Bharti Airtel Limited

Transcript of Extraordinary General Meeting
Friday, June 12, 2026 from IST 03:00 PM to 03:57 PM

Sunil Bharti Mittal, Chairman:

A very warm welcome to all our esteemed shareholders. I am delighted that many of you could join here on this Extraordinary General Meeting of Bharti Airtel being held through video conferencing.

Requisite quorum being present, the EGM is called to order. All relevant statutory documents are open for inspection electronically and with the permission of members, the EGM notice may be taken as read.

Let me begin with the introduction of the Board Members. I would like to call out all the Board members who have taken the time out to be with us today:

- Shyamal Mukherjee, Independent Director and Chairperson of Audit Committee.
- Douglas Baillie, Independent Director and Chairperson of HR & Nomination Committee.
- Nisaba Godrej, Lead Independent Director.
- Kimsuka Narsimhan, Independent Director.
- Justice (Retd.) Arjan Kumar Sikri, Independent Director.
- Dinesh Khara, Independent Director.
- Rajan Bharti Mittal, Director.
- Chua Sock Koong, Director.
- Gopal Vittal, Executive Vice Chairman.
- Shashwat Sharma, Managing Director & CEO (Airtel India).

Tao Yih Arthur Lang could not join due to his prior commitments and seeks your leave of absence.

I would like to welcome in particular our new Board Members, Dinesh Khara and Shashwat Sharma joining the first shareholders meeting.

I also have Akhil Garg, Chief Financial Officer (Airtel India) and Rohit Puri, Company Secretary & Compliance Officer.

Representatives of Statutory Auditors, Secretarial Auditors and Scrutinizers are also attending this meeting.

As you are aware, there is a single item on the agenda today. The business that is proposed at this meeting relates to a strategic transaction involving consolidation of Airtel shareholding in one of its key subsidiaries, Airtel Africa plc. This is being done through a preferential issuance of shares of Bharti Airtel to Indian Continent Investment Limited, a promoter group entity. Since the proposal is related to ICIL, our related entity, I would request Gopal, Executive Vice Chairman, to chair this meeting.

With the permission of the Board members and shareholders present, I hand over the floor to Gopal Vittal.

Gopal Vittal, Executive Vice Chairman:

Thank you, Chairman.

Good afternoon to all the shareholders joining us today.

While the Company presented a detailed rationale in the EGM notice, let me spend a few moments briefing you on the proposed transaction:

Bharti Airtel proposes to acquire 16.3% stake in Airtel Africa plc from Indian Continent Investment Limited through a cashless share swap arrangement, wherein Airtel will issue up to 146.76 million equity shares on a preferential basis to ICIL. Upon completion of this transaction, Airtel's stake in Airtel Africa will increase from 62.7% to about 79%.

Airtel Africa, as you are all aware, is one of the most strategic and valuable assets within our portfolio. And I would like to just spend a few moments on some of the underlying drivers that are expected to support very strong outcomes in the long term and really make Airtel Africa a very attractive opportunity.

Firstly, the tele-density, which is a penetration of mobile telephony in Africa, when you look at unique SIMs, is extremely low at 45.4%. So, the headroom for growth is massive.

Secondly, if you look at smartphone penetration, it's just under 52% as of December 2025. And for every feature phone user that moves to a smartphone, that's close to a quadrupling of ARPU. The population is very young. The average median age in Africa in the markets that we operate in is under 18 years.

Broadband penetration is under 2%. And remember, the ARPUs of Home Broadband in Africa is close to $15 a month. So, massive headroom for growth on Home Broadband.

Data and voice usage is only 10 GB per month and voice is 276 minutes per month. Again, exceedingly low relative to most markets in the world. Interestingly, the billing that happens in both voice and data is metered. So, the rate per GB is 27 cents and the rate per minute is 38 cents. So, as more and more consumption happens, there's a straight fall through to revenue. There is a massive untapped enterprise and data center opportunities.

