Bharti Telecom Limited

CIN: U32039HR1985PLC032091

Registered Office: Airtel Centre, Plot No. 16, Udyog Vihar, Phase IV, Gurgaon, Haryana - 122001

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

Tel: +91-124-4222222, **Email:** compliance.officer@bharti.in, **Website:** www.bhartitelecom.in

Notice of the 41st Annual General Meeting

Notice is hereby given that the forty first (41st) Annual General Meeting ('AGM/ Meeting') of the Members of Bharti Telecom Limited (hereinafter to be referred as 'the Company'), will be held on Friday, September 25, 2026 at 11:00 A.M. (IST) through Video Conferencing ('VC') or other audio/ Visual means (OAVM) to transact the following business(es):

Ordinary Business(es):

To consider and if thought fit, to pass the following resolutions with or without modification(s) 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, 2026 together with Reports of the Board of Directors and Auditors thereon

"Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of Board of Directors and 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, 2026, together with the report of Auditors' thereon, be and are hereby received, considered and adopted."

2. To re-appoint Mr. Sunil Bharti Mittal (DIN: 00042491) as a Director liable to retire by rotation

"Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Bharti Mittal (DIN: 00042491), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint Joint-Statutory Auditors of the Company

"Resolved that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Circular"), including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time and on recommendation of Audit Committee and Board of Directors, consent of the Members be and is hereby accorded to appoint M/s G. S. Mathur & Co., Chartered Accountants (Firm Registration No. 08744N) as the Joint-Statutory Auditors of the Company to hold office for a period of three (3) consecutive years commencing from financial year 2026-27 i.e. from the conclusion of 41st Annual General Meeting till conclusion of the 44th Annual General Meeting of the Company to conduct the statutory audit of the Company from financial year 2026-27 till 2028-29 subject to meeting the eligibility norms as may be prescribed by the RBI or any regulatory authority at all time during their tenure as Joint-Statutory Auditors, 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 for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Joint-Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, or otherwise, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the Members of the Company."

Special Business:

4. 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 provisions of Section 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 62M read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation and approval of the Audit Committee and the Board of Directors, consent of Members be and is hereby accorded to appoint M/s Makarand M Joshi & Co., Company Secretaries (MMJC), a peer reviewed firm of Company Secretaries in Practice (Firm Registration No. P2009MH007000) as Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from FY 2026- 27 to FY 2030-31, 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 authorised in this regard) be and is hereby authorised 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."

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

Rohit Krishan Puri
Company Secretary and
Chief Compliance Officer
Membership No. A19779

Registered Office:
Airtel Centre, Plot No. 16,
Udyog Vihar, Phase IV,
Gurgaon, Haryana - 122001, India
CIN: U32039HR1985PLC032091
Email: compliance.officer@bharti.in

Place: New Delhi
Date: May 29, 2026

NOTES:

1. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), various applicable circulars issued by the Ministry of Corporate Affairs ('MCA') and SEBI (collectively referred to as 'Circulars'), the 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. The deemed venue for this AGM shall be the Registered Office of the Company.

2. Since the AGM is being held through VC, physical attendance of the Members is not required in terms of the Circulars. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the Circulars and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also not required.

3. 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 show of hands or by poll, as the case may be for participation and voting during the AGM.

4. Body Corporates are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes at the AGM. In this regard, such Members are required to send a certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered email Id to the Company at compliance.officer@bharti.in.

5. The notice of the AGM for the financial year 2025-26 is also available on the website of the Company (www.bhartitelecom.in), in compliance with the Circulars.

   ELECTRONIC DISPATCH OF NOTICE OF AGM, ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT AND NOTICE OF AGM

6. In accordance with the Circulars:

   a) The Notice of AGM along with the Annual Report for the Financial Year 2025-26 is being sent to the Members, trustees of debenture holders and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPs')/ Depository/ KFin Technologies Limited ('KFIN'), Company's Registrar and Share Transfer Agent. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs.

   b) Those Members who have not yet registered their email addresses and consequently have not received the Notice and the Annual Report, are requested to register/ update their email addresses with their respective DPs.

   In case of queries with respect to the aforesaid process, Members are requested to write to einward.ris@KFintech.com or call at the toll-free number 1800 309 4001.

7. The notice of AGM along with Annual Report will be sent to those Members/ beneficial owners whose name will appear in the Register of Members/ list of beneficiaries received from the depositories as on Friday, August 28, 2026.

   PROCEDURE FOR JOINING THE AGM THROUGH VC:

8. The Company is providing VC facility to its Members for joining/ participating at the AGM. Members may join the meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members are requested to use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

9. The weblink to attend the AGM through VC shall be sent separately. The VC facility will allow two-way teleconferencing or Webex for the ease of participation of the Members and other participants.

10. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors are encouraged to attend the AGM.

11. The Chairman shall be appointed in accordance with the Section 104 of the Act read with the circulars and Articles of Association of the Company.

12. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

13. The recorded transcript of this meeting shall as soon as possible, be made available on the website of the Company.

14. In case of any query in respect of procedure for attending AGM through VC or for any technical assistance, the Members may call Mr. Rohit Krishan Puri, Company Secretary and Chief Financial Officer on +91 11 4666 6100 and email at compliance.officer@bharti.in.

PROCEDURE FOR VOTING DURING THE AGM

15. Voting shall be conducted by show of hands, unless a demand for poll is made by any Member in accordance with Section 109 of the Act.

16. During the AGM held through VC facility, where a poll is demanded on any item, the Members shall cast their vote on the resolutions only by sending email(s) to compliance.officer@bharti.in through their email addresses which are registered with the Company. In case the counting of votes requires time, the said meeting may be adjourned for and resumed after 15 minutes to declare the result. The Chairman shall regulate the process of poll through email.

PROCEDURE TO RAISE QUESTIONS/ SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

17. Members or participants having any question on agenda item proposed in the notice of AGM are requested to send their queries at least one day prior to the date of AGM at compliance.officer@bharti.in to enable the Company to collect the relevant information and redress the queries.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

18. All documents referred to in the notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this notice and up to the date of AGM. Members seeking to inspect such documents can send an email to compliance.officer@bharti.in.

19. The Register of Directors and 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 will be available electronically for inspection by the Members during the AGM.

OTHER INFORMATION:

20. Information regarding particulars of the Director to be re-appointed requiring disclosures in terms of Secretarial Standard 2 on 'General Meetings' issued by the Institute of Company Secretaries of India, is given in this notice. The directorships held by the Director, considered for the purpose of disclosure do not include the Directorships held in foreign Companies.

21. Pursuant to Section 72 of the Act, Member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, the nomination form may be filed with the Depository Participant concerned in respect of dematerialized shares.

Registered Office:
Airtel Centre, Plot No. 16,
Udyog Vihar, Phase IV,
Gurgaon, Haryana - 122001, India
CIN: U32039HR1985PLC032091
Email: compliance.officer@bharti.in

Place: New Delhi
Date: May 29, 2026

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

Rohit Krishan Puri
Company Secretary and
Chief Compliance Officer
Membership No. A19779

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

Item No. 3

The Reserve Bank of India ('RBI') vide Circular dated April 27, 2021, had issued 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' on April 27, 2021 ('RBI Circular'). These Guidelines provide necessary instructions w.r.t. appointment of SCAs/ SAs, including the requisite number of auditors, their eligibility criteria, and the tenure and rotation norms applicable thereto, with the underlying objective of safeguarding auditor independence.

In accordance to the RBI Circular, an audit firm may be appointed for a continuous period of three years (constituting one tenure) and shall not be eligible for re-appointment in the same entity for next six years (two tenures). Further, the RBI Circular mandates that every NBFCs with an asset size of more than Rs. 15,000 Crores shall be required to appoint a minimum of two audit firms to conduct its Statutory Audit on joint basis.

In compliance with the above, the Members of the Company, on recommendation of the Audit Committee and Board of Directors in their 39th Annual General Meeting held on September 27, 2024, had appointed the following firms as Joint-Statutory Auditors:

- M/s Bansal & Co. LLP, Chartered Accountants (Firm Registration No. 001113N/N500079) for a period of two (2) consecutive years from the conclusion of 39th AGM until the conclusion of the 41st AGM of the Company to be held in the year 2026.
- M/s APAS & Co. LLP, Chartered Accountants (Firm Registration No. 000340C/C400308) for a period of three (3) consecutive years from the conclusion of 39th AGM until the conclusion of the 42nd AGM of the Company to be held in the year 2027.

Accordingly, the tenure M/s Bansal & Co. LLP, Chartered Accountants, shall end at the conclusion of the forthcoming AGM of the Company.

Now in order to comply with the RBI Guidelines, the Board, on recommendation of Audit Committee and subject to the approval of Members, has recommended the appointment of M/s G. S. Mathur & Co., Chartered Accountants (Firm Registration No. 08744N) as Joint-Statutory Auditors of the Company for a period of three (3) consecutive years, to hold office from the conclusion of the 41st AGM till the conclusion of the 44th AGM of the Company to be held in the year 2029 to conduct the statutory audit of the Company from financial year 2026-27 till 2028-29, subject to meeting the eligibility norms as may be prescribed by the RBI or any regulatory authority at all time during its tenure as Joint-Statutory Auditors.

