



Bharti Airtel Limited

CIN: L74899HR1995PLC095967

Registered Office: Airtel Center, Plot No. 16, Udyog Vihar, Phase IV, Gurugram - 122 015, India

Corporate Office: Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070, India

Tel.: +91 124 4222222 | **Fax:** +91 124 4248063

Email: compliance.officer@bharti.in | **Website:** www.airtel.in

Notice of Annual General Meeting

Notice is hereby given that the Thirtieth (30th) Annual General Meeting ('AGM') of the Members of Bharti Airtel Limited (the 'Company' or 'Bharti Airtel' or 'Airtel') will be held on **Friday, August 08, 2025 at 11:30 A.M. (IST) through Video Conferencing ('VC')** 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, 2025 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, 2025, 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, 2025, 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, 2025

"Resolved that dividend at the rate of ₹16/- (Rupees Sixteen only) per fully paid-up equity share of face value of ₹5/- each and a pro-rata dividend at the rate of ₹4/- (Rupee Four 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, 2025."

3. To re-appoint Ms. Chua Sock Koong 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, Ms. Chua Sock Koong (DIN: 00047851), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSSES

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

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

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force], the remuneration of ₹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 2025-26, be and is hereby ratified, confirmed and approved."

5. To appoint Secretarial Auditors of the Company

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

"Resolved that pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force] and other applicable circulars, guidelines etc. issued in this regard, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint Makarand M. Joshi & Co, Company Secretaries (Firm registration no. P2009MH007000) as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from FY 2025-26 to FY 2029-30, on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

Resolved further that the Board of Directors (which term shall include any committee of the Board authorized in this regard) be and is hereby authorized to do all such

acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

6. To approve Material Related Party Transactions of the Company 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, Fiber, 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 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 30th Annual General Meeting (‘AGM’) upto the date of 31st AGM to be held in calendar year 2026 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 ₹4,000 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 of the Company 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 & 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 equipment 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 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 30th Annual General Meeting ('AGM') upto the date of 31st AGM to be held in calendar year 2026 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 of the Company with Indus Towers Limited, a subsidiary company

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

"Resolved that pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules made thereunder, other applicable circulars, laws, statutory provisions, if any, [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions, and subject to other approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approvals and recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Indus Towers Limited ('Indus Towers'), a subsidiary company, and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of **(a)** availing of service(s) including passive infrastructure 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 30th Annual General Meeting ('AGM') upto the date of 31st AGM to be held in calendar year 2026 subject to the maximum period of fifteen months, such that the maximum value of the Related Party Transactions with Indus Towers, in aggregate, does not exceed ₹25,000 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 of the Company with Beetel Teletech 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 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 Beetel Teletech Limited ('Beetel'), 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) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment to meet the business objectives/

requirements; (b) availing of service(s) including CPE (customer premises equipment) recovery ,installation & deployment, repair & refurbishment and selling & distribution of Company's telecom products and other related services; (c) Rendering of various service(s) including telecommunication services viz. Voice, Data, VAS, SMS, Bandwidth, Fiber etc., and other related services; (d) 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; (e) providing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Beetel or making of investment(s) therein to meet the business objectives/ requirements/ exigencies; (f) selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and (g) 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 Beetel and the Company, during FY 2025-26 such that the maximum value of the Related Party Transactions with Beetel, in aggregate, does not exceed ₹1,200 Crore in the financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

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

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

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

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

“Resolved that pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended 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 equipment, including but not limited to telecom and networking products such as Gigabyte Passive Optical Network (GPON), Optical Network Terminal (ONT), Fixed Wireless Access (FWA), modems, routers, Access Points etc., to meet the business objectives/ requirements; **(b)** rendering of service(s) including telecommunication service and incidental services viz. landline, mobile, voice, VAS, SMS, data, leased line, broadband facility, SIM charges, USB Dongles etc., and availing of service(s) including product maintenance services; and **(c)** reimbursement of expenses and transfer of resources, services or obligations to meet the business objectives/ requirements (‘Related Party Transactions’) on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Dixon and the Company, during FY 2025-26 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 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.”

11. To approve Material Related Party Transactions between Xtelify Limited, a wholly-owned subsidiary company and Beetel Teletech 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 till date (‘SEBI Listing Regulations’), applicable provisions of circulars, guidelines, 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 Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) between Xtelify Limited (‘Xtelify’), a wholly-owned subsidiary company and Beetel Teletech Limited (‘Beetel’), a subsidiary company, and related parties under Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of **(a)** purchase/ sale/ exchange/ transfer / lease of business asset(s) and/ or equipment to meet the business objectives/ requirements; **(b)** availing of various service(s) including IT software & Hardware services, installation and deployment services and other related services etc.; **(c)** rendering of various service(s) including Cyber security & cloud license, hardware and management services and other related services etc.; **(d)** 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

and services; **(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 Xtelify and Beetel, during FY 2025-26 such that the maximum value of the Related Party Transactions between Xtelify and Beetel, in aggregate, does not exceed ₹1,200 Crore in the financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

Resolved further that the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to

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

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

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

Date: May 13, 2025
Place: New Delhi

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

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

NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant rules made thereunder and Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India, setting out the material facts and reasons in respect of item nos. 4 to 11 of this Notice of Annual General Meeting ('Notice'), is annexed herewith.

