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

POSTAL BALLOT NOTICE

Dear Member(s),

Pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for time being in force], Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, Bharti Airtel Limited (the "Company") hereby seeks your approval in respect of the special businesses as stated in this Notice via Postal Ballot **by way of remote e-voting only** ("Postal Ballot" or "e-voting").

In compliance of the circular issued by Ministry of Corporate Affairs ("MCA") No. 03/2025 dated September 22, 2025, read with general circular Nos. 20/2020 dated May 5, 2020, 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020 and other applicable circulars issued in this regard (collectively referred to as "MCA Circulars"), this Postal Ballot Notice is being sent by email only, to the members whose email addresses are registered with the Company/ Depository Participants/ Depositories/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolutions proposed in this Postal Ballot Notice, will be considered through remote e-voting only.

Detailed explanatory statement setting out the material facts concerning the resolutions and detailed instructions for remote e-voting, are annexed to this Postal Ballot Notice.

SPECIAL BUSINESSES

1. To approve Employee Stock Option Scheme 2026

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

"Resolved that pursuant to the provisions of Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereafter referred to as "SEBI SBEB & SE Regulations"), applicable provisions of the Companies Act, 2013 read with rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the rules, regulations, circulars, notifications and guidelines issued by the Reserve Bank of India thereunder, Memorandum and Articles of Association of the Company and such other guidelines, circulars, laws, rules and regulations (hereinafter referred as to "Applicable Laws") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions or sanctions, the consent of the members of the Company be and is hereby accorded to the adoption and implementation of the 'Employee Stock Option Scheme 2026'

(hereinafter referred as to "ESOP Scheme 2026" or "Scheme"), and to authorise the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include HR & Nomination Committee, being the committee constituted in accordance with Regulation 5 of the SEBI SBEB & SE Regulations, or any other duly authorized and constituted Committee of the Board) to create, offer, grant, transfer stock options (hereinafter referred as to "Options") under the ESOP Scheme 2026, from time to time, in one or more tranches, to the Eligible Employees of the Company, on such terms & conditions and in such manner as set out in the ESOP Scheme 2026 and Explanatory Statement annexed to this resolution.

Resolved further that the aggregate number of options which may be offered and granted under the ESOP Scheme 2026 shall not exceed 95,00,000 stock options (representing ~0.15% of the paid-up share capital as on June 30, 2026).

Resolved further that the abovementioned ESOP Pool and/or the exercise price shall automatically adjust on account of any corporate action in terms of the applicable provisions of SEBI SBEB & SE Regulations.

Resolved further that each Option granted under the Scheme shall, upon exercise in accordance with the terms of the Scheme, entitle the option holder to 1 (one) fully paid-up equity share of face value INR 5 (Rupees Five only) each of the Company, to be transferred by the ESOP Trust out of shares acquired by way of secondary market acquisition, at an exercise price which shall be the Market Price as defined under the Scheme.

Resolved further that the maximum number of Options which may be granted to any single Eligible Employee under the ESOP Scheme 2026 in a financial year, shall not exceed 0.01% of the paid-up share capital of the Company as on June 30, 2026, with a vesting period from 1 (one) year to upto 5 (five) years from the date of grant.

Resolved further that the Board through ESOP Trust be and is hereby authorised to transfer equity shares of the Company, from time to time, in one or more tranches, to the Eligible Employees upon exercise of Options in accordance with the terms of the grant approved by HR & Nomination Committee and provisions of the ESOP Scheme 2026 and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.

Resolved further that the Board be and is hereby authorized, without prejudice to the generality of the foregoing and subject to the terms approved by the members, to introduce, adopt, implement, manage, operate, administer the ESOP Scheme 2026 on such terms and conditions as set out in the Explanatory Statement; to appoint intermediaries, advisors, consultants or representatives as may be required for the effective implementation of Scheme; and to make such modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP Scheme 2026, or to suspend, withdraw or terminate the ESOP Scheme 2026, from time to time, within the overarching framework of the Scheme, approval of the members and Applicable Laws, in such manner as the Board may deem fit, provided that any such modification, change, variation, alteration or revision shall not be prejudicial to the interests of the option holders and shall be subject to the consent of the members by way of a special resolution to the extent required under the SEBI SBEB & SE Regulations.

