



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 id: compliance.officer@bharti.in; **Website:** www.airtel.in

Notice of Annual General Meeting

Notice is hereby given that the Twenty Ninth (29th) Annual General Meeting ('AGM') of the Members of Bharti Airtel Limited (the 'Company' or 'Airtel') will be held on Tuesday, August 20, 2024 at 03:00 P.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESSSES

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

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the reports of Board of Directors and of Auditors thereon

"Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and of the Auditors thereon, be and are hereby received, considered and adopted.

Resolved further that the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the report of Auditors thereon, be and are hereby received, considered and adopted."

2. To declare dividend on equity shares for the financial year ended March 31, 2024

"Resolved that dividend at the rate of ₹8/- (Rupees Eight only) per fully paid-up equity share of face value of ₹5/- each and a pro-rata dividend at the rate of ₹2/- (Rupee Two only) per partly paid-up equity shares of face value of ₹5/- each (Paid-up value of ₹1.25/- per share), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024."

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

"Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Tao Yih Arthur Lang (DIN: 07798156), who retires by rotation and being eligible

offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSSES

4. To ratify remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2024-25

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

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force], the remuneration of ₹12,50,000/- (Rupees Twelve Lac Fifty Thousand only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, if any, as approved by the Board of Directors upon recommendation of the Audit Committee, to be paid to Sanjay Gupta & Associates, Cost Accountants (Firm registration no. 00212) as Cost Auditors of the Company for conducting the cost audit for financial year 2024-25, be and is hereby ratified, confirmed and approved."

5. To appoint Justice (Retd.) Arjan Kumar Sikri as an Independent Director of the Company

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

"Resolved that pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force and upon recommendation of HR & Nomination Committee and Board of Directors of the Company (hereinafter referred to as the 'Board'), Justice (Retd.) Arjan Kumar Sikri (DIN: 08624055), who was

appointed as an Additional Director (in the capacity of an Independent Director) by the Board w.e.f. June 01, 2024 and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from the date of appointment i.e. from June 01, 2024 to May 31, 2029, notwithstanding that he will attain the age of 75 years during the currency of his tenure as Independent Director.

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

6. To approve Material Related Party Transactions with Bharti Hexacom Limited, a subsidiary company

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

“Resolved that pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions, and subject to other approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Bharti Hexacom Limited (‘Hexacom’), a subsidiary company, and a ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of **(a)** availing and rendering of service(s) including telecommunication services viz. Voice, Data, VAS, SMS, Bandwidth, Fibre, interconnect and inter circle arrangement services etc. and related services; **(b)** reimbursement of expenses including towards availing/ providing for sharing/ usage of each other’s resources viz. employees, marketing, office space, infrastructure including IT assets, taxes and related owned/ third party services; **(c)** purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment to meet the business objectives/ requirements; **(d)** selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and **(e)** transfer of any

resources, services or obligations to meet the business objectives/ requirements (‘Related Party Transactions’) on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Hexacom and the Company, for a period commencing from the date of this 29th Annual General Meeting (‘AGM’) upto the date of 30th AGM to be held in calendar year 2025 subject to a maximum period of fifteen months, such that the maximum value of the Related Party Transactions with Hexacom, in aggregate, does not exceed ₹3,000 Crore in a financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

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

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

7. To approve Material Related Party Transactions with Nxtra Data Limited, a subsidiary company

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

“Resolved that pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory

modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to other approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approvals and recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Nxtra Data Limited ('Nxtra'), a subsidiary company, and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of **(a)** availing and rendering of service(s) including data centre services, maintenance and monitoring of cloud services and telecommunication and incidental services viz. Voice, Data, Bandwidth, VAS and SMS etc., revenue collection services and other related services; **(b)** reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's resources viz. employees, office space, infrastructure including IT assets, related owned/ third-party services, taxes and selling of common products; **(c)** purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipments to meet the business objectives/ requirements; **(d)** providing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Nxtra or making of investment(s) therein to meet the business objectives/ requirements/ exigencies; **(e)** selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and **(f)** transfer of any resources, services or obligations to meet the business objectives/ requirements ('Related Party Transactions') on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between Nxtra and the Company, for a period commencing from the date of this 29th Annual General Meeting ('AGM') upto the date of 30th AGM to be held in calendar year 2025 subject to the maximum period of fifteen months, such that the maximum value of the Related Party Transactions with Nxtra, in aggregate, does not exceed ₹3,000 Crore in a financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

Resolved further that the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including

but not limited to finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to the foregoing resolution for and on behalf of the Company, settling all such issues, questions, difficulties or doubts whatsoever that may arise, delegating all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company, and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

8. To approve Material Related Party Transactions with Indus Towers Limited, a joint venture company

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

"Resolved that pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to other approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approvals and recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Indus Towers Limited ('Indus Towers'), a joint venture company, and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of **(a)** availing of service(s) including passive infrastructure services required for active services viz. IBS, WiFi etc. and/ or services, including but not limited to, of project management or of provisioning, establishing, installation, operation and maintenance thereof; **(b)** rendering of service(s) including telecommunication services viz. landline, mobile, voice, data, leased line broadband facility, SIM charges and USB Dongles etc; **(c)** reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's employees, infrastructure, related owned/ third-party

services and payment of taxes; **(d)** purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s) including passive infrastructure assets to meet the business objectives/ requirements; **(e)** selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and **(f)** transfer of resources, services or obligations to meet the business objectives/ requirements ('Related Party Transactions') on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Indus Towers and the Company, for a period commencing from the date of this 29th Annual General Meeting ('AGM') upto the date of 30th AGM to be held in calendar year 2025 subject to the maximum period of fifteen months or for any such higher period as may be allowed by SEBI in this regard, such that the maximum value of the Related Party Transactions with Indus Towers, in aggregate, does not exceed ₹19,000 Crore in a financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

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

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

9. To approve Material Related Party Transactions with Dixon Electro Appliances Private Limited, an associate company

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

"Resolved that pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date ('SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to other approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approvals and recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Dixon Electro Appliances Private Limited ('Dixon'), an associate company, and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of **(a)** purchase/ sale/ exchange/ transfer/ lease of property, business asset(s) and/ or equipments, including but not limited to telecom and networking products such as Gigabyte Passive Optical Network (GPON), Optical Network Terminal (ONT), Fixed Wireless Access (FWA), modems, routers, Access Points etc., to meet the business objectives/ requirements; **(b)** rendering of service(s) including telecommunication service and incidental services viz. landline, mobile, voice, VAS, SMS, data, leased line, broadband facility, SIM charges, USB Dongles etc., and availing of service(s) including product maintenance services; and **(c)** reimbursement of expenses and transfer of any resources, services or obligations to meet the business objectives/ requirements. ('Related Party Transactions') on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Dixon and the Company, during FY 2024-25 such that the maximum value of the Related Party Transactions with Dixon, in aggregate, does not exceed ₹2,500 Crore in the financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