In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA general circular no. 09/2024 dated September 19, 2024, 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/2024/133 dated October 03, 2024 ('SEBI Circular'), the Annual General Meeting ('AGM') of the Company is being held through Video Conferencing ('VC'). The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2. 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. Further, the deemed venue for this AGM shall be the Registered Office of the Company.

Dispatch of Notice and Integrated Annual Report

3. In terms of the MCA Circulars, the Notice alongwith Integrated Annual Report for FY 2024-25 is being sent through electronic mode only, to all those Members/ beneficial owners whose name are appearing in the register of Members/ list of beneficiaries received from the depositories as on **Friday, July 11, 2025**.

The Company will also send a physical communication to the Members whose email addresses are not updated in the records, which contains the exact link and a QR code of the Company's website to access the Notice, Integrated Annual Report for FY 2024-25 and other relevant documents. The Company in the aforesaid physical communication, will request the Members to get their email addresses and mobile numbers registered, by following the guidelines mentioned therein. Detailed guidelines in this regard, are also given in note no. 38 of this Notice.

4. The Notice and the Integrated Annual Report for FY 2024-25 will be available on the website of the Company (<https://www.airtel.in/about-bharti/equity/results/annual-results>), on the website of e-voting service provider (<https://evoting.kfintech.com/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. The aforesaid documents can also be accessed by scanning the given QR.



E-voting and participation in the AGM through VC

5. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and in terms of Section VI-C of SEBI Master Circular dated November 11, 2024 (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.
6. 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.
7. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9.00 a.m. (IST) on Monday, August 04, 2025
End of remote e-voting	Upto 5.00 p.m. (IST) on Thursday, August 07, 2025

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.

8. The cut-off date for the purpose of reckoning the voting rights is **Friday, August 01, 2025 ("Cut-off date")**. Accordingly, 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 Cut-off date (including those Members who may not have received this Notice due to non-registration of their email ID with the Company or DPs) shall be entitled to vote by way of remote e-voting/ e-voting at AGM. The person who is not a Member/ Beneficial Owner as on the Cut-off date, should treat this Notice for information purpose only.

9. 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.
10. 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 01, 2025 may obtain the login ID and password for e-voting by sending a request at inward.ris@kfintech.com. In case of individual shareholders holding securities in demat mode, he/ she may follow steps mentioned in Note no. 19 of this Notice.
11. The Company is also providing VC facility to its Members for joining/ participating at the AGM.
12. 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.
13. 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.
14. 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.
15. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration for this AGM. Members who would like to express their views or ask questions during the AGM may register themselves by sending request mentioning their name, demat account/ folio number, email id, mobile number through their registered email address, to the Company at compliance.officer@bharti.in or by logging on to <https://emeetings.kfintech.com/> during the period from Thursday, July 31, 2025 to Monday, August 04, 2025. Only those Members who have pre-registered themselves as Speaker will be allowed to express their views or ask questions at the AGM.
16. 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 Monday, August 04, 2025. 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.
17. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at <https://www.airtel.in/about-bharti/equity/results/annual-results>.
18. In connection with the remote e-voting facility provided by the Company, Members may note the following:
 - (a) Pursuant to Section VI-C of SEBI Master Circular dated November 11, 2024 (in relation to e-voting Facility provided by listed entities), e-voting facility has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants ("DP") in order to increase the efficiency of the voting process.
 - (b) Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
19. Members are requested to carefully read the below instructions in connection with remote e-voting facility and procedure for joining the AGM:

Procedure to cast vote through remote e-voting

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

Type of shareholder	Login Method
Individual Members holding shares in demat mode with NSDL	<ol style="list-style-type: none"> Existing user already registered for Internet-based Demat Account Statement (IDeAS) facility: <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 Company name (i.e. Bharti Airtel Limited) or ESP (i.e. KFin). The Member will be re-directed to KFin's website for casting the vote during the remote e-voting period. User not registered for IDeAS e-Services: <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. Accessing the e-voting website of NSDL: <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon 'Login' which is 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 and the ESP's 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 Members holding shares of the Company in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Easi/ Easiest: <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 registered user id and password. The Member will see the e-voting menu. The menu will have links of ESP i.e. KFin e-voting portal. Click on ESP's name (i.e. KFin) to cast the vote. Users not registered for Easi/Easiest: <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 point 1 above. Accessing the e-voting website of CDSL: <ol style="list-style-type: none"> Visit https://evoting.cdslindia.com/Evoting/EvotingLogin. Provide the 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 respective ESP i.e. KFin and Member will be re-directed to the e-voting page of KFin to cast the vote without any further authentication.
Individual Members holding shares of the Company in demat mode - Login through their demat account/ website of respective Depository Participants ('DP')	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat accounts their DP registered with NSDL/ CDSL for e-voting facility. Once logged-in, Members will have to click on e-voting option. Members will then be redirected to website of NSDL/ CDSL, wherein Member can use the e-voting feature. Click on options available against company name or ESP i.e. KFin and Member will be redirected to e-voting website of KFin for casting vote during the remote e-voting period without any further authentication.