Resolved further that the Board be and is hereby authorized to settle any questions, difficulties or doubts, that may arise in giving effect to this resolution, and to execute all such deeds, filings, documents, and writings, and to do all acts, matters and things as may be necessary, expedient or incidental to give effect to this resolution."

2. To approve implementation of Employee Stock Option Scheme, 2026 through Bharti Airtel Employees' Welfare Trust

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

"Resolved that pursuant to the provisions of Regulation 3 and other applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "SEBI SBEB & SE Regulations"), applicable provisions of the Companies Act, 2013 read with rules made thereunder, and such other guidelines, circulars, laws, rules and regulations (hereinafter referred as to "Applicable Laws") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may

be prescribed or imposed while granting such approvals, permissions or sanctions, the consent of the members of the Company be and is hereby accorded to implement the 'Employee Stock Option Scheme, 2026' (hereinafter referred as to "ESOP Scheme 2026" or "Scheme") through the existing 'Bharti Airtel Employees' Welfare Trust' (hereinafter referred as to "ESOP Trust"), by way of secondary market acquisition of equity shares of the Company from recognized stock exchange(s), in accordance with the maximum limits as may be permitted under and in compliance with the SEBI SBEB & SE Regulations and other Applicable Laws.

Resolved further that the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include HR & Nomination Committee or any other duly authorized and constituted Committee of the Board) is hereby authorized to settle any questions, difficulties or doubts, that may arise in giving effect to this resolution, and to execute all such deeds, filings, documents, and writings, and to do all acts, matters and things as may be necessary, expedient or incidental to give effect to this resolution."

3. **To approve the extension of Employee Stock Option Scheme 2026 to the employees of unlisted subsidiary companies**

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

"Resolved that pursuant to the provisions of Regulation 6(3) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (hereinafter referred to as "SEBI SBEB & SE Regulations"), applicable provisions of the Companies Act, 2013 read with rules made thereunder, and such other guidelines, circulars, laws, rules and regulations (hereinafter referred as to "Applicable Laws") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions or sanctions, the consent of the members of the Company be and is hereby accorded to extend the Employee Stock Option Scheme 2026 (hereinafter referred as to "ESOP Scheme 2026" or "Scheme") to the eligible Employees of the unlisted subsidiary companies (in India or outside India), as may be determined by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include HR & Nomination Committee or any other duly authorized and constituted Committee of the Board) from time to time, within the overall ceiling/ thresholds as set out in the resolutions approving the ESOP Scheme 2026 and explanatory statement thereto and on such other terms and conditions as specified under the Scheme.

Resolved further that all terms, conditions, powers and authorizations as set out in the resolutions approving the ESOP Scheme 2026 and explanatory statement thereto, including those relating to administration and implementation, shall mutatis mutandis apply to the grant of options to the employees of the unlisted subsidiaries as may be determined by the Board.

Resolved further that the Board is hereby authorized to settle any questions, difficulties or doubts, that may arise in giving effect to this resolution, and to execute all such deeds, filings, documents, and writings, and to do all acts, matters and things as may be necessary, expedient or incidental to give effect to this resolution."