Resolved further that the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including but not limited to finalizing and executing necessary

documents, contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to the foregoing resolution for and on behalf of the Company, settling all such issues, questions, difficulties or doubts whatsoever that may arise, delegating all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company, and to take all such decisions herein conferred to, without

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

Date: May 14, 2024
Place: Gurugram

being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

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

Pankaj Tewari
Company Secretary
Membership No. A15106
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, setting out the material facts and reasons in respect of item nos. 4 to 9 of this Notice of AGM ('Notice'), is annexed herewith.
2. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA general circular no. 09/2023 dated September 25, 2023, circular no. 10/2022 dated December 28, 2022, circular no. 20/2020 dated May 5, 2020 read with general circular No. 14/2020 dated April 8, 2020 and general circular no. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ('SEBI Circular'), the AGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for this AGM shall be the Registered Office of the Company.
3. Since the AGM is being held through VC, physical attendance of the Members is not required in terms of MCA Circulars. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The route map for the AGM venue is also not required.

Dispatch of Notice and Integrated Annual Report

4. The Notice alongwith Integrated Annual Report is being sent to those Members/ beneficial owners whose name are appearing in the register of Members/ list of beneficiaries received from the depositories as on Friday, July 26, 2024.
5. The Notice and the Integrated Annual Report for the financial year 2023-24 will be available on the website of the Company (www.airtel.in), on the website of e-voting service provider (<https://evoting.kfintech.com/public/Downloads.aspx>) and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.

E-voting and participation in the AGM through VC/OAVM

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 SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 (in relation to e-voting Facility provided by listed entities), the Company is pleased to provide the facility of remote e-voting and e-voting at the AGM to its Members in respect of the business to be transacted at the AGM.
7. The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer

Agent of the Company ('KFin' or 'RTA') as the Authorised Agency to provide the aforesaid e-voting facilities.

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

Commencement of remote e-voting	From 9.00 a.m. (IST) on Friday, August 16, 2024
End of remote e-voting	Upto 5.00 p.m. (IST) on Monday, August 19, 2024

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. Only those Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Tuesday, August 13, 2024 ('cut-off date') shall be entitled to avail the facility of remote e-voting/ e-voting at AGM. The person who is not a Member/ Beneficial Owner as on the cut-off date should treat this Notice for information purpose only.
10. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at 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. August 13, 2024 may obtain the login ID and password for e-voting by sending a request at einward.ris@kfintech.com. In case of individual shareholders holding securities in demat mode, he/ she may follow steps mentioned in Note no. 19 (I) of this Notice.
12. The Company is providing VC/OAVM facility to its Members for joining/ participating at the AGM. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. All the shareholders including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.
14. The Members attending the AGM who have not cast their vote by remote e-voting, shall be entitled to vote through e-voting at the AGM. However, the Members can opt for only one mode of voting i.e. either remote e-voting or e-voting at the AGM. The Members who have cast their vote by remote e-voting may also attend the AGM but will not be able to vote again at the AGM.

15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by sending request mentioning their name, demat account/ folio number, email id, mobile number through their registered email address, to the Company at compliance.officer@bharti.in or by logging on to <https://emeetings.kfintech.com/> during the period from Monday, August 12, 2024 to Thursday, August 15, 2024. Only those Members who have registered themselves as Speaker will be allowed to express their views or ask questions at the AGM.
17. Members can submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM by sending an e-mail to the Company at compliance.officer@bharti.in mentioning their name, demat account/ folio number etc. on or before Thursday, August 15, 2024. Such questions will be suitably replied to by the Company. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the AGM.
18. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company viz. www.airtel.in.
19. Members are requested to carefully read the below instructions in connection with the e-voting facility and procedure for joining the AGM.

Procedure to cast vote through remote e-voting

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

Type of shareholder	Login Method
Individual Shareholders holding shares in demat mode with NSDL	<p>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com. Click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'. Click on the Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. <p>2. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> To register click on link: https://eservices.nsdl.com. Select 'Register Online. for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed with completing the required fields and follow steps given in Clause 1 above. <p>3. Accessing the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com. Click on the icon 'Login' available under 'Shareholder/ Member' section. 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. On successful authentication, Member will be requested to select the name of the Company i.e. Bharti Airtel Limited and the e-voting service Provider name i.e. KFin. On successful selection, Member will be re-directed to the e-voting page of KFin for casting their vote during the e-voting period.
Individual Shareholders holding shares in demat mode with CDSL	<p>1. Existing user who have opted for Easi/ Easiest:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on 'Login to - My Easi' (under Quick Links). Login with your registered user id and password. The user will see the e-voting menu. The menu will have links of various e-voting service providers ('ESP'). Choose KFin as the ESP to cast your vote. <p>2. Users not registered for Easi/ Easiest:</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. Proceed with completing the required fields and follow the steps given in clause 1 above. <p>3. Accessing the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit www.cdslindia.com. Provide your Demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. On successful authentication, Member will be provided links for the e-voting Service Provider (i.e. KFin) and re-directed to the e-voting page of KFin to cast vote without any further authentication.

Type of shareholder	Login Method
Individual Shareholders holding shares in demat mode - Login through their demat account/ website of respective Depository Participant ('DP')	<p>a. Members can also login using the login credentials of their demat accounts maintained with DP registered with NSDL/ CDSL for e-voting facility.</p> <p>b. Once logged-in, Members will be able to see the e-voting option. Click on e-voting option, Members will be redirected to the website of NSDL/ CDSL after successful authentication, wherein you can see e-voting feature.</p> <p>c. Click on options available against Company name or e-voting service provider KFin and Members will be redirected to e-voting website of KFin for casting vote during the remote e-voting period without any further authentication.</p>

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 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 1800-22-44-30
Shares held with CDSL	Email: helpdesk.evoting@cdslindia.com Contact no.: 022-23058738 or 022-23058542/43

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

- A. Members whose email IDs are registered with the Company/ Depository Participant(s), 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:
- Launch internet browser by typing the URL <https://evoting.kfintech.com>.
 - 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 your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of 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 you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVEN" of "Bharti Airtel Limited" and click on "Submit". Members are requested to select the respective EVENS (i.e. XXXX for fully paid up shares and XXXX for partly paid up shares) and vote depending upon their shareholding (i.e. fully paid-up and/ or partly paid-up shares).
 - 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, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - You may then cast your vote by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm else click "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- B. Members whose email addresses are not yet registered with the Company/ DPs and consequently, have not received the Notice, are requested to get their email addresses and mobile numbers registered by following the procedure laid down in Note no. 44 of this Notice.