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

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

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

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

A. Members whose email IDs are registered with the Company/ Depository Participants(s)/RTA, 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:

- (i) Launch internet browser and go to <https://evoting.kfintech.com>.
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of demat account, User ID will be DP ID and Client ID. However, if the Member is already registered with KFin for e-voting, the existing User ID and password can be used for casting the vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) Thereafter, on the password change Menu, the Member will be required to mandatorily change the 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 to change the password and update the contact details like mobile number, email ID etc. on first login. The Member can also enter a secret question and answer thereto to retrieve the password in future. Please do not share the password with any other person and also take utmost care to keep the password confidential.
- (v) Thereafter, the Member will need to login again with the new credentials.
- (vi) On successful login, the system will prompt to select the "EVEN" of "Bharti Airtel Limited" and click on "Submit". Members are requested to select the respective EVENS (i.e. 8946 for fully-paid equity shares and 8947 for partly-paid equity shares) and vote depending upon their shareholding i.e. either fully paid-up or partly paid-up or both.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR/ AGAINST" or alternatively, enter any partial number in "FOR" and any partial number in "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed the total shareholding of the Member as on the Cut-off date. The Member may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

(viii) Members holding multiple folios/ demat accounts shall complete the voting process separately for each folio/ demat accounts.

(ix) The Member may then cast the vote by selecting an appropriate option and click on "Submit".

(x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once the Member has voted on the resolution, the vote shall not allowed to be modified. During the 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/ Depository/ DPs/ RTA and consequently, have not received the email communication from KFin with e-voting login credentials, are requested to get their email addresses and mobile numbers registered by following the procedure laid down in Note no. 38 of this Notice.

Procedure to join the AGM via VC

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 for remote e-voting

A. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the corporate Members may be appointed for the purpose of voting through remote e-voting 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) by sending a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to attend the AGM through VC and/ or to cast their votes through remote e-voting or e-voting at the AGM. 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 hereinafter:

- (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:
MYEPWD1402345612345678
- Example for Physical holding:
MYEPWD0000A123456 (assuming 0000 is the EVEN and A123456 is folio no.)

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

- C. It is strongly recommended to Members that they do not share their password with any other person and take utmost care to keep the password confidential.
- D. In case of any query, clarification(s) and/or grievance(s), in respect of remote e-voting, please refer the "Help" and "F.A.Q's" sections available at the bottom of the webpage on KFin's website i.e. <https://evoting.kfintech.com/public/Downloads.aspx> or contact Mr. S.R. Ramesh, Deputy Vice President, KFin Technologies Limited at evoting@kfintech.com or call on toll free no. 1800 309 4001 for any further clarification.

Voting results and scrutinizer's report

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 prepare a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results within two working days from the conclusion of the AGM or any other timeline prescribed under applicable law(s). The voting results declared shall be available on the website of the Company (<https://www.airtel.in/about-bharti/equity/results/annual-results>) and on the website of KFin (<https://evoting.kfintech.com/public/Downloads.aspx>) and shall also be displayed at the registered office and corporate office of the Company. The voting results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE.
22. The resolutions set out in this Notice, if passed, shall be deemed to be passed on the date of AGM i.e. Friday, August 08, 2025.

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 Friday, August 08, 2025. 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. <https://www.airtel.in/about-bharti/equity/shares/unpaid-dividend> for tracking details of any unclaimed amounts, pending transfer to IEPF. Members may note that they can claim their unclaimed final dividend declared for FY 2017-18 till August 25, 2025 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 2024-25, the Company has transferred 33,106 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 related information

28. Members may note that the Board, in its meeting held on May 13, 2025, has recommended a final dividend of ₹16/- per fully paid-up equity share and a pro-rata final dividend of ₹4/- per partly paid up equity share. The record date for the purpose of final dividend for FY 2024-25 is **Friday, July 18, 2025**. 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. 43 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 2025-26 does not exceed ₹10,000/-, 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, nonresident 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 2025-26 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 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 Friday, July 18, 2025 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/ deduction received post Friday, July 18, 2025 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.

Procedure for registration of email addresses

38. Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Integrated Annual Report, are requested to get their email addresses and mobile numbers registered, by following the guidelines mentioned below.
 - (i) Members holding shares in physical mode are hereby notified that pursuant to applicable SEBI circular(s), all holders of physical shares can update/ register their contact details including the details of e-mail addresses by submitting the requisite Form ISR-1 with KFin.

A physical communication along with Form ISR-1 has been sent to the Members, whose email addresses are not updated in the records. Members holding shares in physical mode are requested to submit the duly filled and signed Form ISR-1 along with the supporting documents (as mentioned therein) to KFin.