4. **To authorise Bharti Airtel Employees' Welfare Trust to acquire equity shares of the Company by way of secondary market acquisition, for implementation of Employee Stock Option Scheme, 2026**

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

"Resolved that pursuant to the provisions of Regulations 3(6), 6(3) and other applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (hereinafter referred as to "SEBI SBEB & SE Regulations"), applicable provisions of the Companies Act, 2013 read with rules made thereunder, and such other guidelines, circulars, laws, rules and regulations (hereinafter referred as to "Applicable Laws") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and subject to such

approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions or sanctions, consent of the members be and is hereby accorded to authorise Bharti Airtel Employees' Welfare Trust (hereinafter referred as to "ESOP Trust") to acquire the equity shares of the Company from secondary market in one or more tranches, at prevailing market price, to be held by the ESOP Trust which shall be transferred to the Eligible Employees, on exercise of options and shall be otherwise dealt with by the ESOP Trust in any permissible manner, in terms of SEBI SBEB & SE Regulations and for the purpose of implementation of the Employee Stock Option Scheme 2026 (hereinafter referred as to "ESOP Scheme 2026" or "Scheme").

Resolved further that the total number of equity shares of the Company which may be acquired by the ESOP Trust by way of secondary market acquisition, for the purpose of implementation of the ESOP Scheme 2026, at any time shall not exceed 95,00,000 equity shares of face value of Rs. 5 (Rupees Five only) each which represents ~0.15% of the paid-up equity share capital of the Company as on June 30, 2026.

Resolved further that the total number of equity shares acquired from secondary market by the ESOP Trust pursuant to the ESOP Scheme 2026 or any other share-based employee benefit scheme implemented by the Company, shall be within the overall limits prescribed under the provisions of the SEBI SBEB & SE Regulations, as amended from time to time.

Resolved further that abovementioned thresholds of secondary market acquisition shall automatically adjust on account of any corporate action in terms of the applicable provisions of SEBI SBEB & SE Regulations.

Resolved further that the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include HR & Nomination Committee or any other duly authorized and constituted Committee of the Board) is hereby authorized to settle any questions, difficulties or doubts, that may arise in giving effect to this resolution, and to execute all such deeds, filings, documents, and writings, and to do all acts, matters and things as may be necessary, expedient or incidental to give effect to this resolution."

5. **To approve provisioning of money by the Company to Bharti Airtel Employees' Welfare Trust, for implementation of Employee Stock Option Scheme, 2026**

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

"Resolved that pursuant to the provisions of Section 67(3)(b) and other applicable provisions of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereafter referred to as "SEBI SBEB & SE Regulations"), and such other guidelines, circulars, laws, rules and regulations (hereinafter referred as to "Applicable Laws") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions or sanctions, consent of the Members of the Company be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include HR & Nomination Committee or any other duly authorized and constituted Committee of the Board) to make provisioning of money by way of loan, guarantee, security or any other financial assistance to Bharti Airtel Employees' Welfare Trust (hereinafter referred to as the "ESOP Trust") in one or more tranches, for the purpose of secondary market acquisition of upto 95,00,000 equity shares of face value of INR 5 each for implementation of Employee Stock Option Scheme 2026 (hereinafter referred as to "ESOP Scheme 2026" or "Scheme"), provided that such provisioning of money shall at all times be within the overall limits prescribed under the Companies Act, 2013 and other Applicable Law.

Resolved further that the ESOP Trust shall utilise the money provided by the Company from time to time only for the purpose of the ESOP Scheme 2026, strictly in accordance with the provisions of SEBI SBEB & SE Regulations and other Applicable Laws.

Resolved further that in case the number of equity shares to be transferred under the ESOP Scheme 2026 to the eligible employees are increased on account of any corporate action in accordance with the provisions of SEBI SBEB & SE Regulations, the consent of the members of the Company be and is hereby accorded to authorise the Board to make additional provision by way of loan, guarantee, security or any other financial assistance as may be required by ESOP Trust to acquire such additional equity shares, to cover the impact of such corporate action(s).

Resolved further that the Board is hereby authorized to settle any questions, difficulties or doubts, that may arise in giving effect to this resolution, and to execute all such deeds, filings, documents, and writings, and to do all acts, matters and things as may be necessary, expedient or incidental to give effect to this resolution."