Procedure to join the AGM via VC/ OAVM

- A. Members who are entitled to attend the AGM 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 AGM through Desktop/ Laptop/ Smartphone/ Tablet to avoid any disturbance/ glitches during the meeting.
- B. Members attending the AGM who have not cast their vote by remote e-voting, shall be entitled to vote at AGM through e-voting at the AGM. Please click on 'Vote' button appearing on the screen to cast your vote.

Other instructions

- 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 or for participation and voting at the AGM through e-voting facility.

In view of the above, Body corporates/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, such shareholders are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf. The said resolution/ letter/ power of attorney shall be sent through registered e-mail 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 User ID and Password, 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: MYEPWDIN12345612345678
 - Example for CDSL: MYEPWD1234567812345678
 - Example for Physical holding: MYEPWD1234567890
- ii. If email address or mobile number of the Member is registered against Folio no./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the Member may click "Forgot Password" and you will be redirected to the web page <https://evoting.kfintech.com/common/passwordoptions.aspx> and enter Folio no. or DP ID Client ID and PAN to generate a new password.
- C. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.

- D. In case of any query, clarification(s) and/ or grievance(s), in respect of remote e-voting, please refer the Help & Frequently Asked Questions (FAQs) section and e-voting user manual available at the download Section of KFin's website at <https://evoting.kfintech.com/public/Downloads.aspx> or contact Mr. Raj Kumar Kale, Assistant Vice President, KFin Technologies Limited at evoting@kfintech.com or call on toll free no. 1800-309-4001 for any further clarification.
20. The Board of Directors have appointed Mr. Harish Chawla (FCS-9002; C.P. No.: 15492), Partner, M/s. CL & Associates, Company Secretaries ('CLA'), and failing him, Mr. Abhishek Lamba (FCS-10489 C.P. No.: 13754), Partner, CLA, as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM and they have communicated their willingness to be appointed and will be available for the said purpose.
21. The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at the AGM, shall make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results within two working days from the conclusion of the AGM. The voting results declared shall be available on the website of the Company (www.airtel.in) and on the website of KFin (<https://evoting.kfintech.com/public/Downloads.aspx>) and shall also be displayed on the notice board at the registered office and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE.
22. The resolutions set out in this Notice, if passed, shall be deemed to be passed on the date of AGM i.e. Tuesday, August 20, 2024.

Inspection of Documents

23. All documents referred to in the Notice, will be available electronically for inspection, without any fee, by the Members from the date of circulation of this Notice up to the date of AGM i.e. upto Tuesday, August 20, 2024. Members seeking to inspect such document(s) can send a request to the Company at compliance.officer@bharti.in.
24. The Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement, including certificate from the Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2021, will be available for electronic inspection by the Members during the AGM.

IEPF related information

25. Pursuant to the provisions of Section 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.

- 26.** Members may visit the Company's website viz. www.airtel.in for tracking details of any unclaimed amounts, pending transfer to IEPF. Members may note that they can claim their unclaimed dividend declared for FY 2016-17 till September 01, 2024 by contacting KFin. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.
- 27.** 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 the IEPF. Accordingly, during the financial year 2023-24, the Company has transferred 31,530 equity shares to the IEPF. The shareholders whose equity shares are transferred to the IEPF, may follow the prescribed process to claim the shares out of the IEPF which is available on the Company's website at <https://www.airtel.in/about-bharti/equity/support-and-communication>.

Payment of Dividend

- 28.** Members may note that the Board, at its meeting held on May 14, 2024, has recommended a final dividend of ₹8/- per fully paid-up equity share and a pro-rata final dividend of ₹2/- per partly paid up equity share. The record date for the purpose of final dividend for FY 2023-24 is Wednesday, August 07, 2024. The aforesaid dividend, once approved by the Members in this AGM, will be paid within 30 days from the date of AGM.
- 29.** In respect of Members holding shares in dematerialized form, the bank details as furnished by the respective depositories to the Company will be used for transfer of dividend through Electronic Clearance Scheme ('ECS') facility. The Company/ RTA will not act on any direct request from Members holding shares in dematerialized form for change/ deletion of such bank details.
- 30.** Members holding shares in physical form who have not registered PAN, KYC (contact details, bank details and specimen signature), and nomination details with Company/ RTA, shall be eligible to receive the dividend in electronic mode only upon furnishing the details stipulated in Note no. 45 of this Notice.
- 31.** Members may note that the Income-tax Act, 1961, (the 'IT Act') as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company on or after April 1, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source ('TDS') at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

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

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2024-25 does not exceed ₹5,000/-, and also in cases where Members provide Form 15G/ Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for Members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA'), read with Multilateral Instrument ('MLI') between India and the country of tax residence of the shareholders, if they are more beneficial to them. For the purpose of availing the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholder(s) or details as prescribed under rule 37BC of the Income Tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2024-25 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholder(s)
- Self-declaration in Form 10F electronically filed on Income Tax portal
- Self-declaration by the shareholder(s) of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder(s)
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholder(s)

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice

the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

** As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/ inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

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

- 32.** The aforesaid documents, as applicable, are required to be uploaded online with KFin at <https://ris.kfintech.com/form15> on or before Wednesday, August 07, 2024 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/ deduction received post Wednesday, August 07, 2024 shall be considered for payment of the Final Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.
- 33.** In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.
- 34.** While on the subject, we once again request you to submit/ update your bank account details with your Depository Participant, in case you are holding shares in the electronic form. In case your shareholding is in the physical form, you will have to submit a scanned copy of a covering letter, duly signed by the first shareholder, along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card, duly self-attested, with KFin. This will facilitate receipt of dividend into your bank account. In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank passbook statement, duly self-attested. We also request you to register your email IDs and mobile numbers with KFin at einward.ris@kfintech.com with a copy to the Company at compliance.officer@bharti.in.
- 35.** Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.
- 36.** Members may please refer the separate detailed email communication being sent by the Company in connection with the aforesaid amendment in the Income Tax Act, 1961 and relevant procedure to be adopted by the Members to avail the applicable tax rate.
- 37.** Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and

satisfactory review by the Company, of the documents submitted by Non-resident shareholders.

