



VODAFONE IDEA LIMITED

CIN: L32100GJ1996PLC030976

Registered Office: Suman Tower, Plot No. 18, Sector - 11, Gandhinagar - 382 011, Gujarat

E-mail: shs@vodafoneidea.com **Website:** www.myvi.in

Tel.: + 91-79-66714000 **Fax:** +91-79-23232251

NOTICE OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of Vodafone Idea Limited will be held on Monday, 29th day of August, 2022 at 3:00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Sood (DIN: 03132202), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Diego Massidda (DIN: 09067108), who retires by rotation, and being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditors and fixation of remuneration**

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

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a second term of 5 (five) consecutive years from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the 32nd Annual General Meeting, 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 (including any Committee thereof) be and is hereby authorised to take all such steps and do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. **Ratification of remuneration payable to Cost Auditors for Financial Year 2022-23**

To consider and if thought fit, to 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 read with Companies (Audit and Auditors) Rules, 2014 and

Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 12,00,000/- (Rupees Twelve Lacs only) plus applicable taxes and reimbursement of travel and out of pocket expenses, to be paid to M/s. Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2023.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Approval of Material Related Party Transactions with Indus Towers Limited

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to approve / ratify all existing contracts/ arrangements/ agreements/transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on an arm’s length basis with Indus Towers Limited (“**Indus**”) a ‘Related Party’ within the meaning of the Act and the Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and Indus.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient to give effect to this resolution.”

7. Appointment of Mr. Ravinder Takkar as Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Mr. Ravinder Takkar (DIN: 01719511), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive and Non- Independent) of the Company with effect from August 19, 2022, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retirement by rotation.”

8. Appointment of Mr. Akshaya Moondra as Chief Executive Officer of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (**‘the Act’**), read with Schedule V thereof, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015 (as applicable) and any other rules prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company, consent of the Members of the Company is hereby accorded for the appointment of Mr. Akshaya Moondra (DIN: 02606784) as the Chief Executive Officer of the Company for a period of 3 (Three) years with effect from August 19, 2022 on the terms and conditions, including remuneration as set out hereunder, with further liberty to the Board of Directors of the Company (which shall include the Nomination and Remuneration Committee or any Committee constituted by the Board of Directors of the Company) to alter, modify, revise from time to time, the said terms and conditions of appointment and remuneration of Mr. Akshaya Moondra in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law, viz.:

1. Period

3 (Three) years with effect from August 19, 2022 with liberty to either party to terminate the appointment with 6 months’ notice in writing to the other party or on payment of 6 months’ salary (i.e., Basic Salary) in lieu of notice.

2. Remuneration

(a) *Basic Salary*: ₹ 19.13 Mn per annum

(b) *Flexible Allowance*: ₹ 20.01 Mn per annum. This amount can also be allocated towards car and related expenses, housing / HRA benefits, National Pension Scheme, contribution towards superannuation fund or annuity fund. In case these benefits are available, the proportionate value shall be adjusted from the flexible allowance. This allowance, however, will not be taken into account for calculation of benefits such as provident fund, gratuity, superannuation and leave encashment.

3. Benefits & Perks

(a) *Housing Deposit & Brokerage*: Security Deposit for housing to be provided. Brokerage of upto one month rent.

(b) *Car, Fuel & Maintenance*: Car(s) for use as per Company Car policy. Reimbursement for Fuel, Maintenance and Driver’s salary consolidated under car operating expenses on actuals.

(c) *Medical*: As per Company’s policy.

(d) *Travel Expense*: Travel Expenses as per Company’s policy.

(e) *Other Expenses*: Entertainment, Travelling and all other expenses incurred for the business of the Company as per Company’s policy.

(f) *Other Benefits*: Leave and related benefits, Club Membership (one) and Life Insurance as per Company’s policy.