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

Date: August 4, 2026
Place: New Delhi

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

Rohit Krishan Puri
Company Secretary & Compliance Officer
Membership No: A19779
Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase-II, New Delhi - 110070, 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 the Institute of Company Secretaries of India, setting out the material facts and reasons, in respect of the proposed resolutions, is annexed herewith.

2. As per the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, applicable MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of SEBI circular no. SEBI/ HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, members are provided the facility to cast their vote on resolutions set forth in this Postal Ballot Notice ('Notice'), through remote e-voting facility ('remote e-voting').

Dispatch of Notice

3. In terms of the applicable 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, October 30, 2026 and whose email addresses are registered with the Company/ Depository Participants/ Depositories/ Registrar & Share Transfer Agent of the Company.

   For convenience of the members whose email addresses are not registered, the Company is sending a physical communication to all such members with a QR Code to access the Notice and other relevant documents. The said physical communication also includes a copy of Form ISR-1, enabling members holding shares in physical mode to request for registration/ updation of their email addresses and mobile numbers with KFin, Registrar & Share Transfer Agent ('RTA') of the Company. For detailed process in this regard, please refer to Note no. 11 of this Notice.

4. This Notice and other relevant documents, are also available on the Company's website (https://www.airtel.in/about-bharti/equity/supportand-communication/shareholders-communication) and on the websites of KFin (https://evoting.kfintech.com/showallevents.aspx), on the websites 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 Code.

5. As per the applicable MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. The Company has engaged KFin Technologies Limited ('KFin') as the E-voting Service Provider ('ESP') to provide remote e-voting facility to the members for this Postal Ballot.

Remote e-voting

6. The cut-off date for the purpose of reckoning the voting rights and sending the Notice is Friday, October 30, 2026 ('Cut-off Date'). Only those members whose names are appearing in the Register of Members/ List of Beneficial Owners received from 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 in accordance with the process laid down in this Notice. A person who is not a member/ beneficial owner as on the Cut-off Date, should treat this Notice for information purpose only.

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

Commencement of remote e-voting	From 9.00 A.M. (IST) on Friday, November 6, 2026
End of remote e-voting	Upto 5.00 P.M. (IST) on Saturday, December 5, 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 votes on the resolutions are casted by the member, the same shall not be allowed to change subsequently.

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

9. 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 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.

10. Members are requested to carefully read the below instructions in connection with remote e-voting facility:

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. **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 be opened. 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.

Type of member	Login method
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 the 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')	1. Member can also login using the login credentials of the demat account maintained with DPs registered with NSDL/ CDSL for e-voting facility. 2. 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. 3. 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. They 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. 10295 for fully-paid equity shares and 10296 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 IDs 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 IDs and mobile numbers registered by following the procedure laid down in Note no. 11 of this Notice.

Other instructions for remote e-voting

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.

In view of the above, Body corporates/ Institutional members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representative(s) to cast their votes through remote e-voting. 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 on their behalf through remote e-voting. 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 the 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 to 9212993399.

- Example for NSDL: MYEPWD<Space>IN12345612345678
- Example for 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 "Forgot Password". 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 that they do not share their 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 remote e-voting, 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

11. 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 their 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

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

13. The Scrutinizer, after scrutinizing the remote e-voting, shall make a report of the votes cast in favour or against, if any, and submit the same to the Chairman 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 remote e-voting period (i.e. on or before Tuesday, December 8, 2026). The voting results and scrutinizer's report shall be available on the website of the Company (https://www.airtel.in/aboutbharti/equity/support-and-communication/shareholderscommunication) 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.

14. The resolutions set out in this Notice, if passed by the requisite majority, shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf on the date of conclusion of remote e-voting facility, i.e. on Saturday, December 5, 2026.

Miscellaneous Information

15. 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 last date of remote e-voting i.e. Saturday, December 5, 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.

