratio has been determined after considering the internationally accepted valuation methodologies and applicable regulatory requirements, ensuring fairness and transparency to all shareholders.

**(c) Public shareholding**

The proposed transaction results in insignificant dilution in public shareholding of Bharti Airtel.

**(d) Acquisition of large block of equity with market-determined price discovery**

The proposed structure provides the Company with an opportunity to acquire a significant additional stake in Airtel Africa in a transparent and value-accretive manner. Since both companies are listed, this is highly transparent transaction with market-determined price discovery on both ends.

The Board recognized that the transaction is in line with the objective of consolidating/ strengthening shareholding in a strategic subsidiary. Apart from being cash-less and leverage neutral, the transaction is accretive to EPS of Bharti Airtel with additional earnings outweighing the dilution. Additionally, for the purpose of this swap transaction, the shares of Bharti Airtel are proposed to be issued at a premium and the corresponding shares of Airtel Africa are being acquired at a discount.

Overall, this is a balanced outcome, enabling alignment of group holdings, enhances governance oversight at group level, and achieves consolidation of stake in Airtel Africa, while maintaining transparency, financial discipline and adherence to applicable legal and regulatory frameworks.

**Summary of the proposed transaction**

<b>Nature of the transaction</b>	Cashless Share Swap
<b>Parties to the transaction</b>	Bharti Airtel and Indian Continent Investment Limited
<b>Transaction structure/ mode</b>	Preferential Issuance of equity shares of Bharti Airtel to Indian Continent Investment Limited against swap of shares held by it in Airtel Africa.
<b>Airtel Africa % stake (nos. of shares) proposed to be transferred by ICIL to Bharti Airtel</b>	Upto 16.31% (595,204,251 shares)
<b>Shares of Bharti Airtel proposed to be issued to ICIL</b>	Upto 146,761,335 shares

<b>Overall transaction value</b>	₹282.22 Bn.		
<b>Cash outflow/ incremental debt</b>	Nil		
<b>Valuation/ Swap ratio and pricing</b>	<b>Particulars</b>	<b>Fair value as per valuation report (per share in ₹)</b>	<b>Transaction price approved by Board (per share in ₹)</b>
	Bharti Airtel	1904.4	1923.0
	Airtel Africa	482.0	474.16
		Swap ratio: 0.253	Swap ratio: 0.247
<b>Registered Valuer</b>	Ernst & Young Merchant Banking Services LLP		
<b>Pre &amp; post shareholding structure of Airtel Africa</b>	<b>Shareholder</b>	<b>% stake*</b>	
		<b>Pre</b>	<b>Post</b>
	Bharti Airtel	62.73%	79.04%
	Indian Continent Investment Limited	16.31%	0.00%
<b>Pre &amp; post shareholding structure of Bharti Airtel</b>	<b>Particulars</b>	<b>% stake*</b>	
		<b>Pre</b>	<b>Post</b>
	Promoter shareholding	48.87%	50.07%
	Public shareholding	51.13%	49.93%

*\*Note: The % stake has been calculated considering the full acquisition of Swap Shares and the full allotment of shares by the Company.*

### Additional disclosures

The additional details as required in accordance with the provisions of the Act, SEBI ICDR Regulations and other applicable regulations/ laws in relation thereto, are as under:

#### 1. Objects of the Preferential Issue:

As detailed above in "Rationale of the transaction".

#### 2. Particulars of the offer including date of passing of the board resolution, kind of securities offered, maximum number of securities to be issued, the issue price and material terms:

The Board of Directors of the Company, at its meeting held on May 13, 2026, has approved the issuance of upto 146,761,335 equity shares of the face value of ₹5 each fully paid-up, on a preferential basis to Indian Continent Investment Limited at a price of ₹1,923 per equity share including a premium of ₹1,918 per equity share, against swap of shares held by it in Airtel Africa, at a price of GBP 3.659 per share (equivalent ₹474.16 per share).

The shares of the Company to be issued to Indian Continent Investment Limited, shall be fully paid-up and listed on the Stock Exchanges and rank pari passu with the existing equity shares of the Company in all aspects from the date of allotment, in accordance with the applicable laws, and shall be subject to the requirements of all applicable laws and to the provisions of the memorandum of association and articles of association of the Company.

#### 3. Relevant Date with reference to which price has been arrived at:

The Board has approved Wednesday, May 13, 2026 i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting, as the 'Relevant Date' for determination of floor price in terms of SEBI ICDR Regulations.