- (g) *Other Allowances/Benefits:* Any other allowances, benefits and perquisites as per the Rules applicable to the senior executives of the Company or as may be decided by the Board from time to time. Any one-time / periodic / cash or non-cash benefits as may be decided by the Board at the time of retirement.
- (h) *Group term life / personal accident insurance:* As per Company's policy.
- (i) *Leave benefits:* As per Company's policy.
4. Annual incentive plan
- (a) The target Annual Incentive Plan (performance linked plan) opportunity is ₹ 42.50 Mn.
- (b) The actual pay-out of the target annual incentive plan will be in line with the Company's policy and subject to the performance appraisal by the Nomination and Remuneration Committee and Board of Directors of the Company.
5. Long term incentive plan
- (a) Mr. Akshaya Moondra shall be entitled to participate in the Long Term Incentive Plan (LTIP) and schemes in force and announced by the Company from time to time. The Target LTIP currently fixed is ₹ 65.00 Mn per annum.
- (b) The actual pay-out of the target annual incentive plan will be in line with the Company's policy and subject to the performance appraisal by the Nomination and Remuneration Committee and Board of Directors of the Company.
6. Retention Plan
- Mr. Akshaya Moondra is also entitled for retention plan (deferred compensation) of ₹ 30 Mn payable ₹ 10 Mn each year from April, 2023 to April, 2025.
7. Retirement benefits
- (a) Contribution towards provident fund will be done in accordance with the applicable statutes and Company policy.
- (b) Gratuity / gratuity scheme shall be in accordance with the applicable statutes and Company policy. For the purposes of gratuity, Mr. Akshaya Moondra will be considered to be in continuous service with the Company from the date of his joining the Aditya Birla Group.
8. Annual remuneration review
- The annual performance / remuneration review shall be effective 1 July each year or in accordance with Company policy.
9. Other terms and conditions of appointment
- Such other terms and conditions as approved by the Board and set out in his letter of appointment.

RESOLVED FURTHER THAT in the event of any loss, absence of inadequacy of profits of the Company in any financial year during the term of Mr. Akshaya Moondra, the Members of the Company hereby approve the payment of remuneration to Mr. Akshaya Moondra as approved at this Annual General Meeting notwithstanding the fact that such remuneration may be in excess of the limits specified in Schedule V to the Companies Act.

RESOLVED FURTHER THAT pursuant to the provisions of Section 203 of the Companies Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 any other rules framed thereunder, if any, Mr. Akshaya Moondra shall also be a Key Managerial Personnel of the Company during the term of his appointment.

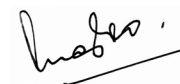
RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things to give effect to this resolution.”

9. Appointment of Mr. Anjani Kumar Agrawal as an Independent Director of the Company for a period of three years effective August 27, 2022

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anjani Kumar Agrawal (DIN: 08579812), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from August 27, 2022, in terms of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years, with effect from August 27, 2022 to August 26, 2025 not liable to retire by rotation.”

By Order of the Board
For **Vodafone Idea Limited**



Pankaj Kapdeo
Company Secretary
Membership No.:ACS-9303

Place : Mumbai
Date : August 3, 2022

Registered Office:

Suman Tower,
Plot No. 18, Sector - 11,
Gandhinagar - 382 011, Gujarat
CIN: L32100GJ1996PLC030976
Email: shs@vodafoneidea.com
Website: www.myvi.in
Tel.: +91-79-66714000 • Fax: +91-79-23232251

NOTES:

GENERAL:

1. In view of the prevailing COVID-19 pandemic scenario, the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 02/2021, 17/2020, 14/2020 & 2/2022 dated January 13, 2021, April 13, 2020, April 8, 2020, May 5, 2022 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI Circular') have permitted the holding of the Annual General Meeting by companies through VC / OAVM during the calendar year 2021 and 2022, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circular, the 27th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item Nos. 4 to 9 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 5 to 9 as Special Business as they are unavoidable in nature. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('ICSI') in respect of Director seeking re-appointment at this AGM is annexed.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. Suman Tower, Plot No. 18, Sector 11, Gandhinagar – 382 011, Gujarat, which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, the certificate from the statutory auditors of the Company certifying that the ESOS Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by the members through electronic mode during the AGM.

The aforesaid documents along with documents referred to in the Notice will also be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. August 29, 2022. Members seeking inspection of the aforementioned documents can send an email to shs@vodafoneidea.com.

8. The members can join the AGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
9. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the Board/ governing body resolution/authorisation etc. authorising their representatives to attend and vote on their behalf at email IDs: shs@vodafoneidea.com with a copy marked to evoting@nsdl.co.in.