16. 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.

17. 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.

18. 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 through registered email ID. Members holding shares in dematerialised form are requested to register/ update the details with their respective DPs.

19. 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.

20. 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

Item no. 1 to 5

Background

Human capital remains at the core of the Company's long-term growth and value creation. Bharti Airtel Limited ("Airtel" or "Company") has consistently followed a compensation philosophy of aligning rewards with performance, accountability, long term shareholder value, and the need to attract and retain critical talent.

The Company's Employee Stock Option Scheme, 2005 ("ESOP Scheme 2005") has, over the past two decades, served as an established and successful equity incentive framework, fostering employee ownership and aligning employees with the Company's long-term interests. The ESOP Scheme 2005 continues to remain an important part of the Company's overall equity incentive framework.

As the Company enters its next phase of growth, anchored in the sustained strength of its core business and significant opportunities across Financial Services, Cloud and Data Centers, the Board recognizes the need for an additional, purpose-built long-term incentive framework commensurate with the growing scale, complexity and strategic ambitions of the business, aimed at attracting, retaining and rewarding critical talent. Accordingly, it is proposed to introduce the Employee Stock Option Scheme 2026 ("ESOP Scheme 2026" or "Scheme"), under which options are proposed to be granted at prevailing Market Price.

The proposed ESOP Scheme 2026 is intended to complement, and not replace, the ESOP Scheme 2005. The proposed market-priced scheme is intended to motivate and retain critical talent and to strengthen the alignment of their interests with sustained value creation. As options will be granted at Market Price, the economic benefit to eligible employees will be linked to future appreciation in the Company's share price, thereby reinforcing a direct long-term alignment between employee rewards and shareholders' return.

The Board believes that the ESOP Scheme 2026, proposed to operate alongside the ESOP Scheme 2005, will provide a balanced equity incentive framework to support leadership continuity, retention of critical talent and sustained execution of the Company's long-term strategic priorities in its next chapter of growth.

To ensure effective administration of the Company's employee stock option schemes and optimal utilization of the shareholder-approved option pool, the HR & Nomination Committee ("HRC") shall, at the time of grant, determine the appropriate scheme under which options may be granted, having regard to the employee's role, responsibilities, strategic importance, performance, retention considerations and long-term value creation objectives.

Key highlights of the Scheme

Particulars	Details
Framework/ type	**Employee Stock Options at Market Price.**
Scheme administration	**Administered by a fully independent HR & Nomination Committee** of the Board in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations").
Implementation route	Implemented through **secondary market acquisition via the existing Bharti Airtel Employees' Welfare Trust** ("ESOP Trust"), avoiding direct fresh equity issuance. The Scheme entails provisioning of money by the Company to ESOP Trust for the purpose of secondary market acquisition of shares, in terms of the applicable law.
Coverage	The ESOP Scheme covers **eligible employees of the Company and its unlisted subsidiaries, from Associate Vice President and above (Band A4 and above).**
ESOP Pool	The aggregate number of options which may be offered and granted under the ESOP Scheme 2026 **shall not exceed 95,00,000 stock options (i.e. ~0.15% of the paid-up share capital as on June 30, 2026).**
Cap on annual ESOP grants per employee	Maximum options equivalent to **0.01% of total paid-up share capital as on June 30, 2026**, per employee in any single financial year.