Further, Form ISR-1 can also be downloaded at https://karisma.kfintech.com/downloads/2Form_ISR-1.pdf and detailed FAQs 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) 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.

Miscellaneous Information

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 applicable:
 - (a) Change in the residential status on return to India for permanent settlement; and
 - (b) Particulars of the NRE Account with a Bank in India, if not furnished earlier.
41. 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.
42. In terms of SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/81 dated June 10, 2024 and other applicable provisions, the Members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of shares held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel/ make any variation in the already submitted nomination, Members are requested to reach out to KFin in case of shares held in physical mode and to their respective DPs in case of shares held in demat form.
43. Additional instructions for shareholders holding shares in physical form:

- A. Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFin enclosing their share certificates to consolidate their holding into one folio.
- B. SEBI, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, prescribes common and simplified norms for processing investor service requests by RTA and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details. As per the said circular, it is mandatory for the members holding shares in physical form to, inter-alia, furnish PAN, KYC details etc. Members holding shares in physical mode who have not registered the said details, would be eligible for lodging grievance or service request only after registering the said details.

Further, any payments including dividend in respect of all physical folio in which PAN and KYC details (including contact details, bank details and specimen signature etc.) are not updated, shall only be made electronically upon registering the required details. In the above connection and to receive the dividend (proposed for approval of the members at the ensuing 30th AGM) through electronic mode, all such Members holding shares of the Company in physical mode are requested to submit the pending details in duly executed Form ISR-1 to KFin through post or in-person verification mode to KFin, or by sending e-signed Form ISR-1 on einward.ris@kfintech.com through registered email id. Members holding shares in dematerialised form are requested to register/ update their e-mail addresses with their respective DPs.

- C. Members are requested to submit their service requests in duly executed prescribed forms available on KFin's website at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>, to the 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.

- 44.** In accordance with Regulation 5 and other applicable provisions of SEBI Listing Regulations, various stakeholders of the Company including Key Managerial Personnel, Directors, Promoters and any person dealing with listed entity such as related parties, shareholders etc. are required to adhere to the responsibilities and obligations, if any, assigned to them under SEBI Listing Regulations. These obligations include, but not limited to, disclosure of all information to the listed entity that is relevant and necessary for the listed entity to ensure compliance with the applicable laws.

In view of the above, the Company urges all concerned stakeholders including its Members, to remain vigilant and ensure adherence to the relevant requirements/ obligations under SEBI Listing Regulations. The latest copy of the SEBI Listing Regulations, can be accessed on SEBI's official website viz. <https://www.sebi.gov.in/>.

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

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

Item No. 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, 2026. 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.

Item no. 5

In accordance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended, every listed company has been mandated to appoint its Secretarial Auditors for a fixed term of five years (extendable to another term of five years), subject to approval of Members in the Annual General Meeting, effective from April 01, 2025. It may be noted that Regulation 24A of SEBI Listing Regulations allows the existing Secretarial Auditors to continue for two terms of five years each, notwithstanding its association with the Company prior to April 01, 2025.

Chandrasekaran Associates, Company Secretaries (CACS'), had been serving as the Secretarial Auditors of the Company until FY 2024-25. The Company has significantly benefited from the extensive experience, expertise and audit approach of CACS over the years. Its association as Secretarial Auditors has helped the Company not only meet but consistently exceed the compliance standards.

Now with the amended regulations and as a part of Company's ongoing commitment to uphold the highest standards of corporate governance, the Board of Directors has approved voluntary rotation of Company's Secretarial Auditors reinforcing the independence and objectivity of the audit process and bringing in fresh perspectives. Accordingly, the Board, on recommendation of Audit Committee and subject to approval of Members, has appointed Makarand M. Joshi & Co, Company Secretaries ('MMJC'), a peer reviewed firm (Firm registration no. P2009MH007000) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30 in compliance

with Regulation 24A of the SEBI Listing Regulations. The Board also placed on record its sincere appreciation for the contribution and valuable services of CACS during its association as Secretarial Auditors of the Company.

The brief profile of MMJC is as under:

"Makarand M. Joshi & Co, Company Secretaries ('MMJC') is a leading peer reviewed firm registered with The Institute of Company Secretaries of India (Firm registration no. P2009MH007000). MMJC is led by highly experienced partners and professionals who bring deep domain expertise and industry insight. The firm has an overall strength of more than 190 employees out of which around 70 are qualified Company Secretaries and/or law graduates. The head office of MMJC is at Ecstasy, 802-805, 8th Floor, Near Citi of Joy, J.S.D. Road, Mulund (West), Mumbai - 400080.

MMJC has over 25 years of excellence in Corporate Governance, compliance and advisory services and is widely recognized for its expertise in secretarial audits, compliance audits, and due diligence across sectors like banking, financial services, IT/Telecom, pharmaceuticals, FMCG, and infrastructure etc. The firm also brings expertise in various niche areas including RTA audits, CSR advisory and IPO support."