Now you turn to mobile money, which is truly a fintech for us as far as Airtel Africa is concerned, the percentage of adults with no formal bank account is 64%. Mobile money customers as a percent of total base which is just 29%. And the total transaction value that we deliver through Airtel Money in constant currency terms is $182 billion. In fact, the revenue in constant currency terms is about $1.26 billion, growing at 28% year-on-year with an EBITDA of $636 million, which again is growing at 23% year-on-year.

So, if you look at all of these, there are massive structural tailwinds for Airtel Africa to be one of the most attractive parts of our portfolio within the group.

The proposed transaction is EPS accretive for Bharti Airtel immediately upon consummation. It also simplifies the shareholding structure by consolidating our ownership under a single parent entity. The acquisition of a very significant block, which would otherwise be unavailable to Airtel India, is without any cash outflow or incremental leverage. And that enables the company to preserve our capital for our core operations, for expansion, for growth opportunities, and ofcourse also for shareholder returns. There is a very limited dilution in Airtel's public shareholding.

Now, since both companies are listed, this is a highly transparent transaction with a market determined price discovery on both ends. The swap ratio has been determined after considering internationally accepted valuation methodologies, applicable regulatory requirements and independent valuations done by global firms. The proposal has also been duly reviewed by the Audit Committee and approved by the Board after careful consideration of all relevant aspects.

Overall, the Board believes that this proposal is strategically compelling, it's financially very prudent, and it's aligned with the long-term interest of all shareholders. And more importantly, it reflects the highest standards of corporate governance followed at Airtel.

With this, I would like to now conclude and hand over the proceedings to the Company Secretary for opening of the Q&A.

Over to you, Rohit.

Rohit Krishan Puri, Company Secretary & Compliance Officer:

Thanks, Gopal for presenting the key highlights of the proposed transaction.

With your permission, I now announce the opening of Q&A floor for speaker members to enable them to ask questions or express their views on the transaction.

Before we go live, shareholders are requested to note some important points. The Moderator will facilitate the Q&A session. Kindly mention your name and location before expressing your views. The members will have maximum 2 minutes to present their views and ask questions. Therefore, members are requested to keep their questions brief and specific. All the questions will be answered in the end.

I now request the Moderator to commence the Q&A session.

Moderator:

Thank you, Mr. Puri.

Dear shareholders, when your name is announced, kindly unmute your microphone, switch your camera on if you so desire, and speak. In case there is a problem with your network or connectivity, we will move on to the next shareholder who has registered to speak and will attempt to reconnect with you once all other registered shareholders have spoken.

Our first shareholder registered to speak is Gagan Kumar.

Mr. Kumar, if you could switch your microphone on and your camera if you so desire.

Gagan Kumar, Shareholder:

Am I audible?

Moderator:

Yes, sir, you are. Please go ahead.

Gagan Kumar, Shareholder:

Good afternoon, Mr. Chairman, Board of Directors and fellow shareholders. Myself, Gagan Kumar. I am joining this meeting from Delhi.

First of all, I would like to thank the management for the increased dividend of INR 24 per share as against INR 16 per share last year. This shows confidence in the Company's future and commitment towards shareholder returns.

I also appreciate that the proposed transaction allows Airtel to increase its ownership in Airtel Africa without any cash outflow.

Sir, my question is that since the transaction does not require any cash payment or additional debt, how does this help Airtel maintain flexibility for future investment while continuing its focus on shareholder returns?

Thank you. I wish the Company continued success. Thank you so much for this opportunity.

Moderator:

Thank you, Mr. Kumar. I now request Mr. Hemang Kotadia to share his thoughts with us.

Hemang Kotadia, Shareholder:

Good afternoon. Am I audible?

Moderator:

Yes, sir, loud and clear.

Hemang Kotadia, Shareholder:

Myself, Hemang Kotadia, attending the meeting from Mumbai.