Particulars	Details
Exercise Price	**Market Price** (as defined under the Scheme) of the trading day immediately preceding approval of grant by HR & Nomination Committee.
Vesting & Exercise Period	**Vesting Period:** The minimum vesting period shall be 1 year and the **maximum period within which the options shall be vested is 5 years from the date of grant.** **Exercise Period:** Exercise period shall be upto **5 years from the respective vesting date(s)**, providing uniform and equitable exercise window across all vesting tranches under the Scheme.
Malus and clawback	The benefits accrued and/ or availed under the ESOP Scheme 2026 shall be **subject to malus and clawback conditions in accordance with applicable legal frameworks and Company policies.**

Further details on the ESOP Scheme 2026 are set out below:

Detailed disclosures pursuant to Section 67 of the Companies Act, 2013 ("Act"), Regulations 6 & 7 read with Part-C of Schedule-I of SEBI SBEB & SE Regulations and other applicable provisions

(a) Brief description of the Scheme:

The ESOP Scheme 2026 which operates alongside the ESOP Scheme 2005, is being instituted as a market-priced Long-Term Incentive ("LTI") framework for eligible leadership and key talent, with the objective of strengthening leadership continuity and aligning leadership rewards with the Company's long-term performance and shareholder value creation. Under the Scheme, options will be granted at Market Price, such that the economic benefit to eligible employees upon exercise is linked to future appreciation in the Company's share price.

The Scheme will be administered by the HR & Nomination Committee ("HRC") of the Board and implemented through secondary market acquisition of the Company's equity shares by the Bharti Airtel Employees' Welfare Trust, in accordance with applicable laws and the terms of the Scheme.

(b) Classes of employees entitled to participate and be beneficiaries in the Scheme:

The class of employees for whose benefit the Scheme has been implemented and money is being provided for purchase of or subscription to shares, are the beneficiaries of the Scheme. The term 'employee' has been defined under the Scheme which is reproduced below for reference:

(i) An employee as designated by the Company, who is exclusively working in India or outside India; or

(ii) a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding Independent Director; or

(iii) an employee as defined in sub-clauses (i) or (ii) of an unlisted subsidiary of the Company, in India or outside India,

but shall not include:

- an employee who is a promoter or a person belonging to the promoter group;
- a director who either himself/ herself or through relatives or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.

Eligible employees from Associate Vice President and above (Band A4 and above) and the employees of unlisted subsidiaries at corresponding levels, shall be covered under ESOP Scheme 2026. Further, the HRC reserves the right to extend the benefits of ESOP Scheme 2026 to eligible employees in other bands/ levels of the Company or its unlisted subsidiaries from time to time, pursuant to specific retention and talent attraction strategies.

(c) Total number of options/ shares to be offered and granted under the Scheme:

The aggregate number of options ("ESOP Pool") which may be offered and granted under the ESOP Scheme 2026 shall not exceed 95,00,000 stock options (i.e. ~0.15% of the paid-up share capital as on June 30, 2026).

Please note – (a) the ESOP Pool shall be subject to corresponding adjustment(s) for any corporate action as per the SEBI SBEB & SE Regulations; and (b) upon exercise of each option, the option holder shall be entitled for 1 (one) fully paid-up equity share of face value of INR 5 each of the Company.

(d) Maximum number of options to be offered per employee and aggregate, if any:

The maximum number of options that may be granted to any eligible employee under the ESOP Scheme 2026 in any financial year, shall not exceed 0.01% of the paid-up share capital of the Company as on June 30, 2026. For aggregate number of options which may be offered and granted under the ESOP Scheme 2026, please refer to (c) above.

(e) Exercise price, purchase price or pricing formula:

The Exercise Price per option granted under the ESOP Scheme 2026 shall be at prevailing Market Price. The Market Price is defined as the latest available closing price of the Company's equity shares on the recognized stock exchange having the higher trading volume on the trading day immediately preceding the date of approval of grant by HRC.

(f) Exercise period and process of exercise:

Vested options can be exercised by the option holder at any time within a maximum period of up to 5 (five) years from the respective vesting date, as per the provisions of the Scheme.

Option holders may exercise their vested options by submitting an online exercise application through the Company's designated ESOP portal, accompanied by full payment of the exercise price along with applicable tax etc.

(g) Requirements of vesting, period of vesting and maximum period within which the options shall be vested:

The minimum vesting period shall be 1 (one) year and the maximum period within which the options shall be vested is 5 (five) years from the date of grant. Vesting may occur in one or more tranches as determined by the HRC at the time of grant.