Miscellaneous Information

- 38.** In terms of the applicable provisions of Secretarial Standard 2 and SEBI Listing Regulations, a statement of disclosure/ information relating to the Directors who are being appointed/ re-appointed at this AGM, is annexed hereto.
- 39.** As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (later subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2024/37 dated May 07, 2024) has mandated the listed companies to issue securities for the following service requests in dematerialized form only - (i) issue of duplicate securities certificate; (ii) claim from Unclaimed Suspense Account; (iii) renewal/ exchange of securities certificate; (iv) endorsement; (v) sub-division/ splitting of securities certificate; (vi) consolidation of securities certificates/ folios; (vii) Transmission; and (viii) Transposition.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFin for assistance in this regard.
- 40.** Non-resident Indian shareholders are requested to inform the following to the Company or KFin or concerned DP, as the case may be:
 - a. Change in the residential status on return to India for permanent settlement;
 - b. Particulars of the NRE Account with a Bank in India, if not furnished earlier.
- 41.** Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed form duly filled in to KFin. The Nomination Form in the prescribed format is available on the website of the Company viz. www.airtel.in.
- 42.** SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFin.
- 43.** Members who are holding shares in physical form in identical names in more than one folio are requested

to write to KFin enclosing their share certificates to consolidate their holding into one folio.

44. Process for registration of email IDs for obtaining a copy of Integrated Report & Notice and future shareholders' communications:

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

(i) Members holding shares in physical mode are hereby notified that pursuant to General Circular No.: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail IDs by submitting the requisite Form ISR-1 along with the supporting documents with KFin. Form ISR 1 Form can be downloaded at https://karisma.kfintech.com/downloads/2Form_ISR-1.pdf and detailed FAQ in this regard can be found at <https://ris.kfintech.com/faq.html>.

(ii) Members holding shares in dematerialized form are requested to register / update their e-mail addresses with their respective DPs.

(iii) A physical communication alongwith the copy of Form ISR-1 is also being sent to shareholders, whose email IDs' are not updated in the records.

(iv) 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.

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

A. SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023 (later subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024), 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 aforesaid SEBI circular, it is mandatory for the Members holding shares in physical form to, inter alia, furnish PAN, KYC, and nomination details. Members holding shares in physical mode who have not registered the said details, would be eligible for lodging grievance or service request only after registering the said details.

All such physical folios as on October 1, 2023, had been frozen by RTA in pursuant to the aforesaid SEBI circular. With effect from April

01, 2024, any payments including dividend in respect of such folios shall only be made electronically upon registering the required details.

In the above connection, the Company is sending a physical communication to all such Members whose folios are frozen, requesting them to submit the PAN, KYC, and nomination details with the Company/ RTA to receive dividend (proposed for approval of the Members at this AGM) through electronic mode.

Further, the folios remaining frozen till December 31, 2025 will be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002.

B. Members are requested to submit their service requests in duly executed prescribed forms as listed out in Clause (F) below, to the Company's RTA, KFin Technologies Limited, Unit: Bharti Airtel Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Alternatively, e-signed service requests can also be sent by email to einward.ris@kfintech.com from registered email ID.

C. For convenience of the Members, a list of all the relevant forms as prescribed by SEBI, is reproduced below:

Forms	Particulars
ISR-1	Request for registering PAN, KYC details or changes/updating thereof
ISR-2	Confirmation of signature of the securities holder by the banker
ISR-3	Declaration form for holders of physical securities in listed companies to opt out of nomination
ISR-4	Request for issue of Duplicate Certificate and other Service Requests
ISR-5	Request for Transmission of Securities by Nominee or Legal Heir
SH-13	Nomination form
SH-14	Cancellation or variation of Nomination

The aforesaid forms are available at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

46. Please also note that SEBI, vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 read with circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/135 dated August 4, 2023, had issued 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 Registrar and Share Transfer Agent 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. 4

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

The Board of Directors, on the recommendation of the Audit Committee, has appointed Sanjay Gupta & Associates, Cost Accountants, (Registration no. 00212) as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of ₹12,50,000/- (Rupees Twelve Lac Fifty Thousand only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, if any, for the financial year ending March 31, 2025. There has been no change in the remuneration of Cost Auditors as compared to last year.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at item no. 4 of the Notice for approval/ratification by the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item no. 4 of the Notice, except to the extent of their shareholdings, if any, in the Company.

Item no. 5

The Board of Directors ('Board') of the Company works closely with the HR & Nomination Committee ('HRC') for Board appointments. The HRC evaluates/ finalizes the desired attributes and balance of skills, knowledge and experience required on the Board and based on such evaluation, recommends suitable candidate(s) to the Board for approval.

Based on the recommendation of HRC, the Board approved the appointment of Justice (Retd.) Arjan Kumar Sikri (DIN: 08624055) as an Additional Director (in the capacity of Independent Director) of the Company w.e.f. June 01, 2024 and to hold office as an Independent Director for a term of five (5) consecutive years i.e. upto May 31, 2029, subject to approval of the Members of the Company.

Brief profile of Justice (Retd.) Arjan Kumar Sikri is as follows:

"Justice (Retd.) Arjan Kumar Sikri holds LL.M from Delhi University and has also been conferred Doctorate of Laws (LLD Honoris Causa by Dr. Ram Manohar Lohia National Law University, Lucknow). He has over 45 years of distinguished service in legal & judiciary and retired as a judge of the Supreme Court of India. Justice Sikri has numerous publications in the field of commercial laws, human rights, arbitration and other legal areas. He was counsel for numerous public sector undertakings, banks & financial institutions, educational institutions and various private sector corporations. Currently, Justice Sikri is an International Judge of the Singapore International Commercial Court. He is also, amongst others, Chairperson of the Oversight

Committee & High Powered Committee of the Char Dham Project; Chairperson of the Committee for Formulating an Action Plan for Online Dispute Resolution; Chairman of News Broadcasting & Digital Standards Authority; Member, Board of Directors of Mediators Beyond Borders International; Member of 4 Pump Court (London) and visiting Professor of few National Law Universities."

His profile is also available on the Company's website viz. www.airtel.in.

Justice Sikri has confirmed his eligibility and has given his consent to serve as an Independent Director of the Company. The Company has received declaration from him confirming that (i) he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 (the 'Act') and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'); (ii) he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; (iii) he is not debarred from holding office of director pursuant to any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority; and (iv) he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Further, Justice Sikri has confirmed that he has successfully registered himself in the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs in terms of the requirement of the Act.