First of all, I would like to congratulate Mr. Sunil Bharti Mittal and his team in transforming Airtel Africa from a geographically diverse, low-return telecom asset into one of the continent's leading digital connectivity and financial services platform. The growth in subscriber data usage, Airtel Money, profitability, and free cash flow over the past decade reflects exceptional long-term execution under your leadership, Mr. Mittal.

I have four questions to the management:

First, Africa remains basically highly under-penetrated telecom market in the world currently. So as industry's profitability improves, what prevents existing competitors or new entrants from becoming more aggressive? And how confident are you that current market structure can sustain healthy returns over the next decade?

My second question, as Airtel is increasing stake in Airtel Africa, so are you effectively signaling that Airtel Africa business is undervalued? And what are the key drivers that make you confident that Airtel Africa's intrinsic value will be substantially higher over the next 3 to 5 years?

Third question is on the EBITDA margin front. As we are approaching 50% EBITDA margin, what structural levers do you feel are able to drive further margin expansion and improve RoCE of Airtel Africa?

My question is that Airtel Africa business is mature and free cash flow generation continues to strengthen. So how much capital will be required to fund your growth ambitions over the next 3 to 5 years? And at what point do you see excess cash being increasingly returned to the shareholders through higher dividend buybacks or other capital allocation initiatives?

Thanks and all the best to the whole Airtel team.

Moderator:

Thank you, Mr. Kotadia.

Our next speaker shareholder is Mr. Praveen Kumar.

Mr. Kumar, kindly unmute your microphone.

Praveen Kumar, Shareholder:

Hello, am I audible?

Moderator:

Yes, sir, you are.

Praveen Kumar, Shareholder:

Very Good Afternoon to my respected Chairperson, respected Board of Directors, my fellow shareholder. Myself, Praveen Kumar, joining this meeting from New Delhi.

Three observations which I love to share with the entire house. But before that, in the starting of this financial year, this is our first interaction with the management. So, I wish the entire management team each and every dedicated employee of our Company, a happy, healthy and prosperous future.

Coming down to my observation. I am with the Company since IPO and I have the deepest respect for our founder and respected Chairperson, Mr. Mittal. I truly salute his leadership, dedication, devotion to bring sustainable value creation. It's a classic case of value creation roadmap for a retail investor like me. For me, it's not a Company, it's a legacy. I am lucky to be part of it. The growth story is intact.

As far as the agenda is concerned, we have a single agenda that will strengthen our Africa operation, the credibility we achieve over the year. Thanks to Mr. Mittal, Mr. Gopal and the entire team. And a parent company will be beneficiary at the end. So, I am very-very thankful to the entire management team and increasing dividend truly reflects the growth story of a Company in this very turbulent time. That truly signifies the finest corporate governance standard maintained by our Company, which is Mr. Puri, CS, Mr. Ghildiyal, Investor Relations Officer.

Mark my words, sir, even during the course of year, if we have any update, that will be timely that truly boosts our morale as far as our investment is concerned. It was always a red-carpet welcome with our queries and update. I mean, that truly signifies one of the finest companies in India. And thank you very much for your hard work. God bless you with all the positivity so that you will take our Company to the height in the future.

Thank you for this opportunity.

Jai Hind, sir. Jai Hind.

Moderator:

Thank you, Mr. Kumar.

I now invite Mr. Subhash Chander Wadhwa to share his thoughts with us.

Mr. Wadhwa, could you kindly unmute your microphone, switch your camera on if you so desire and speak.

Subhash Chander Wadhwa, Shareholder:

Hello. Am I audible?

Moderator:

Yes, we can hear you.

Subhash Chander Wadhwa, Shareholder:

Good afternoon, Chairman sir, Gopal sir and Board Members. My name is Subhash Wadhwa and I am joining from New Delhi.

I would like to congratulate the management for strong performance delivered during the financial year and for taking the Company to greater heights.