While considering the appointment of MMJC as Secretarial Auditors, the Audit Committee and Board of Directors evaluated the firm on various parameters such as independence, competence, technical proficiency, overall audit methodology, sectoral expertise; understanding of the Company's scale and complexity; and previous experience across the Group. In the opinion of the Audit Committee and Board of Directors, MMJC's experience and expertise align well with the Company's audit requirements.

MMJC have given their consent to act as Secretarial Auditors of the company and have confirmed their eligibility, independence and willingness for appointment as Secretarial Auditors of the Company and have also confirmed that (a) they are not disqualified for such appointment under applicable laws and Auditing Standards issued by The Institute of Company Secretaries of India (ICSI); and (b) their proposed appointment (if approved) would be within the limits specified by ICSI.

The proposed remuneration payable to MMJC for conducting secretarial audit of the Company for FY 2025-26 is ₹10 Lac (exclusive of applicable taxes and out of pocket expenses, if any). Further, the Board of Directors, on the recommendation of the Audit Committee, shall decide the remuneration of MMJC for their remaining tenure as Secretarial Auditors of the Company, depending on the scope of audit services rendered. It may be noted that there is no material change in the fee payable to MMJC as Secretarial Auditors vis-à-vis the fee paid to previous Secretarial Auditors which was ₹8 Lac for FY 2024-25.

In addition to the secretarial audit, MMJC may be engaged for providing various permissible certifications, reports, or other non-audit services as required from time to time,

for which their remuneration will be determined and approved by the Audit Committee, in accordance with the applicable provisions.

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

The Board of Directors recommends the Ordinary Resolution set out at item no. 5 of the Notice for approval of the Members.

Item nos. 6 to 11

A. Background

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

Amongst the transactions that the Company and its various subsidiaries enter into with the related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) between the following group companies 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:

- (i) Transactions of the Company with Nxtra Data Limited ('Nxtra'), Bharti Hexacom Limited ('Hexacom'), Indus Towers Limited ('Indus Towers'), Beetel Teletech Limited ('Beetel'), subsidiary companies, and Dixon Electro Appliances Private Limited ('Dixon'), associate company.
- (ii) Transactions between Xtelify Limited ('Xtelify'), a wholly-owned subsidiary company and Beetel, a subsidiary company.

Members may note that the group companies have been undertaking such inter-se transactions of similar nature in the past financial years also, 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 is estimated on the basis of current transactions and future business projections. The details of actual transactions entered into between these group companies during FY 2024-25, are given hereunder for reference of the Members:

(₹ in Crore)

Category/ Nature of transactions	Transactions of Bharti Airtel Limited with:					Transactions between Xtelify Limited and Beetel Teletech Limited
	Bharti Hexacom Limited	Nxtra Data Limited	Indus Towers Limited	Beetel Teletech Limited	Dixon Electro Appliances Private Limited	
Availing of services	950	1,374	11,220	37	--	2
Rendering of services	1,367	104	15	1	--	1
Reimbursements of expenses made or received	172	569	6,483	--	--	--
Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s)	188	--	2,450	558	934	592
Loans given/ repayments of loans	--	--	--	--	--	--
TOTAL	2,677	2,047	20,168	596	934	595

Notes:

- 1) 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.
- 2) The total amount of transactions with Indus Towers as disclosed in the financial statements is ₹22,350 Crores. The difference is on account of Right of Use Assets and Lease Liabilities accounting in accordance with IND AS 116.
- 3) Above figures include applicable GST.

B. Proposal and details of transactions

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

C. 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 reviews the details of all RPTs entered into by the Company during the previous quarter, pursuant to its approval.

D. Details of the transactions as per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and other applicable laws:

(I). Details with respect to Material Related Party Transactions of the Company with Bharti Hexacom Limited, a subsidiary company:

Sr. No.	Particulars	Details
1	Name of the transacting parties	Bharti Airtel Limited ('Company') and Bharti Hexacom Limited ('Hexacom').
2	Nature of relationship	Hexacom is a subsidiary in which the 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. Mr. Rakesh Bharti Mittal, Non-executive Director of Hexacom is the brother of Mr. Sunil Bharti Mittal and Mr. Rajan Bharti Mittal, Directors of the Company.
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, Fiber, 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 resources, services or obligations to meet the business objectives/ requirements.</p> <p>The Members, at their 29th AGM held on August 20, 2024, had approved the said related party transactions with Hexacom during FY 2023-24 and FY 2024-25 upto the date of this 30th 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 Hexacom during FY 2025-26 and FY 2026-27 such that the aggregate value of transactions does not exceed ₹4,000 Crore in any financial year. The said approval of Members shall be valid for a period commencing from the date of this 30th AGM upto the date of 31st AGM to be held in calendar year 2026 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. 2.31% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2024-25.</p> <p>Note: The percentage above is based on the consolidated turnover of FY 2024-25 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 proposed transactions or the justification as to why the transactions are in the interest of the Company	<p>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:</p> <p>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.</p> <p>b) Hexacom, being the subsidiary of the Company, pools and shares services of groupwide 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.</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.