#### 4. Basis on which the price has been arrived at:

The equity shares of Company are listed and frequently traded on the BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') in accordance with SEBI ICDR Regulations. For computation of the floor price under SEBI ICDR Regulations, NSE is the Stock Exchange that has higher trading volume during the preceding 90 days prior to the Relevant Date has been considered.

In terms of Regulation 164 of the SEBI ICDR Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

- a) 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date; or
- b) 10 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date.

The floor price as computed under Regulation 164 of SEBI ICDR Regulations is ₹1,896.60 per share. The said floor price has been certified by CL & Associates, Company Secretaries, a Practising Company Secretary Firm vide its certificate dt. May 13, 2026, in compliance of the applicable laws.

The swap ratio, in terms of applicable laws, has been determined by the Board after considering the valuation report of Ernst & Young Merchant Banking Services LLP ('EY'), a leading global accounting firm, and future value unlocking potential. The valuation report issued by EY is available on the Company' website at <https://www.airtel.in/about-bharti/equity/support-and-communication/shareholders-communication>.

**5. Amount which the Company intends to raise by way of such securities/ size of the issue:**

Not applicable, as the shares are being issued for consideration other than cash.

**6. Shareholding pattern of the Company before and after the Preferential Issue:**

The Shareholding pattern giving the present position considering full allotment of shares issued on the preferential basis, as per the proposed resolution, is given below:

Category	Pre-Preferential Issue Shareholding		Preferential Issue	Post-Preferential Issue Shareholding	
	No. of shares held	% of shares	No. of shares proposed to be issued	No. of shares held	% of shares
<b>(A) Promoter and Promoter Group</b>					
<b>(1) Indian</b>					
(a) Individuals/ Hindu undivided Family	0	0.00	-	0	0.00
(b) Central Government/ State Government(s)	0	0.00	-	0	0.00
(c) Financial Institution/ Banks	0	0.00	-	0	0.00
(d) Any other - Bodies Corporate	2,466,133,527	40.47	-	2,466,133,527	39.51
<b>Subtotal (A)(1)</b>	<b>2,466,133,527</b>	<b>40.47</b>	<b>-</b>	<b>2,466,133,527</b>	<b>39.51</b>
<b>(2) Foreign</b>					
(a) Individuals (Non-resident Individuals/ Foreign Individuals)	0	0.00	-	0	0.00
(b) Government	0	0.00	-	0	0.00
(c) Institutions	0	0.00	-	0	0.00
(d) Foreign Portfolio Investors	0	0.00	-	0	0.00
(e) Any other - Bodies Corporate	512,196,004	8.40	146,761,335	658,957,339	10.56
<b>Subtotal (A)(2)</b>	<b>512,196,004</b>	<b>8.40</b>	<b>146,761,335</b>	<b>658,957,339</b>	<b>10.56</b>
<b>Total Shareholding of Promoter and Promoter Group</b>	<b>2,978,329,531</b>	<b>48.87</b>	<b>146,761,335</b>	<b>3,125,090,866</b>	<b>50.07</b>
<b>(A)=(A)(1)+(A)(2)</b>					
<b>(B) Public</b>					
<b>(1) Institutions (Domestic)</b>					
(a) Mutual Funds	732,997,723	12.03	-	732,997,723	11.74
(b) Venture Capital Funds	0	0.00	-	0	0.00
(c) Alternate Investment Funds	30,667,488	0.50	-	30,667,488	0.49
(d) Banks	2,577,952	0.04	-	2,577,952	0.04