I also welcome the proposed transaction to increase Airtel's stake in Airtel Africa. While the rationale for the transaction has been explained in detail, I have one question. Airtel has been associated with Africa business for many years and has increased its stake over the time. What made this the right time to acquire such a significant additional stake in Airtel Africa?

Thank you and my best wishes for the management team.

Thank you, sir.

Moderator:

Thank you, Mr. Wadhwa.

Our next speaker shareholder is Mr. Gaurav Kumar Singh.

Mr. Singh, could you kindly unmute your microphone, switch your camera on and speak.

Gaurav Kumar Singh, Shareholder:

Hello. Am I audible, sir?

Moderator:

Yes, sir, you are. Please go ahead.

Gaurav Kumar Singh, Shareholder:

Okay, thank you so much, Respected Chairman, Board of Directors and fellow shareholders. Good Afternoon to all of you. Myself, Gaurav Kumar Singh, joining this region from Delhi.

First of all, I would like to thank the management for giving me the opportunity to express my views on this platform.

Sir, I just want to ask what is the expected shareholder value creation from the deployment of these funds, and over what timeframe should a shareholder expect to see reasonable returns?

As far as the agenda of this region is concerned, I support the resolution and, in the end, I wish a bright future for the Company and a great health for all of you.

Thank you, sir.

Moderator:

Thank you, Mr. Singh.

I now request Ms. Urmila Jain to share her thoughts with us.

Ma'am, if you could kindly unmute your microphone.

Urmila Jain, Shareholder:

Hello. Hello.

Moderator:

Yes, ma'am, we can hear you. Please go ahead, ma'am.

Urmila Jain, Shareholder:

Chairman sir namaskar aur sabhi ko mera namaskar. Main Urmila Jain, New Delhi se. Sir, main aapki Company ki bahut purani shareholder hoon. Sir, main aaj ke sabhi resolution ka tahe dil se samarthan karti hoon. Hamari Company dividend lagataar deti aa rahi hai aur market mein bhi hamare share price bahut achha chal raha hai.

Sir, aane wale samay mein hamara future plan kya rahega? Aur 2026-27 mein hum Company ko kahan tak pahunchane mein saksham rahenge?

Yeh management aur staff ki mehnat ka fal hai jo aaj hamari Company achha kaam kar rahi hai. Aane wala samay hamare liye bahut sunahara rahega.

Dhanyavaad, sir.

Thank you, sir.

Moderator:

Thank you, Ms. Jain.

I now invite Ms. Bharati Saraf to share her thoughts with us.

We have Mr. Saraf. We can see you and hear you.

Santosh Kumar Saraf, Joint Shareholder:

Sir, main Bharati Saraf ke saaath mein joint holder, Santosh Kumar Saraf, Kolkata se aap sabhi ko Ram Ram kehta hoon. Aasha karta hoon ki jitne bhi Director bhai-behen aur jo bhi upasthit hain, sab achhe swasthya evam mauj mein honge. Sir, un sabhi karmachariyon ka bhi aabhar prakat karta hoon jinki kadi mehnat ka fal hai ki aaj hamari Company itne achhe result de rahi hai.

Sir, mera ek hi prashn hai ki yeh issue jo complete hone ke baad mein share ki statistics kya rahegi? Hamari capital kitni ho jayegi, hamare share ki and kitna effect aayega? Hamari Company ki jo India Company hai, uske liye kitna benefit rahega, iske baare mein bhi batayiye.

Zyada kuch nahin. Financial Year 2026-27 ke liye sabhi ko shubhkaamnayein aur prarthana deta hoon, aane wali 2026-27 hamari Company ke saath jude sabhi Director bhaiyon aur karmachariyon ke liye health, wealth, prosperity aur safety ke saath vyateet hoga.

Ram Ram, sir.

Moderator:

Thank you, Mr. Saraf.