(II). Details with respect to Material Related Party Transactions of the Company with Nxtra Data Limited, a subsidiary company:

Sr. No.	Particulars	Details
1	Name of the transacting parties	Bharti Airtel Limited ('Company') and 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	<p>a) Availing and rendering of service(s) including data centre services, maintenance & monitoring of cloud services and telecommunication and incidental services viz. Voice, Data, Bandwidth, VAS and SMS etc., revenue collection services and other related services;</p> <p>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;</p> <p>c) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment to meet the business objectives/ requirements;</p> <p>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;</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 Members, at their 29th AGM held on August 20, 2024, had approved the said related party transactions with Nxtra during FY 2023-24 and FY 2024-25 upto the date of this 30th 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 2025-26 and FY 2026-27 for the same annual monetary value i.e. ₹3,000 Crore per annum. The said approval of Members shall be valid for a period commencing from the date of this 30th AGM upto the date of 31st AGM to be held in calendar year 2026, 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 operational cash-flows 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 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. 1.73% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2024-25. Note: The percentage above is based on the consolidated turnover of FY 2024-25 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 proposed transactions or the justification as to why the transactions 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.

(III). Details with respect to Material Related Party Transactions of the Company with Indus Towers Limited, a subsidiary company:

Sr. No.	Particulars	Details
1	Name of the transacting parties	Bharti Airtel Limited ('Company') and Indus Towers Limited ('Indus Towers').
2	Nature of relationship	Indus Towers is a subsidiary in which Company holds 50.005% stake.
3	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Gopal Vittal, Vice Chairman & Managing Director, Mr. Rajan Bharti Mittal, Non-executive Director and Mr. Soumen Ray, Chief Financial Officer (India & South Asia) of the Company, are also the Non-executive Directors on the Board of Indus Towers. Mr. Rakesh Bharti Mittal, Non-executive Director of Indus Towers is the brother of Mr. Sunil Bharti Mittal and Mr. Rajan Bharti Mittal, Directors of the Company.
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 29th AGM held on August 20, 2024, had approved the said related party transactions with Indus Towers during FY 2023-24 and FY 2024-25 upto the date of this 30th AGM such that the aggregate value of transactions does not exceed ₹19,000 Crore in any financial year. Hence, these transactions are now due for renewal at this AGM. In addition to the said transactions, the Members by way of Postal Ballot dt. March 16, 2025 had also approved the sale/ transfer of Passive Infrastructure Business Undertaking comprising mobile/ wireless communication towers and related infrastructure of the Company by way of slump sale to Indus Towers at a consideration of upto ₹2,174.6 Crore (subject to agreed closing adjustments). The said slump sale transaction was consummated by Company and Indus Towers in March, 2025.</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 2025-26 and FY 2026-27 such that the aggregate value of transactions does not exceed ₹25,000 Crore in any financial year. The said approval of Members shall be valid for a period commencing from the date of this 30th AGM upto the date of 31st AGM to be held in calendar year 2026, 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. 14.45% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2024-25.</p> <p>Note: The percentage above is based on the consolidated turnover of FY 2024-25 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 proposed transactions or the justification as to why the transactions 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> <ol style="list-style-type: none"> 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. 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. 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 and reduction in operational expenditure. 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. 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. 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. Indus Towers, being the subsidiary of the Company, pools and shares services of groupwide common employees, infrastructure, assets and resources with the Company which drives operational synergy and optimization of common assets & resources for both, Indus Towers and the Company. 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.

(IV).Details with respect to Material Related Party Transactions of the Company with Beetel Teletech Limited, a subsidiary company:

Sr. No.	Particulars	Details
1	Name of the transacting parties	Bharti Airtel Limited ('Company') and Beetel Teletech Limited ('Beetel')
2	Nature of relationship	Beetel is a step-down subsidiary in which Company (through its subsidiary company, Bharti Airtel Services Limited) holds 97.12% 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 also a Non-executive Directors on the Board of Beetel.