The brief profile of M/s G. S. Mathur & Co., Chartered Accountants (GSM):

"M/s G.S. Mathur & Co. was established in 1950 as a public accounting, auditing and tax practice and has expanded to cover a wide array of Assurance, Risk Advisory, Corporate Advisory, Outsourcing, Tax Litigation, Tax Advisory and other Financial Advisory Services. Headquartered in New Delhi, GSM comprises a team of 16 partners having varied experience.

GSM is a proud Member of PrimeGlobal - fourth largest international association of independent accounting firms and nd maintains a growing pan-India presence with branches in Jaipur, Noida, Lucknow, Ahmedabad, Dehradun, Singrauli, and Guwahati."

While considering the appointment of GSM as Joint-Statutory Auditors, the Audit Committee and Board of Directors have evaluated the firm on various parameters such as capability to serve financial services industry in which the Company operate, audit experience, market standing of the firm, clientele served, technical knowledge, independence etc. In the opinion of the Audit Committee and Board, GSM possesses the necessary experience and expertise best suited to undertake the audit of the standalone and consolidated financial statements of the Company, having regard to their scale, diversity, and complexity.

GSM have conveyed their consent to be appointed as Joint-Statutory Auditors of the Company and have confirmed their eligibility and independence in terms of the Companies Act, 2013 and RBI Guidelines and have also confirmed that (a) they are not disqualified for appointment as Joint-Statutory Auditors under applicable laws, RBI Guidelines and Auditing Standards issued by The Institute of Chartered Accountants of India (ICAI); and (b) their proposed appointment (if approved) would be within the limits specified under the Act.

The Board of Directors, on recommendation of the Audit Committee, shall decide the remuneration of GSM for its tenure as Joint-Statutory Auditors of the Company, depending on the scope of audit services rendered. In addition to the statutory audit, GSM 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. The proposed remuneration payable to GSM for conducting secretarial audit of the Company for FY 2026 27 is Rs. 5,00,000 (Rupees Five Lakh only) excluding applicable taxes and out-of-pocket expenses, if any.

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. 3 of the Notice.

The Board of Directors of the Company recommends the resolution set out at item no. 3 for approval of the Members as an Ordinary Resolution.

Item No. 4

In accordance with Regulation 62M read 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.

M/s Chandrasekaran Associates, Company Secretaries ('CACS'), had been serving as the Secretarial Auditors of the Company until FY 2025-26. 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 M/s 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 (5) consecutive years commencing from FY 2026-27 to FY 2030-31 in compliance with Regulation 62M read with 24A of the SEBI Listing Regulations.

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. 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."

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 2026 27 is Rs. 3,00,000 (Rupees Three Lakh only) excluding applicable taxes and out-of-pocket expenses, if any. Further, the Board of Directors, on 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. 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. 4 of the Notice.

The Board of Directors of the Company recommends the resolution set out at item no. 4 for approval of the Members as an Ordinary Resolution.

ADDITIONAL INFORMATION PURSUANT TO APPLICABLE PROVISIONS OF COMPANIES ACT, 2013, SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD - 2, AS ON THE DATE OF NOTICE:

Name	Mr. Sunil Bharti Mittal
Director Identification Number (DIN)	00042491
Date of Birth	October 23, 1957
Age (in Years)	68 years
Original date of appointment	October 16, 1986
Qualifications	• Graduated from Panjab University • Alumnus of Harvard Business School
Experience and expertise in specific functional area	• Strategic Planning and Management • Financial and Risk Management • Industry and Sector Experience • Global Business/ International Business • Technology • Public Policy • Governance • Sustainability and ESG
Terms and conditions of appointment/ re-appointment and remuneration sought to be paid	As per Company's Policy on Nomination, Remuneration and Board Diversity available on Company's website and can be accessed by clicking here.
Remuneration last drawn	Nil
No. of Board Meetings attended during the year	5 out of 5
Shareholding in Bharti Telecom Limited	None
Shareholding in Bharti Telecom Limited as beneficial owner	None
Relationship with other Directors, Managers and Other Key Managerial Personnel	Brother of Mr. Rajan Bharti Mittal, Non-executive Director
Directorships held in other Indian Companies as on date of Notice	• Bharti Airtel Limited • Airtel Payments Bank Limited • Bharti Enterprises (Holding) Private Limited • Bharti Overseas Private Limited • Bharti SBM Trustees II Private Limited • Bharti (Satya) Trustees Private Limited • Bharti (SBM) Resources Private Limited • Bharti (SBM) Services Private Limited • Bharti (SBM) Trustees Private Limited • Bharti SBM Trustees S1 Private Limited • Bharti SBM Trustees S2 Private Limited • Bharti SBM Trustees D1 Private Limited • Satya Bharti Foundation (Section 8 Company)
Membership/ Chairmanship of Committees in other Indian Companies as on date of Notice	None
Equity listed entities from which the person has resigned as Director in past three years	None