In the opinion of the Board, Justice Sikri fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for appointment as an Independent Director of the Company and is independent of management of the Company. He has a strong financial and commercial acumen and possesses diversified experience in the field of strategic leadership & management, law & judiciary, public policy, governance and global business.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Justice Sikri as Independent Director of the Company as per the applicable provisions of the Act.

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

The draft letter of appointment of Independent Directors, setting out terms & conditions of their appointment, is available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of Notice up till the last date of e-voting i.e. August 19, 2024. The same is

also available on the Company's website viz. www.airtel.in. Members seeking to inspect such document(s) can send an email to compliance.officer@bharti.in.

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

The Members may also note that Justice Sikri will attain the age of 75 years during his proposed tenure as Independent Director of the Company. The Board firmly believes that Justice Sikri brings immense value to the Board on account of his stature, diversified experience, professional competence and legal background. Accordingly, the Board recommends the Special Resolution set out at item no. 5 of this Notice for approval of the Members.

Save and except Justice Sikri and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out at item no.5 of this Notice.

Item Nos. 6 to 9

A. Background

Given the nature of telecommunication industry, the Company works closely with its related parties (including subsidiaries and joint ventures) to achieve its business objectives and enters into various operational

The details of actual transactions entered into by the Company with Nxtra, Hexacom, Indus Towers and Dixon during FY 2023-24, are given hereunder for reference of the Members:

	(₹ in Crore)			
Category/ Nature of transactions	Bharti Hexacom Limited	Nxtra Data Limited	Indus Towers Limited	Dixon Electro Appliances Private Limited
Availing of services	766.1	1,343.4	9,510.5	--
Rendering of services	961.7	100.8	6.6	--
Reimbursements of expenses made or received	180.5	545.1	5,567.1	--
Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s)	151.0	--	731.7	475.6
Loans given/ repayments of loans given	--	15.3	--	--
TOTAL	2,059.3	2,004.6	15,815.9	475.6

Notes:

- Above transactions were entered in the ordinary course of business and on arms' length terms after obtaining necessary prior approval of the Shareholders and Audit Committee of the Company.
- The total amount of transactions with Indus Towers as disclosed in the financial statements is ₹14,978.9 Crores. The difference is on account of Right of Use Assets and Lease Liabilities accounting in accordance with IND AS 116.
- Above figures include applicable GST.

B. Proposal and details of transactions

The proposed RPTs, being operational and critical in nature, play a significant role in Company's business. Therefore, in order to secure continuity of operations, the Company is proposing to seek approval of the

transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Amongst the transactions that the Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) with Nxtra Data Limited ("Nxtra") and Bharti Hexacom Limited ('Hexacom'), subsidiary companies, Indus Towers Limited ('Indus Towers'), joint venture company, and Dixon Electro Appliances Private Limited ('Dixon'), associate company may exceed the threshold prescribed for material Related Party Transactions within the meaning of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') i.e. lower of either ₹1,000 Crore (Rupees One Thousand Crore) or 10% (Ten percent) of the annual consolidated turnover of the Company, as per the last audited financial statements. Members may note that the Company has been undertaking such transactions of similar nature with the said related parties in the past financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals from the Audit Committee, Board of Directors and shareholders (wherever applicable). The maximum annual value of the proposed transactions with aforesaid related parties is estimated on the basis of Company's current transactions with them and future business projections.

Members for the potential quantum of transactions with Nxtra, Hexacom, Indus Towers and Dixon, on the terms as stated hereinafter in this Notice.

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

In line with Company's well-defined and structured governance process for related party transactions, the transactions are undertaken after review and certification by leading independent global valuation/ accounting firms confirming that the proposed pricing mechanism for a particular transaction meets the arm's length criteria. In certain cases, the external valuers from the said leading Independent global valuation/ accounting firm(s) also present the valuation report to the Audit Committee. The Audit Committee considers

the certifications of leading independent global valuation/ accounting firm and conducts a review before granting approval to any related party transaction. It may be noted that the related party transactions are approved by only non-interested Independent directors on the Audit Committee.

In terms of Company's policy on related party transactions, the Audit Committee of the Company quarterly reviews the details of all RPTs entered into by the Company during the previous quarter, pursuant to its approval.

Details of the transactions and other particulars thereof as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 188 of the Companies Act, 2013 (the 'Act') as amended till date and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023:

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

Sr. No.	Particulars	Details
1.	Name of the related party	Bharti Hexacom Limited ('Hexacom')
2.	Nature of relationship	Hexacom is a subsidiary in which Company holds 70% stake.
3.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Soumen Ray, Chief Financial Officer (India & South Asia) of the Company is a Non-executive Director on the Board of Hexacom.
4.	Nature, duration/ tenure, material terms, monetary value and particulars of the contract or arrangement	<p>a) availing and rendering of service(s) including telecommunication services viz., Voice, Data, VAS, SMS, Bandwidth, Fibre, interconnect and inter circle arrangement service etc. and related services;</p> <p>b) reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's resources viz. employees, marketing, office space, infrastructure including IT assets, taxes and related owned/ third-party services;</p> <p>c) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment's to meet the business objectives/ requirements;</p> <p>d) selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and</p> <p>e) transfer of any resources, services or obligations to meet the business objectives/ requirements.</p> <p>The Members, at their 28th AGM held on August 24, 2023, had approved the said related party transactions with Hexacom during FY 2022-23 and FY 2023-24 upto the date of 29th AGM such that the aggregate value of transactions does not exceed ₹2,800 Crore in any financial year. Hence, these transactions are now due for renewal at this AGM.</p> <p>Accordingly, the approval of the Members is now sought to enter/ continue to enter into related party transactions with Hexacom during FY 2024-25 and FY 2025-26 such that the aggregate value of transactions does not exceed ₹3,000 Crore in any financial year. The said approval of Members shall be valid for a period commencing from the date of this 29th AGM upto the date of 30th AGM to be held in calendar year 2025 subject to the maximum period of fifteen months.</p>
5.	Any advance paid or received for the contract or arrangement, if any	NIL
6.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	<p>Approx. 2% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2023-24.</p> <p>Note: The percentage above is based on the consolidated turnover of FY 2023-24 and the actual percentage of annual value of RPTs shall depend upon consolidated turnover of the Company for the immediately preceding financial year.</p>
7.	Details about valuation/ arm's length and ordinary course of business	<p>All the proposed transactions shall be undertaken after review and certification by a leading Independent global valuation/ accounting firm confirming that the pricing mechanism for a particular transaction meets the arm's length criteria. As a part of well-defined and structured governance process, the Company also ensures that in certain cases, the external valuers from the said leading Independent global valuation/ accounting firm(s) also present the valuation report to the Audit Committee.</p> <p>The proposed related party transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are in the ordinary course of business of the Company.</p>