Sr. No.	Particulars	Details
4	Nature, duration/ tenure, material terms, monetary value and particulars of the contract or arrangement	<p>a) Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s) to meet the business objectives/ requirements;</p> <p>b) Availing of service(s) including CPE (customer premises equipment) recovery, installation & deployment, repair & refurbishment and selling & distribution of Company's telecom products and other related services;</p> <p>c) Rendering of various service(s) including telecommunication services viz. Voice, Data, VAS, SMS, Bandwidth, Fiber etc., and other related services;</p> <p>d) 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;</p> <p>e) Providing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Beetel or making of investment(s) therein to meet the business objectives/ requirements/ exigencies;</p> <p>f) Selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and</p> <p>g) Transfer of 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 Beetel during FY 2025-26 such that the aggregate value of transactions does not exceed ₹1,200 Crore in the financial year.</p>
5	For transaction related to providing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Beetel 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 operational cash-flows 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, the Company may provide necessary financial assistance to Beetel to meet its operational cash-flows and business objectives/ requirements/ exigencies, if required, with the approval of the Audit Committee and the Board of Directors from time to time.</p>
(i)	Details of the source of funds in connection with the proposed transaction	The financial assistance, if any, 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	<p>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.</p> <p>Loans shall be unsecured, callable on demand with bullet maturity subject to customary terms and conditions.</p>
(iv)	Purpose for which the funds will be utilized by Beetel of such funds pursuant to the transaction	<p>Funds will be utilized by Beetel towards meeting its operational cash-flows and business objectives/ requirements/ exigencies.</p> <p>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.</p>
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. 0.70% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2024-25.
8	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
9	Rationale/ benefit of the proposed transactions or the justification as to why the transactions are in the interest of the Company	<p>The strategic advantages for the Company in transacting with Beetel/ justification as to why the transactions with Beetel are in the interest of the Company, are as follows:</p> <ol style="list-style-type: none"> Beetel is engaged in the distribution of wide range of products including IT peripherals, network & enterprise solutions, fixed landline telephony, accessories as well as associated deliveries of related technical services viz. infrastructure deployment; and installation/ repair & refurbishment of recovered customer premises equipment etc. Beetel partners closely with Bharti Airtel and its group companies to comprehensively address the core business requirements of the Company and its enterprise customers. Beetel leverages its technological expertise and deep-rooted relationships with OEMs to enhance operational efficiency and foster synergies. With a robust portfolio spanning across leading global brands and telecom partnerships, Beetel injects substantial value into the partnership and strengthens the entire ecosystem. Beetel serves as a one-stop solution for Airtel's technical and non-technical procurement needs including servers, switches etc., streamlining the entire sourcing process. Its in-house capabilities allows to manage, install and execute highly complex, large scale projects with precision and speed including timely service support/ SLA, enhancing Airtel's ability to innovate and deliver superior solutions to its customers. With Beetel's supply and distribution chain, being under Airtel's control, the arrangement enables Airtel to remain agile and responsive in an ever-evolving market landscape while maintaining its competitive edge, cost efficiency, speedier execution, capitalize on emerging opportunities, and sustain long-term growth. Beetel, being the subsidiary of the Company, pools and shares services of group-wide common infrastructure, assets and resources within the Company, which drives operational synergy and optimization of common assets & resources for both, Beetel 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.

(V). Details with respect to Material Related Party Transactions of the Company with Dixon Electro Appliances Private Limited, an associate company:

Sr. No.	Particulars	Details
1	Name of the transacting parties	Bharti Airtel Limited ('Company') and Dixon Electro Appliances Private Limited ('Dixon Electro').
2	Nature of relationship	Dixon Electro is an associate company in which Company (through its subsidiary companies) 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	<ol style="list-style-type: none"> Purchase/ sale/ exchange/ transfer/ lease of property, business asset(s) and/ or equipment, including but not limited to telecom and networking products such as Gigabyte Passive Optical Network (GPON), Optical Network Terminal (ONT), Fixed Wireless Access (FWA), modems, routers, Access Points etc., to meet the business objectives/ requirements; 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 Reimbursement of expenses and transfer of resources, services or obligations to meet the business objectives/ requirements. <p>The Members, at their 29th AGM held on August 20, 2024, had approved the said 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. 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 Dixon Electro during FY 2025-26 for the same annual monetary value i.e. ₹2,500 Crore per annum.</p>
5	Any advance paid or received for the contract or arrangement, if any	Nil.

Sr. No.	Particulars	Details
6	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	Approx. 1.45% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2024-25.
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>
8	Rationale/ benefit of the proposed transactions or the justification as to why the transactions 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> <ol style="list-style-type: none"> Dixon Electro is one of the largest EMS (Electronic Manufacturing Services) company in India, engaged in the manufacturing of telecom and network products. 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. With Dixon (being an associate company of Airtel), the Company remains in a better position to ensure consistency and assurance of supply and effective pricing of the critical telecom equipment, thereby driving operational synergies and building a resilient value chain. 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.
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.

(VI).Details with respect to Material Related Party Transactions between Xtelify Limited, a wholly-owned subsidiary company with Beetel Teletech Limited, a subsidiary company:

Sr. No.	Particulars	Details
1	Name of the transacting parties	Xtelify Limited ('Xtelify') and Beetel Teletech Limited ('Beetel') (collectively referred to as the 'Transacting Parties').
2	Nature of relationship	<p>Xtelify is a wholly owned subsidiary in which Company holds 99% stake directly and 1% stake through its another subsidiary, Bharti Airtel Services Limited ('BASL').</p> <p>Beetel is a step-down subsidiary in which Company (through BASL) holds 97.12% stake.</p>
3	Name of Director(s) or Key Managerial Personnel who is related, if any	<p>Mr. Soumen Ray, Chief Financial Officer (India & South Asia) of the Company is also a Non-executive Directors on the Board of Xtelify and Beetel.</p> <p>Mr. Pankaj Tewari, Group Company Secretary of the Company, is also a Non-executive Directors on the Board of Xtelify.</p>
4	Nature, duration/ tenure, material terms, monetary value and particulars of the contract or arrangement	<ol style="list-style-type: none"> Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment to meet the business objectives/ requirements; Availing of various service(s) including of IT software & Hardware services, installation and deployment services and other related services etc.; Rendering of various service(s) including Cyber security & cloud license, hardware and management services and other related services etc.; 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 and services; Selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and Transfer of resources, services or obligations to meet the business objectives/ requirements. <p>The approval of the Members is sought to enter/ continue to enter into related party transactions between Transacting Parties during FY 2025-26 such that the aggregate value of transactions does not exceed ₹1,200 Crore in the financial year.</p>