Our next speaker shareholder is Mr. Lokesh Gupta.

Mr. Gupta, kindly unmute your microphone.

Lokesh Gupta, Shareholder:

Aap mujhe sun paa rahe hain?

Moderator:

We can hear you, sir. Please go ahead.

Lokesh Gupta, Shareholder:

Main Delhi se Lokesh Gupta, aap sabhi Board Members ka swagat karta hoon.

Sir, Company ke kaafi purane shareholders rahe hain. Physical meetings ho ya online meetings, hum hamesha aapke saath hote hain.

Sir, is EGM mein aane ka matlab koi sawal poochhna nahi hai, balki aapki leadership mein Company ne jo performance di hai, usko appreciate karna hai, sir. Ji haan, yeh sambhav ho paya hai aapki shandaar leadership ki wajah se. Ek jo healthy dividend mila hai sir, iske liye main aapka bahut-bahut dhanyavaad dunga.

Sir, aapki Speech mein Data Centre ki baat ho rahi thi. Data centres ko lekar hamari kya taiyari hai aur aage iska kya growth prospect rahega, thoda is baare mein bataaiye.

Sir, humein ek baar aapse milne ka avsar milta hai. Jab bhi hum hamari baat lekar Secretarial ke paas jaate hain, baar-baar jaate hain, to well time mein reply milta hai. Iske liye main unko dhanyavaad dunga.

Ant mein, main Company ke sukhad bhavishya ke liye shubhkamnayein deta hoon. Dhanyavaad, sir.

Moderator:

Thank you, sir.

With that, all shareholders who registered to speak at this Extraordinary General Meeting and did log-in have been given adequate opportunity to express their views or queries.

And I hand the proceedings back to Mr. Gopal Vittal, Executive Vice Chairman.

Over to you, sir.

Gopal Vittal, Executive Vice Chairman:

Thank you.

Thank you for all your questions. And let me just take all of them.

Mr. Gagan Kumar, thank you for your question. Your question was around whether there is additional cash outflow and how does this help maintain flexibility for both, capital allocation and debt. This is a very financially disciplined structure as it enables us to acquire a significant additional stake in Airtel Africa without any cash outflow or incremental debt. In fact, it allows the Company to preserve capital for our core operations, for network investments, for growth opportunities as well as other strategic priorities, while maintaining our balance sheet strength. We have consistently focused on creating value for shareholders. We have been progressively stepping up dividends in line with the stated philosophy. And as you rightly pointed out, dividend has gone up from INR 16 to INR 24. per share. The transaction also does not adversely impact the Company's financial flexibility or dividend paying capability as there is no cash outflow involved. And I must underscore that dividend decisions will continue to be determined by the Board based on performance, cashflows, and capital allocation priorities. So overall, this is a very good transaction proposal which will strengthen our ownership in a very strategic growth asset while preserving the ability to continue to invest for growth and rewarding shareholders.

There was a question from Mr. Hemang Kotadia. On Africa, I have mentioned that the market is highly underpenetrated, both in terms of feature phones penetration, smartphone penetration, broadband, B2B, etc. And so, the market opportunity is massive. The question of whether Africa is an undervalued asset does not arise. In fact, the reason that we are investing or we are picking up this additional stake, is because we have enormous promise for the Africa opportunity. And that's really why we feel that this is very attractive. There are several levers for continuing our program on 'war on waste'. And as you know, this is a business that has a high fixed cost. And so, if we can continue to strip out waste, we will progressively improve margins as revenue kicks-in. The important thing is that this is an asset which is operating in a market that is growing very fast. In fact, you know that over the last few years on a constant currency basis, this is a company that's continued to deliver about 20% plus growth. As far as free cashflow is concerned, the amount of capital that is required in the three to five years, we have been over the last couple of years stepping up our investments in Africa because of the incredible opportunity that it presents. And we will continue to look at every opportunity and avenue to strengthen our core business and step-up investments in order to grow the business profitably.