Sr. No.	Particulars	Details
8.	Rationale/ benefit of the transactions with Bharti Hexacom Limited or the justification as to why the transactions with Bharti Hexacom Limited are in the interest of the Company	The strategic advantages for the Company in transacting with Hexacom/ justification as to why the transactions with Hexacom are in the interest of the Company, are as follows: <ul style="list-style-type: none"> a) Hexacom provides telecommunication services in North East & Rajasthan service areas under the Unified License granted by the Department of Telecommunications and accordingly, provides Voice, Data, Bandwidth, VAS and SMS etc. and related services to the Company to derive group-wide operational and financial synergies with the Company. b) Hexacom, being the subsidiary of the Company, pools and shares services of group-wide common employees, infrastructure, assets and resources with the Company which drives operational synergy and optimization of common assets & resources for both, Hexacom and the Company.
9.	Any other information relevant or important for the Members to take a decision on the proposed resolution/ Any other information that may be relevant	All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

2) Details w.r.t. material Related Party Transactions with Nxtra Data Limited, a subsidiary company:

Sr. No.	Particulars	Details
1.	Name of the related party	Nxtra Data Limited ('Nxtra')
2.	Nature of relationship	Nxtra is a step-down subsidiary in which Company (through its wholly owned subsidiary) holds 75.96% stake.
3.	Name of Director(s) or Key Managerial Personnel who is related, if any	None
4.	Nature, duration/ tenure, material terms, monetary value and particulars of the contract or arrangement	<ul style="list-style-type: none"> a) availing and rendering of service(s) including data centre services, maintenance and monitoring of cloud services and telecommunication and incidental services viz. Voice, Data, Bandwidth, VAS and SMS etc., revenue collection services and other related services; b) reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's resources viz. employees, office space, infrastructure including IT assets, related owned/ third-party services, taxes and selling of common products; c) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipments to meet the business objectives/ requirements; d) providing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Nxtra or making of investment(s) therein to meet its business objectives/ requirements/ exigencies; e) selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and f) transfer of any resources, services or obligations to meet the business objectives/ requirements. <p>The Members, at their 28th AGM held on August 24, 2023, had approved the said related party transactions with Nxtra during FY 2022-23 and FY 2023-24 upto the date of 29th AGM such that the aggregate value of transactions does not exceed ₹3,000 Crore in any financial year. Hence, these transactions are now due for renewal at this AGM.</p> <p>Accordingly the approval of the Members is now sought to enter/ continue to enter into related party transactions with Nxtra during FY 2024-25 and FY 2025-26 for the same annual monetary value. The said approval of Members shall be valid for a period commencing from the date of this 29th AGM upto the date of 30th AGM to be held in calendar year 2025 subject to the maximum period of fifteen months.</p>
5.	For transaction related to providing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Nxtra or making of investment(s) therein	<p>The Company, being a holding Company provides financial assistance/ support to its subsidiary(ies) in the form of loan, guarantee or investment from time to time ('financial assistance'), in order to meet their short-term cash flow and business objectives/ requirements/ exigencies. Such financial assistance is provided by the Company with the prior approval of the Audit Committee and the Board of Directors.</p> <p>Accordingly, with the approval of the Audit Committee and the Board of Directors from time to time, the Company has an arrangement with Nxtra for providing necessary financial assistance to meet its operational cash-flows and business objectives/ requirements/ exigencies.</p>

Sr. No.	Particulars	Details
(i)	Details of the source of funds in connection with the proposed transaction	The financial assistance is provided/ would be provided from the internal accruals/ own funds of the Company.
(ii)	If any financial indebtedness is incurred to make or give such loans, inter-corporate deposits, advances or investments: Nature of indebtedness, cost of funds and tenure	Not applicable
(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The financial assistance shall be provided at arms' length basis i.e. at Company's cost of availing such financial assistance of similar nature and tenor. Loans shall be unsecured, callable on demand with bullet maturity subject to customary terms and conditions.
(iv)	Purpose for which the funds will be utilized by Nxtra Data Limited of such funds pursuant to the transaction	Funds shall be utilized by Nxtra towards meeting its operational cash-flows and business objectives/ requirements/ exigencies. The proposal seeks to provide enablement/ authority to the Board/ Audit Committee, to undertake actual transaction (as and when the business requirement arises) within the proposed terms and to take all ancillary/ incidental steps.
6.	Any advance paid or received for the contract or arrangement, if any	NIL
7.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	Approx. 2% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2023-24. Note: The percentage above is based on the consolidated turnover of FY 2023-24 and the actual percentage of annual value of RPTs shall depend upon consolidated turnover of the Company for the immediately preceding financial year.
8.	Details about valuation/ arm's length and ordinary course of business	All the proposed transactions shall be undertaken after review and certification by a leading independent global valuation/ accounting firm confirming that the pricing mechanism for a particular transaction meets the arm's length criteria. As a part of well-defined and structured governance process, the Company also ensures that in certain cases, the external valuers from the said leading Independent global valuation/ accounting firm(s) also present the valuation report to the Audit Committee. The proposed related party transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are in the ordinary course of business of the Company.
9.	Rationale/ benefit of the transactions with Nxtra Data Limited or the justification as to why the transactions with Nxtra Data Limited are in the interest of the Company	The strategic advantages for the Company in transacting with Nxtra/ justification as to why the business transactions with Nxtra are in the interest of the Company, are as follows: a) Nxtra has the largest network of data centres in India, serving the requirements of India's fast growing digital economy and therefore, Nxtra is positioned to offer superior reliability, reach, flexible power configurations and carrier-dense ecosystem for a superior customer experience. b) Nxtra provides a world-class platform to the Company to enable Company carve its strategic digital roadmap and transform the way they create innovative edge solutions for a long-term business advantage. c) Switching the data centre infrastructure sites may not be prudent for the Company as switching of such sites comes with disruption in the core mobility network. d) With Nxtra scaling up use of green energy for its data centres and aiming to source substantial power requirements of data centres through renewable sources, the transactions related to procurement of environment-efficient data centre services completely align with Airtel's overall GHG emission reduction goals. e) Nxtra, being the subsidiary of the Company, pools and shares services of group-wide common employees, infrastructure, assets and resources with the Company which drives operational synergy and optimization of common assets & resources for both, Nxtra and the Company.
10.	Any other information relevant or important for the Members to take a decision on the proposed resolution/ Any other information that may be relevant	All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

3) Details w.r.t. material Related Party Transactions with Indus Towers Limited, a joint venture company:

Sr. No.	Particulars	Details
1.	Name of the related party	Indus Towers Limited ('Indus Towers')
2.	Nature of relationship	Indus Towers is a joint venture in which Company holds 47.95% stake.
3.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Rajan Bharti Mittal, Non-executive Director of Indus Towers is the brother of Mr. Sunil Bharti Mittal and Mr. Rakesh Bharti Mittal, Directors of the Company. Mr. Gopal Vittal, Managing Director & CEO and Mr. Pankaj Tewari, Company Secretary of the Company, are the Non-executive Directors on the Board of Indus Towers.
4.	Nature, duration/ tenure, material terms, monetary value and particulars of the contract or arrangement	<p>a) availing of service(s) including passive infrastructure services required for active services viz. IBS, WiFi etc. and/ or services, including but not limited to, of project management or of provisioning, establishing, installation, operation and maintenance thereof;</p> <p>b) rendering of service(s) including telecommunication services viz. landline, mobile, voice, data, leased line broadband facility, SIM charges and USB Dongles etc.;</p> <p>c) reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's employees, infrastructure, related owned/ third-party services and payment of taxes;</p> <p>d) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s) including passive infrastructure assets to meet its business objectives/ requirements;</p> <p>e) selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and</p> <p>f) transfer of resources, services or obligations to meet the business objectives/ requirements.</p> <p>The Company has an arrangement with Indus Towers governing the detailed terms and conditions under which the Company avails passive infrastructure and related services from Indus Towers. The arrangement prescribes material terms and conditions w.r.t. sharing of passive infrastructure at sites, provision for related operation and maintenance services, corresponding obligations of both the parties and service level schedules applicable with respect to the said obligations. The arrangement also prescribes the tower sharing process, site access, acquisition and deployment timelines, the service levels and uptime to be maintained, site electrification requirements, the governance process and applicable charges including standard charges, annual increment, premiums and additional charges determined basis the installed active equipment of the Company etc.</p> <p>The Members, at their 28th AGM held on August 24, 2023, had approved the said related party transactions with Indus Towers during FY 2022-23 and FY 2023-24 upto the date of 29th AGM such that the aggregate value of transactions does not exceed ₹17,000 Crore in any financial year. Hence, these transactions are now due for renewal at this AGM.</p> <p>Accordingly, the approval of the Members is now sought to enter/ continue to enter into related party transactions with Indus Towers during FY 2024-25 and FY 2025-26 such that the aggregate value of transactions does not exceed ₹19,000 Crore in any financial year. The said approval of Members shall be valid for a period commencing from the date of this 29th AGM upto the date of 30th AGM to be held in calendar year 2025 subject to the maximum period of fifteen months.</p>
5.	Any advance paid or received for the contract or arrangement, if any	NIL
6.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	<p>Approx. 12.67% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2023-24.</p> <p>Note: The percentage above is based on the consolidated turnover of FY 2023-24 and the actual percentage of annual value of RPTs shall depend upon consolidated turnover of the Company for the immediately preceding financial year.</p>
7.	Details about valuation/ arm's length and ordinary course of business	<p>All the proposed transactions shall be undertaken after review and certification by a leading Independent global valuation/ accounting firm confirming that the pricing mechanism for a particular transaction meets the arm's length criteria. As a part of well-defined and structured governance process, the Company also ensures that in certain cases, the external valuers from the said leading Independent global valuation/ accounting firm(s) also present the valuation report to the Audit Committee.</p> <p>The proposed related party transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are under the ordinary course of business of the Company.</p>

Sr. No.	Particulars	Details
8.	Rationale/ benefit of the transactions with Indus Towers Limited or the justification as to why the transactions with Indus Towers Limited are in the interest of the Company	<p>The strategic advantages for the Company in transacting with Indus Towers/ justification as to why the transactions with Indus Towers are in the interest of the Company, are as follows:</p> <ul style="list-style-type: none"> a) Indus Towers is one of the world's largest telecom tower companies, with a nationwide presence. Therefore, the Company remains in a better position with Indus Towers in terms of tower sharing process, site selection, speed and quality of acquisition and deployment, the service levels, uptime, site electrification requirements and the governance process etc. Availability of such synergies in the operational processes helps the Company in providing improved quality of services and maintaining consistent high service standards across the business. b) Network requires site infrastructure to be established for providing mobility & enterprise services. Sites planned in the network are defined so that they can provide best coverage & performance for services provided by the Company. As establishment of infrastructure is capital intensive, the contracts/ agreements with infrastructure partners are built for long term period. Therefore, to enable Company maintain continuity of services, experience & contractual obligations, the Company needs to continue to use such passive infrastructure established with Indus Towers on long-term basis. c) Switching the passive infrastructure sites may not be prudent for the Company as switching of such sites comes with disruption in the network as well as early surrender fees for the infrastructure that the partners like Indus Towers have built for us. The arrangement with Indus Towers places the Company well to benefit from optimization of sites (within the eligibility of the contracts) thereby bringing in optimized cost structure driven by scale, reduction in operational expenditure and improvement of experience. d) The Company also fiberizes passive infrastructure sites for backhaul which again is long term asset that the Company creates. Therefore, switching to other new partners or moving such sites would need fiber infrastructure to be adjusted accordingly which may adversely impact the cost-effectiveness for the Company. Furthermore, any change may also impact Company's backhaul topology as multiple sites are interconnected for creating end to end backhaul network. e) As the technology upgrades, the same infrastructure or site is leveraged for upgrading Company's network. Leveraging existing infrastructure gives the Company, the lowest cost for upgrade as well as enables to maintain the same site grid across all technologies for better user experience. f) The Company leverages the exiting site infrastructure to provide B2B services (and connectivity to its Homes infrastructure as well), which helps the Company to optimize the cost of delivering those services from common infrastructure/ site. g) The arrangement with Indus Towers brings environmental benefits like reduction in diesel consumption, conservation of resources, energy savings and reduced pollution etc., due to enhanced sharing, improved tenancy and world-class ESG practices adopted by Indus Towers.
9.	Any other information relevant or important for the Members to take a decision on the proposed resolution/ Any other information that may be relevant	All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