Category	Pre-Preferential Issue Shareholding		Preferential Issue	Post-Preferential Issue Shareholding	
	No. of shares held	% of shares	No. of shares proposed to be issued	No. of shares held	% of shares
(e) Insurance Companies	377,200,417	6.19	-	377,200,417	6.04
(f) Provident Funds/ Pension Funds	107,880,992	1.77	-	107,880,992	1.73
(g) Asset reconstruction companies	0	0.00	-	0	0.00
(h) Sovereign Wealth Funds	7,313,433	0.12	-	7,313,433	0.12
(i) NBFCs registered with RBI	22,500	0.00	-	22,500	0.00
(j) Other Financial Institutions	0	0.00	-	0	0.00
(k) Any Other	0	0.00	-	0	0.00
<b>Subtotal (B)(1)</b>	<b>1,258,660,505</b>	<b>20.65</b>	<b>-</b>	<b>1,258,660,505</b>	<b>20.17</b>
<b>(2) Institutions (Foreign)</b>					
(a) Foreign Direct Investment	0	0.00	-	0	0.00
(b) Foreign Venture Capital Investors	0	0.00	-	0	0.00
(c) Sovereign Wealth Funds	0	0.00	-	0	0.00
(d) Foreign Portfolio Investors Category I	1,555,961,978	25.53	-	1,555,961,978	24.93
(e) Foreign Portfolio Investors Category II	137,812,371	2.26	-	137,812,371	2.21
(f) Overseas Depositories (holding DRs) (balancing figure)	0	0.00	-	0	0.00
(g) Any Other (Others)	164,759	0.00	-	164,759	0.00
<b>Subtotal (B)(2)</b>	<b>1,693,939,108</b>	<b>27.80</b>	<b>-</b>	<b>1,693,939,108</b>	<b>27.14</b>
<b>(3) Central Government / State Government(s)</b>					
(a) Central Government / President of India	0	0.00	-	0	0.00
(b) State Government / Governor	0	0.00	-	0	0.00
(c) Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	4,894	0.00	-	4,894	0.00
<b>Subtotal (B)(3)</b>	<b>4,894</b>	<b>0.00</b>	<b>-</b>	<b>4,894</b>	<b>0.00</b>
<b>(4) Non-institutions</b>					
(a) Associate companies / Subsidiaries	0	0.00	-	0	0.00
(b) Directors and their relatives (excluding independent directors and nominee directors)	1,214,399	0.02	-	1,214,399	0.02
(c) Key Managerial Personnel	36,077	0.00	-	36,077	0.00
(d) Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0.00	-	0	0.00

Category	Pre-Preferential Issue Shareholding		Preferential Issue	Post-Preferential Issue Shareholding	
	No. of shares held	% of shares	No. of shares proposed to be issued	No. of shares held	% of shares
(e) Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0.00	-	0	0.00
(f) Investor Education and Protection Fund (IEPF)	262,234	0.00	-	262,234	0.00
(g) Resident Individuals holding nominal share capital up to ₹2 lakhs	78,895,679	1.29	-	78,895,679	1.26
(h) Resident Individuals holding nominal share capital in excess of ₹2 lakhs	31,337,118	0.51	-	31,337,118	0.50
(i) Non Resident Indians (NRIs)	7,995,262	0.13	-	7,995,262	0.13
(j) Foreign Nationals	458	0.00	-	458	0.00
(k) Foreign Companies	1,624,284	0.03	-	1,624,284	0.03
(l) Bodies Corporate	36,843,347	0.60	-	36,843,347	0.59
(m) Any Other (HUF, Clearing Members and Trust)	2,753,863	0.05	-	2,753,863	0.04
<b>Subtotal (B)(4)</b>	<b>160,962,721</b>	<b>2.64</b>	<b>-</b>	<b>160,962,721</b>	<b>2.58</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)</b>	<b>3,113,567,228</b>	<b>51.09</b>	<b>-</b>	<b>3,113,567,228</b>	<b>49.89</b>
<b>(C) Non Promoter- Non Public</b>					
(1) Custodian/DR Holder - Name of DR Holders (If Available)	0	0.00	-	0	0.00
(2) Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	2,496,222	0.04	-	2,496,222	0.04
<b>Total Non Promoter- Non Public Shareholding (C)=(C)(1)+(C)(2)</b>	<b>2,496,222</b>	<b>0.04</b>	<b>-</b>	<b>2,496,222</b>	<b>0.04</b>
<b>GRAND TOTAL (A+B+C)</b>	<b>6,094,392,981</b>	<b>100.00</b>	<b>146,761,335</b>	<b>6,241,154,316</b>	<b>100.00</b>

Note: The pre-preferential issue shareholding pattern is as on March 31, 2026.

**7. Class or classes of persons to whom allotment is proposed to be made and current and post allotment status:**

Name of the Proposed Allottee	Category (Current & after the proposed allotment)	No. and price of Equity Shares proposed to be issued and allotted
Indian Continent Investment Limited	Part of Promoter Group (Currently and after the proposed allotment)	146,761,335 equity shares at a price of ₹1,923 each

**8. Proposal/ Intention of Promoters, Directors, Key Managerial Personnel or senior management to subscribe the offer:**

Except Indian Continent Investment Limited, which is part of the promoter group entity, none of the Promoters, Directors, Key Managerial Personnel or senior management of the Company intend to subscribe to any equity shares pursuant to this Preferential Issue.