Sr. No.	Particulars	Details
5	Any advance paid or received for the contract or arrangement, if any	Nil.
6	Percentage of annual consolidated turnover of the Company and transacting parties, for the immediately preceding financial year, that is represented by the value of the proposed transactions	Approx. 0.70% of annual consolidated turnover of Bharti Airtel Limited for the financial year 2024-25. Approx. 33% and 57% of annual turnover of Xtelify and Beetel, respectively, for the financial year 2024-25.
7	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 Company's Audit Committee. The proposed related party transactions are purely operational/ integral part of operations of the Company and Transacting Parties and are in the ordinary course of business.
8	Rationale/ benefit of the proposed transactions or the justification as to why the transactions are in the interest of the companies	The strategic advantages of transactions between Xtelify and Beetel/ justification as to why these transactions are in the interest of Company and Transacting Parties, are as follows: a) Xtelify is the digital services arm of Bharti Airtel Group which contributes massively towards Airtel's digital innovation. Xtelify is engaged in the business of procurement, aggregation and provision of content services, platform usage, cloud hosting services, Internet of Things (IOT), value added services through Airtel IQ (CPaaS), and sale of products to its customers. b) Beetel brings proven experience in technology procurement and project execution including infrastructure deployment, installation support, and after sale support service/ SLA. The transactions between these entities, enable Xtelify to leverage Beetel's operational capabilities to fulfill its technical and non-technical requirements including value added distribution, smooth service support etc. in a more cost-effective and timely manner, thereby accelerating high quality execution and reducing overheads. c) The collaboration between Xtelify and Beetel enables a seamless flow of technological expertise, operational capabilities, and resources across the entities. Beetel's deep relationships with global brands and telecom partnerships complement Xtelify's innovative approach and digital platforms, creating a powerful synergy that strengthens the Group's overall value proposition. d) The collaboration between Beetel and Xtelify aligns perfectly with Bharti Airtel's broader strategic goals which include achieving operational excellence, enhancing customer experience, and driving innovation across its service portfolio. By leveraging each other's strengths, these transactions help sustain the Group's competitive edge in a rapidly evolving market landscape. e) As fellow subsidiaries under the Bharti Airtel Group, Beetel and Xtelify share common infrastructure, workforce, assets, and processes. This integrated approach fosters operational alignment, optimizes resource usage, and eliminates duplication of efforts, thereby benefiting the Group through cost savings and improved agility.
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 13, 2025, 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 11, 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 11 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
Email: compliance.officer@bharti.in

Date: May 13, 2025
Place: New Delhi

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

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

ADDITIONAL INFORMATION OF MS. CHUA SOCK KOONG (BEING RE-APPOINTED AT THIS AGM), PURSUANT TO APPLICABLE PROVISIONS OF SEBI LISTING REGULATIONS, COMPANIES ACT, 2013 and SECRETARIAL STANDARDS - 2, AS ON THE DATE OF NOTICE

Particulars	Details
Name	Ms. Chua Sock Koong
DIN	00047851
Date of Birth	September 14, 1957
Age (in years)	67 years
Original date of appointment	May 07, 2001
Qualifications	<ul style="list-style-type: none"> Bachelor of Accountancy (First Class Honours) from University of Singapore Certified Public Accountant and Chartered Financial Analyst
Experience and expertise in specific functional area	<ul style="list-style-type: none"> Strategic Leadership and Management Financial and Risk Management Industry and sector experience Global Business/ International Business Technology Governance Sustainability and ESG
Shareholding in Bharti Airtel Limited including shareholding as a beneficial owner	None
Terms & conditions of appointment and remuneration	As per Company's Policy on Nomination, Remuneration and Board Diversity (available on the Company's website and can be accessed by clicking here).
No. of Board Meetings attended during FY 2024-25	5 out of 5 (100% attendance)
Remuneration drawn for FY 2024-25	₹6.41 Mn. (Annual Commission for FY 2024-25 as per policy)
Relationship with other Directors/ KMPs	None
Directorships held in other Indian companies including equity listed companies	Bharti Telecom Limited
Membership/ Chairmanship of Board committees in Indian Companies	Bharti Telecom Limited - Member, Nomination and Remuneration Committee
Equity listed entities (in India) from which the person has resigned as director in past 3 years	None

[Click here](#) to view Ms. Sock Koong's detailed profile on Company's website.