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

Sr. No.	Particulars	Details
1.	Name of the related party	Dixon Electro Appliances Private Limited ('Dixon Electro')
2.	Nature of relationship	Dixon Electro is an associate company in which Company (through its subsidiary company, Bharti Airtel Services Limited) holds 47.59% stake.
3.	Name of Director(s) or Key Managerial Personnel who is related, if any	None
4.	Nature, duration/ tenure, material terms, monetary value and particulars of the contract or arrangement	<p>a) purchase/ sale/ exchange/ transfer/ lease of property, business asset(s) and/ or equipments, including but not limited to telecom and networking products such as Gigabyte Passive Optical Network (GPON), Optical Network Terminal (ONT), Fixed Wireless Access (FWA), modems, routers, Access Points etc., to meet the business objectives/ requirements;</p> <p>b) rendering of service(s) including telecommunication service and incidental services viz. landline, mobile, voice, VAS, SMS, data, leased line, broadband facility, SIM charges, USB Dongles etc., and availing of service(s) including product maintenance services; and</p> <p>c) reimbursement of expenses and transfer of any resources, services or obligations to meet the business objectives/ requirements.</p> <p>The approval of the Members is sought to enter/ continue to enter into related party transactions with Dixon Electro during FY 2024-25 such that the aggregate value of transactions does not exceed ₹2,500 Crore in the financial year.</p>
5.	Any advance paid or received for the contract or arrangement, if any	NIL
6.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	<p>Approx. 1.67% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2023-24.</p> <p>Note: The percentage above is based on the consolidated turnover of FY 2023-24 and the actual percentage of annual value of RPTs shall depend upon consolidated turnover of the Company for the immediately preceding financial year.</p>
7.	Details about valuation/ arm's length and ordinary course of business	<p>All the proposed transactions shall be undertaken after review and certification by a leading Independent global valuation/ accounting firm confirming that the pricing mechanism for a particular transaction meets the arm's length criteria. As a part of well-defined and structured governance process, the Company also ensures that in certain cases, the external valuers from the said leading Independent global valuation/ accounting firm(s) also present the valuation report to the Audit Committee.</p> <p>The proposed related party transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are under the ordinary course of business of the Company.</p>
8.	Rationale/ benefit of the transactions with Dixon Electro Appliances Private Limited or the justification as to why the transactions with Dixon Electro Appliances Private Limited are in the interest of the Company	<p>The strategic advantages for the Company in transacting with Dixon Electro/ justification as to why the transactions with Dixon Electro are in the interest of the Company, are as follows:</p> <p>a) Dixon Electro is one of the largest EMS (Electronic Manufacturing Services) company in India, engaged in the manufacturing of telecom and network products.</p> <p>b) The transactions with Dixon Electro enable indigenisation initiatives within Company's own ecosystem of telecom products in line with the Government's policy of 'Make in India' and add distribution and service capabilities (including system integration) largely for the enterprise business.</p> <p>c) With Dixon (now being a Company's joint venture), the Company remains in a better position to ensure consistency and assurance of supply and effective pricing of the critical telecom equipments, thereby driving operational synergies and building a resilient value chain.</p> <p>d) With Airtel's extensive experience in the telecom domain and Dixon's large-scale manufacturing of electronic goods, the arrangement enables pooling of each other's strengths to develop and manufacture world-class networking and telecom products in this era of digital connectivity.</p>
9.	Any other information relevant or important for the Members to take a decision on the proposed resolution/ Any other information that may be relevant	All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

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

None of the promoters/ promoter group entities are interested, directly or indirectly, in the proposed transactions. The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

The Board of Directors of the Company, at its meeting held on May 14, 2024, on the approval and recommendation of the Audit Committee and subject to approval of the Members, approved the above proposals such that the maximum value of the Related Party Transactions with a particular related party in any financial year does not exceed the amounts as proposed aforesaid in the respective resolutions.

Pursuant to Regulation 23 of SEBI Listing Regulations, Members may also note that no related party of the Company shall vote to approve the item nos. 6 to 9, whether the entity is a related party to the particular transaction or not.

The Board accordingly recommends the resolutions set forth at item nos. 6 to 9 for approval of the Members as Ordinary Resolutions.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is 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
E-mail id: compliance.officer@bharti.in

Date: May 14, 2024
Place: Gurugram

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

Pankaj Tewari
Company Secretary
Membership No. A15106

Address: Bharti Airtel Limited
Bharti Crescent, 1, Nelson Mandela Road
Vasant Kunj, Phase-II, New Delhi - 110 070, India

Information of Directors who are being appointed/ re-appointment at this AGM, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice

Name	Mr. Tao Yih Arthur Lang	Justice (Retd.) Arjan Kumar Sikri
DIN	07798156	08624055
Date of Birth	January 06, 1972	March 07, 1954
Age (in years)	52 years	70 years
Original date of appointment	October 27, 2020	June 01, 2024 (proposed date of appointment)
Qualifications	<ul style="list-style-type: none"> • Master of Business Administration, Harvard University • Bachelor of Arts in Economics (Magna cum Laude), Harvard University 	<ul style="list-style-type: none"> • Bachelor of Commerce (Hons.), Delhi University • Diploma in Company Law, Indian Law Institute, New Delhi • Diploma in Administrative Law, Indian Law Institute, New Delhi • LLB and LLM, Faculty of Law, Delhi University
Experience and expertise in specific functional area	<ul style="list-style-type: none"> • Strategic Leadership and Management • Financial & Risk Management • Industry & Sector experience • Global Business/ International Business • Technology • Governance • Sustainability & ESG 	<ul style="list-style-type: none"> • Strategic Leadership and Management • Legal & Judiciary • Public Policy • Governance • Global Business/ International Business
Shareholding in Bharti Airtel Limited including shareholding as a beneficial owner	None	262 equity shares
Terms & conditions of appointment and remuneration	As per Company's Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at https://www.airtel.in/aboutbharti/equity/corporate-governance/policies)	As per Company's Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at https://www.airtel.in/aboutbharti/equity/corporate-governance/policies)
No. of Board Meetings attended during FY 2023-24	5 out of 5 (100% attendance)	Not applicable
Remuneration drawn for FY 2023-24	₹5,002,434 (Annual Commission for the year as per policy)	Not applicable
Relationship with other Directors/ KMPs	None	None
Directorships held in other Indian companies including equity listed companies	Bharti Telecom Limited	<ul style="list-style-type: none"> • Subros Limited (Listed entity) • Delhi Warehousing Private Limited
Membership/ Chairmanship of Board committees in Indian Companies	<p>Bharti Airtel Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member <p>Bharti Telecom Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member • Stakeholders' Relationship Committee - Member • Group Risk Management Committee - Member • Asset Liability Committee - Member • Committee of Directors - Member 	<p>Bharti Airtel Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member • Corporate Social Responsibility Committee - Member <p>Subros Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairperson
Equity listed entities (in India) from which the person has resigned as Director in past 3 years	None	None