DISPATCH OF ANNUAL REPORT:

10. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent through email to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.myvi.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.
11. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or the RTA (M/s Bigshare Services Pvt. Ltd.), for receiving the Notice and Annual Report. Requests can be emailed to shs@vodafoneidea.com or investor@bigshareonline.com. We urge members to support this environment friendly effort of the Company and get their email IDs registered.

BOOK CLOSURE:

12. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from Monday, August 22, 2022 to Monday, August 29, 2022 (both days inclusive) for the purpose of Annual General Meeting.

DECLARATION OF RESULT:

13. The Board of Directors has appointed Mr. Umesh Ved, proprietor of Umesh Ved & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
14. The result declared along with the Scrutinizer's Report will be forwarded to BSE Limited and National Stock Exchange of India Limited and shall be simultaneously uploaded on the Company's website www.myvi.in and on the website of NSDL www.evoting.nsdl.com immediately.

UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:

15. In terms of the provisions of Section 124(5) of the Act, the unpaid / unclaimed dividend for the Financial Year 2013-14 has been transferred to IEPF established by the Central Government.

Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration has also been transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority in terms of the IEPF Rules, after providing necessary intimations to the relevant Members.

During the Financial Year 2021-22, the Company has transferred to IEPF, the following unclaimed dividends and corresponding shares pertaining thereto:

Particulars	Amount of Dividend (In ₹)	Number of Shares
Final Dividend 2013-14	713,889	116437

The aforementioned details of unpaid / unclaimed dividend and equity shares are uploaded on the website of the Company at <https://www.myvi.in/investors/investors-support> as well as website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Members can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules.

16. Pursuant to Section 124(5) of the Companies Act, 2013, the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

Financial Year	Date of Declaration	Dividend Declared per share (in ₹)	Due for transfer to IEPF
2014-15	September 28, 2015	0.60	November 2, 2022
2015-16	September 29, 2016	0.60	November 3, 2023

Further, in terms of the provisions of the IEPF Rules, equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority in terms of the IEPF Rules.

17. Members, who have so far not encashed their dividend relating to the Financial Year 2014-15 are requested to do so by September 29, 2022, by writing to shs@vodafoneidea.com or to investor@bigshareonline.com, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.

OTHER USEFUL INFORMATION:

18. Members are requested to read the 'Shareholder Information' section of the Annual Report for useful information.
19. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, the members are advised to dematerialise their holdings.
20. In case of any change in relation to the name, registered address, email id, mobile no., PAN, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, nomination, power of attorney, etc., the members are required to intimate the same:
 - (i) for shares held in electronic form: to their respective DP; and
 - (ii) for shares held in physical form: to the Company/ RTA (M/s Bigshare Services Pvt. Ltd.) in prescribed Form No. ISR-1 and other forms pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, the Company has sent letters to the members holding shares in physical form to furnish the abovementioned details which are not registered in their respective folio no(s).
21. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at <https://www.myvi.in/investors/investors-support> and on the website of RTA at www.bigshareonline.com Members are requested to note that any service request would only be processed after the folio is KYC Compliant.

PROCEDURE FOR JOINING AGM THROUGH VC / OAVM:

22. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access by following the steps mentioned hereinbelow for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
23. Members are encouraged to join the Meeting through Laptops for better experience.
24. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
25. Please note that participants connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
26. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at shs@vodafoneidea.com during the period Monday, August 22, 2022 from 09:00 A.M. to Thursday, August 25, 2022 upto 5:00 P.M.

27. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at shs@vodafoneidea.com during the period Monday, August 22, 2022 from 09:00 A.M. to Thursday, August 25, 2022 upto 5:00 P.M. The same will be replied by the Company suitably.
28. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

PROCEDURE FOR E-VOTING BEFORE/DURING THE AGM:

29. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
30. The remote e-voting period commences on Thursday, August 25, 2022 at 9:00 A.M. and ends on Sunday, August 28, 2022 at 5:00 P.M. During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Monday, August 22, 2022 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
31. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the AGM through VC/ OAVM but will not be entitled to cast their vote once again on resolutions.
32. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
33. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-voting system

Step 2 : Cast your vote electronically and join

Details on Step 1 are mentioned below:

Access to NSDL e-voting website

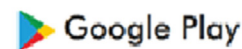
A. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>a. Existing IDEAS user can visit the e-services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>b. If you are not registered for IDEAS e-services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>c. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>d. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>a. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>b. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>d. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN details from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

- i. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv. Your User ID details are given below:

Manner of holding shares i.e. Demat Your User ID is (NSDL or CDSL) or Physical

- | | | |
|----|---|---|
| a) | For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID.
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) | For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) | For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |
-

- v. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - (c) How to retrieve your ‘initial password’?
If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file.

Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- iii. Now you are ready for e-voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- v. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- i. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC / OAVM.

- ii. Only those Members/ Shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- iii. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

General Guidelines for Members

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- ii. In case of any queries/grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on the toll-free numbers 1800 1020 990/1800 22 44 30 or send a request to Ms. Sarita Mote or Mr. Sagar Ghosalkar at evoting@nsdl.co.in.

By Order of the Board
For **Vodafone Idea Limited**



Pankaj Kapdeo
Company Secretary

Membership No.: ACS-9303

Place : Mumbai

Date : August 3, 2022

ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 9 of the accompanying Notice dated August 3, 2022.

Item No. 4

M/s S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004), were appointed as the Statutory Auditors of the Company at the 22nd Annual General Meeting (“AGM”) of the Company held on June 30, 2017, to hold office from the conclusion of the 22nd AGM till the conclusion of the 27th AGM. Accordingly, the term of the existing statutory auditors expires on the conclusion of the ensuing AGM. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years.

M/s S.R. Batliboi & Associates LLP, Chartered Accountants, are eligible for re-appointment for a second term of 5 (five) years and have given their consent for their re-appointment as Statutory Auditors of the Company and have issued a certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of section 139 read with section 141 of the Companies Act, 2013 (‘the Act’) and the rules made thereunder.

Considering their performance for the last 5 years, the Audit Committee has recommended to the Board, subject to the approval of the members, the re-appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors for a term of 5 (five) years i.e. from the conclusion of this AGM till the conclusion of 32nd AGM.

The recommendation is based on various parameters, including but not limited to independence, competence, technical capability, overall audit approach, sector expertise and understanding of the business. M/s S.R. Batliboi & Associates LLP is a firm of Chartered Accountants registered with The Institute of Chartered Accountants of India. M/s S.R. Batliboi & Associates LLP has valid Peer Review certificate and is part of S. R. Batliboi & Affiliates network of audit firms.

The Board of Directors has approved remuneration of ₹ 7.55 Crore plus applicable taxes and out of pocket expenses for the financial year ended March 31, 2023, subject to their re-appointment by the Members. The remuneration to be paid to the Statutory Auditors for the remaining period during their second term would be decided in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

In addition to the statutory audit, the Company may also obtain certifications from Statutory Auditors under various statutory regulations and other permissible non-audit services as required from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the resolution at Item No. 4 of the accompanying Notice.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 4 of this Notice for your approval.

Item No. 5

Pursuant to the provisions of Section 148 of the Companies Act, 2013 (“the Act”), read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2023, at a remuneration of ₹ 12,00,000/- plus applicable taxes and reimbursement of travel and out of pocket expenses.

M/s. Sanjay Gupta & Associates, Cost Accountants have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

As per the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing the resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2023.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the resolution at Item No. 5 of the accompanying Notice.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 5 of this Notice for your approval.

Item No. 6

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended, prior approval of the members through ordinary resolution is required for all material related party transactions, even where such transactions are entered into in the ordinary course of business and on an arm’s length basis. Under the Listing Regulations (as amended and applicable w.e.f. April 1, 2022), a transaction with a related party is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. Further, no related party of the Company shall vote to approve a resolution for such a related party transaction, irrespective of whether such related party is a party to the particular transaction.

Indus Towers Limited (“**Indus**”), is a ‘Related Party’ of the Company under Section 2(76) of the Act. The Company has existing arrangements with Indus which are in the ordinary course of business and on an arm’s length basis. Members may note that the Company has been undertaking transactions with Indus in the past financial years, in the ordinary course of business and on arms’ length after obtaining requisite approvals from the Audit Committee as well as by the Shareholders of the Company.

Indus is currently one of the world’s largest tower companies providing passive infrastructure services and related operations and maintenance services to various telecom operators in India, including your Company. Your Company had entered into a Master Service Agreement(s) (“**MSA**”) with Indus in 2008 and 2009 for availing passive infrastructure services provided by them in certain service areas. The MSA requires individual tenancy service contracts to be executed for each passive infrastructure

site, the terms of which vary depending on the location, type of site, number of existing tenants, etc., and contain lock in periods for ensuring continuity. Such terms are similarly applicable to all other telecom providers having arrangements with Indus.