**9. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Nil

**10. Proposed time within which the Preferential Issue shall be completed:**

The transaction is subject to applicable statutory/ regulatory approvals, including the approval from the Reserve Bank of India.

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the equity shares as mutually agreed between the parties, subject to aforesaid approval(s) and in any case not exceeding the time prescribed under the applicable laws.

**11. Name of the Proposed Allottee and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post Preferential Issue capital that may be held by them:**

S. No.	Name of the proposed allottee	Category	Ultimate Beneficial Owner(s)	Pre-issue equity holding		No. of equity shares to be allotted	Post Issue equity holding	
				No. of Shares	%		No. of Shares	%
1.	Indian Continent Investment Limited	Promoter Group	Mr. Sunil Bharti Mittal	55,967,792*	0.92%	Upto 146,761,335	202,729,127	3.25%

\* Held in dematerialized form.

**12. Principal terms of assets charged as securities:**

Not applicable.

**13. Undertaking:**

Neither the Company, nor its Directors or Promoters have been declared as wilful defaulter and have not been categorized as fraudulent borrowers as defined under the SEBI ICDR Regulations and in accordance with the guidelines issued by the Reserve Bank of India. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

**14. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid Preferential Issue and allotment of the equity shares.

**15. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the current financial year 2026-27 and previous financial year 2025-26.

**16. Valuation and justification for the allotment:**

As detailed in clause 4 above.

**17. Lock-in Period:**

The equity shares shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

**18. Practicing Company Secretary's Certificate:**

The Certificate from CL & Associates, Company Secretaries, a Practising Company Secretary Firm, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, is available on the Company's website at <https://www.airtel.in/about-bharti/equity/support-and-communication/shareholders-communication>.

**19. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

**20. Undertaking as to re-computation of price and lock-in of specified securities:**

As the equity shares of the Company have been listed for a period of more than 90 (Ninety) trading days as on the Relevant Date, the provision of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable.

**21. Other disclosures:**

- i) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- ii) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI thereunder.
- iii) The proposed Preferential Issue is not being made to any corporate incorporated in, or a national of a country which shares a land border with India or whose is beneficially owned or controlled by an individual or entity incorporated in a country which shares land borders with India.
- iv) Indian Continent Investment Limited has a valid Permanent Account Number, issued by the Income Tax Department of India.
- v) The Company shall be making application seeking in-principle approval of the Stock Exchanges, where its equity shares are listed, on the same day on which this Notice is sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- vi) Indian Continent Investment Limited has neither sold nor transferred any equity shares of the Company during the period of 90 (Ninety) trading days preceding the Relevant Date.
- vii) No person belonging to promoter or the promoter group has sold/ transferred their equity shares in the Company during the 90 (Ninety) trading days preceding the relevant date.
- viii) No person belonging to promoter(s) or the promoter group has previously subscribed to warrants of the Company and has failed to exercise the warrants.
- ix) This Preferential Issue is not ultra-vires to the provisions of the articles of association of the Company.

The Board believes that the proposed Preferential Issue is in the best interests of the Company and its members and, therefore, recommends the special resolution, as set out in the accompanying notice for approval of members of the Company.

In accordance with Regulation 2(z)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a preferential allotment undertaken by a listed company in compliance with the SEBI ICDR Regulations, does not amount to a related party transaction. As a part of Company's corporate governance framework, the proposed composite transaction was duly reviewed and approved by the Audit Committee of the Company.

In terms of Sections 42, 62 of the Act and Regulations 160 of SEBI ICDR Regulations, the approval of the Members vide Special Resolution is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or SEBI or Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities.

Given that the proposed Preferential Issue of the equity shares of the company is for non-cash consideration (i.e. swap), and no proceeds will be generated from the proposed Preferential Issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of SEBI ICDR Regulations is not applicable.

All documents referred to in the resolution and explanatory statement are 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 this Notice up to the date of the EGM i.e. Friday, June 12, 2026. Such documents shall also be available for electronic inspection during the aforesaid period. Members seeking to inspect the document(s) may send an email to the Company at [compliance.officer@bharti.in](mailto:compliance.officer@bharti.in).

None of the 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.

**Registered Office:**

Airtel Center, Plot No. 16,  
Udyog Vihar, Phase IV,  
Gurugram, Haryana - 122015, India  
**CIN:** L74899HR1995PLC095967  
**Email:** [compliance.officer@bharti.in](mailto: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