Mr. Praveen Kumar, thank you very much for your warm wishes. And we take great pride in our corporate governance standards. And I really want to thank you for having acknowledged that.

Mr. Wadhwa, again, thank you for your very warm wishes. Your question was what made this the right time to acquire such a significant stake in Airtel Africa. We have been associated with Africa for over 15 years, and we have built a very strong presence in the African market. Over the years, we have delivered strong growth. And in fact, Airtel Africa has become a very strong contributor to the overall group performance. This transaction provides a very rare opportunity to acquire a substantial strategic stake in a single efficient transaction. You recall that Bharti Airtel had earlier acquired 5% stake from Warburg Pincus and GIC during FY 2024-25. And we have now received an opportunity to further increase our ownership in Airtel Africa from 62.7% to upto 79%. As I mentioned, we continue to see massive long-term growth opportunities in Africa supported by all of the factors that I have already talked about. It also enables us to consolidate our ownership of a very strategic growth asset and participate more meaningfully in future growth. Importantly, this is an EPS accretive transaction.

There was a question from Mr. Gaurav Kumar Singh on the value creation over time. I think the value creation that we see is a function of the growth that this asset will say for us, in addition to the fact that it's EPS accretive to the overall growth.

Mrs. Jain, again, thank you for your appreciation. Your question was on future plans and growth opportunity on the overall business in Airtel. I think there is a massive opportunity on Mobile. We still have 200 million potential customers that will be added over the next 5 years. Broadband penetration is low and still growing. B2B presents a big opportunity. And there are some new bets that we have also taken, things like Data Centers, all of which present a significant opportunity. So, the promise of growth for us and for your Company is strong.

Mr. Saraf, asked a question around whether this is EPS accretive. What is the level of dilution? It is an EPS accretive transaction and the level of dilution is very-very limited.

And finally, Mr. Lokesh Gupta, thank you again for your warm wishes. Your question was on Data Centers. There are exciting plans for expanding our Data Centers in India. We have already signaled publicly that against an overall 80 to 90 Megawatt of Data Center capacity, our plan is to take this up by the next 4-5 years to close to a Gigawatt. There are several projects that are currently being built across the country and we continue to remain very excited about the Data Center opportunity.

So, with that, I think, I hope I have addressed all your questions. And with your permission, may I hand over back to the Company Secretary.

Rohit Krishan Puri, Company Secretary & Compliance Officer:

Thank you Gopal and thank you all the members.

If any member has any further questions, the same may be directed to the investor relation contact of the Company. The Company will promptly attend the same.

The Company had provided remote e-voting facility to all the members to cast their votes on the proposed resolution for issuance of equity shares of the Company on preferential basis. The remote e-voting facility was made available to the members from 9 AM on Monday, June 8, 2026 to 5 PM on Thursday, June 11, 2026. Members who have not cast their votes through remote e-voting and who are attending this meeting, can also cast their vote during the course of the meeting through e-voting facility by clicking on the e-voting button appearing on the screen. The e-voting window will be available for next 30 minutes.

After completion of voting, the Scrutinizer shall compile the consolidated results and submit the final report to the Company. On the basis of Scrutinizer's Report, the Company shall forthwith announce the results to the stock exchanges and publish the same on its website within stipulated timelines.

With this, the meeting stands concluded.

I thank all the members once again for attending this meeting and wish you all a safe and healthy future.

Thank you.

The meeting concluded at IST 03:57 PM after e-voting.

****

Disclaimers:

1) *No part of this document may be reproduced or transmitted in any form or by any means without the prior written consent of Bharti Airtel Limited. The statements of the members/ shareholders as captured in this document are dependent on their personal assumptions, belief or basis good faith. The Company undertakes no obligation for the same and in no event shall be liable for any liabilities arising therefrom.*
2) *This transcript has been edited for the purpose of factual accuracy, better reading and clarity.*