Options granted at market price intrinsically align the interest of the option holders with the long-term growth and performance of the Company. The HRC may prescribe the specific vesting conditions/ parameters at the time of grant, as it may deem necessary.

(h) Appraisal process for determining the eligibility of employees for the Scheme:

The Company follows a well-defined and structured performance management system where employee performance, strategic contributions and leadership capabilities are formally evaluated.

The HRC shall evaluate and approve grants based on objective criteria, including individual performance, role criticality, tenure, organizational level, and strategic requirements such as onboarding key talent and retention.

(i) Maximum quantum of benefits to be provided per employee:

The maximum benefit per employee upon exercise will be equivalent to the appreciation in market value of the Company's equity shares over and above the exercise price, subject to the individual annual limit specified in (d) above.

(j) Implementation and administration of the Scheme:

The Scheme shall be administered by the HRC and implemented through the Bharti Airtel Employees' Welfare Trust ("ESOP Trust").

(k) Mode of implementation (new issue and/ or secondary acquisition):

The Scheme contemplates implementation through the ESOP Trust via secondary market acquisition of shares from stock exchanges in accordance with SEBI SBEB & SE Regulations.

(l) Provision of loan to the ESOP Trust for implementation of the Scheme, its tenure, utilization, repayment terms, etc.:

Subject to applicable statutory provisions, the Company shall provide loan to the ESOP Trust on mutually agreed commercial terms, to enable acquisition of Company's shares from the secondary market from time to time for the purpose of implementation of the ESOP Scheme 2026, in accordance with Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014. The ESOP Trust shall utilize the loan amount disbursed from time to time strictly for the acquisition of shares for the purpose of implementation of the Scheme.

(m) Limit/ maximum percentage of secondary acquisition by the trust for the purpose of the Scheme:

The total number of equity shares of the Company which may be acquired by the ESOP Trust by way of secondary market acquisition, for the purpose of implementation of the ESOP Scheme 2026, at any time shall not exceed 95,00,000 equity shares of face value of Rs. 5 (Rupees Five only) each which represents ~0.15% of the paid-up equity share capital of the Company as on June 30, 2026.

Further, in terms of the SEBI SBEB & SE Regulations:

(a) The cumulative number of equity shares held by the ESOP Trust in secondary acquisition collectively for the purpose of the ESOP Scheme 2026 and any other ESOP Scheme(s) of the Company shall not exceed, at any time, 5% of the paid-up equity share capital of the Company as on March 31, 2026 (i.e. maximum 304.72 million shares).

(b) The total number of shares acquired by the ESOP Trust from the secondary market in any single financial year, shall not exceed 2% of the paid-up equity share capital of the Company as at the end of the preceding financial year, collectively for the purpose of the ESOP Scheme 2026 and any other ESOP Scheme(s) of the Company.

(n) Confirmation on compliance of accounting policies in respect of the Scheme:

In terms of Regulation 15 of SEBI SBEB & SE Regulations, the Company confirms that it shall consistently conform to and comply with the applicable accounting standards, guidelines and policies specified for share-based payments by Institute of Chartered Accountants of India (ICAI), SEBI or any other appropriate regulatory authority, from time to time.

(o) Method of valuation of options:

The Company shall use the fair value method for valuation of options granted under the Scheme.

(p) Disclosure in Director's Report (in case of valuation of options at intrinsic value):

Not applicable. Since the Company shall use fair value method in accordance with Ind AS 102, the disclosure or statement on financial impact regarding intrinsic value versus fair value in the Directors' Report is not required.

(q) Period of lock-in:

Shares transferred upon exercise of options under the Scheme shall not be subject to any lock-in period, except for compliance with the Company's 'Code on Prohibition of Insider Trading' and applicable SEBI Regulations.

(r) Terms & conditions for buyback, if any, of specified securities:

At present, the Company does not contemplate buyback of any specified securities covered under these regulations.

(s) Malus and clawback:

The benefits accrued and/or availed under the ESOP Scheme 2026 shall be subject to malus and clawback provisions in accordance with applicable law and Company policies, including the Policy on Nomination, Remuneration and Board Diversity.

The HRC shall have the right, in its sole discretion, to lapse, cancel, reduce, withhold or recover, in whole or in part, any unvested, vested or exercised Options, or any shares transferred thereunder or financial benefit derived therefrom, from any current or former employee, irrespective of the cause of cessation of employment, including resignation, retirement, superannuation, termination or otherwise, in the event of:

(i) fraud, misappropriation, embezzlement or breach of trust;

(ii) gross misconduct, wilful misconduct, gross negligence or wilful neglect of duties;

(iii) material breach of the Company's Code of Conduct, policies or contractual obligations;

(iv) financial misstatement or restatement attributable to the employee's acts or omissions;

(v) breach of fiduciary, statutory or regulatory duties;

(vi) offences involving moral turpitude or integrity concerns;

(vii) gross or wilful insubordination; or

(viii) any act or omission causing material financial loss, regulatory sanction, legal exposure or reputational harm to the Company.

Any determination regarding the application of malus or clawback shall be made by the HRC after following such process as it may deem appropriate, having regard to the principles of natural justice and applicable law.

(t) Details regarding exercise of voting rights in respect of the shares to be purchased or subscribed under the Scheme:

The voting rights in respect of the shares acquired from secondary market, will be exercised by the employees only upon transfer of such shares by the ESOP Trust to them in terms of the Scheme.

The Trustees shall not vote in respect of the shares held by the ESOP Trust.

(u) Particulars of ESOP Trust, and Trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Name of the Trust and address	Name of the Trustee	Address of the Trustee	Occupation of Trustee	Nationality of Trustee	Relationship with promoters, directors and KMPs of the Company
Bharti Airtel Employees' Welfare Trust Address: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070	Mr. Manish Agarwal	B2/102, The Legend, Boom Plaza, Sector 57, Tigra, Gurgaon, Haryana - 122003, India	Service	Indian	None
	Mr. Vamsi Krishna Dasetty	1-1-114/52, A Block, S-6, Ramalakshmi Estates, Pedawaltair, Visakhapatnam (Urban), Visakhapatnam, Andhra Pradesh - 530017, India	Service	Indian	None

(v) The particulars of the trustee or employees in whose favour such shares are to be registered:

The ESOP Scheme 2026 is proposed to be implemented through Bharti Airtel Employees' Welfare Trust. The ESOP Trust shall acquire equity shares of the Company from the secondary market. The equity shares acquired by the ESOP Trust through secondary market shall be transferred to the eligible employees on exercise of stock options. The relevant details of the Trustees are provided under clause (u) above.

The proposed ESOP Scheme 2026 is available on the Company's website at https://www.airtel.in/about-bharti/equity/support-and-communication/shareholders-communication.

Pursuant to applicable provisions of the Act, rules made thereunder and SEBI SBEB & SE Regulations, the matters proposed in item nos. 1 to 5 of this Notice, in respect of the approval and implementation of ESOP Scheme 2026, are required to be approved by the shareholders by way of separate special resolutions.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the proposed resolutions, except to the extent of the options/ shares that may be granted to them under the ESOP Scheme 2026.

The Board is of the opinion that the adoption of the ESOP Scheme 2026 is in the best interest of the Company and its Shareholders, and accordingly, recommends the special resolutions set out at item nos. 1 to 5 of this Notice for approval by the shareholders.

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

Date: August 4, 2026
Place: New Delhi

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

Rohit Krishan Puri
Company Secretary & Compliance Officer
Membership No: A19779
Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road,
Vasant Kunj, Phase-II, New Delhi - 110070, India