The particulars of the contracts / arrangements with Indus are as under:

Particulars	Information
Name of the Related Party	Indus Towers Limited (“Indus”)
Nature of Relationship	Joint Venture of Promoter Group
Name of the Directors or Key Managerial Personnel, who is related, if any	Mr. Ravinder Takkar, Managing Director & Chief Executive Officer and Mr. Sunil Sood, Non-Executive Director of the Company are nominees of Vodafone Group on the Board of Indus.
Nature of Contract	Availing of services under Master Service Agreement(s) (“MSA”) for Passive Infrastructure Services and related Operations & Maintenance Services, Rendering of service(s) including telecommunication services viz. mobile, leased line broadband facility etc;
Material terms, particulars and duration of the contract / arrangement	Passive Infrastructure Services are provided by Indus mainly on co-sharing basis for each passive infrastructure site, after obtaining necessary approvals, which enables the Company to deploy active telecommunications equipment on sites for providing telecom services. The MSA provides for details of various terms and conditions under which the Company avails such services. The key terms and conditions include conditions for sharing of passive infrastructure at a site, Service Level Agreements (SLAs), related operations and maintenance services, deployment timelines, governance mechanism, etc. The MSA also provides for details of commercial arrangement on the basis of which the services are availed by the Company which include standard charges, annual increment, various site premiums and additional charges on the basis of equipment installed by the Company. The maximum term of each tenancy service contract executed for each passive infrastructure site under the MSA is 7 to 15 years or more, with either party having a right to terminate, subject to certain conditions.
Date of Approval of the Board/ Audit Committee	Audit Committee : March 3, 2022 Board Meeting : March 3, 2022
Value of Transaction for the year ended March 31, 2022	Availing of Services : ₹ 9,447 Crore Rendering of Services : ₹ 1 Crore
Estimated Value of Transactions*	
<i>(Includes transaction value of tenancies taken from erstwhile Bharti Infratel Limited, which has since been renamed as Indus Towers Ltd, post merger of erstwhile Indus Towers Ltd. with Bharti Infratel Ltd.)</i>	Approximately ₹ 12,500 Crore for FY 2022-23, Approximately ₹ 14,000 Crore for FY 2023-24

Particulars	Information
Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	<p>Based on the annual consolidated turnover of the Company for FY 2021-22, the estimated transaction value with Indus for FY 2022-23 and FY 2023-24, shall account for around 30% and 33% respectively.</p> <p><i>Note: The percentage above is based on the consolidated turnover of FY 2021-22 and the actual percentage for FY 2023-24 shall depend upon consolidated turnover of the Company for Financial Year 2022-23.</i></p>
Details about valuation/ arm's length and ordinary course of business	<p>The proposed related party transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are under the ordinary course of business of the Company and on arm's length basis.</p>
Rationale/ benefit of the transactions with Indus Towers Limited or the justification as to why the transactions with Indus Towers Limited are in the interest of the Company	<p>The strategic advantages for the Company in transacting with Indus / 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"> a) Indus is one of the world's largest telecom tower companies, with a nationwide presence covering all 22 telecom circles in India. Therefore, the Company remains in a better position with Indus Towers in terms of tower sharing process, site selection, speed and quality of acquisition and deployment, the service levels, uptime, site electrification requirements and the governance process etc. Availability of such synergies in the operational processes helps the Company in providing improved quality of services and maintaining consistent high service standards across the business. b) Network requires site infrastructure to be established for providing mobility & enterprise services. Sites planned in the network are defined so that they can provide best coverage & performance for services provided by the Company. As establishment of infrastructure is capital intensive, the contracts/ agreements with infrastructure partners are built for long term period. Therefore, to enable Company maintain continuity of services, experience & contractual obligations, the Company needs to continue to use such passive infrastructure established with Indus Towers on long-term basis. c) Switching the passive infrastructure sites may not be prudent for the Company as switching of such sites comes with disruption in the network as well as surrender penalty for the infrastructure the terms of which are part of such infrastructure contracts. The arrangement with Indus Towers places the Company well to benefit from optimization of sites (within the eligibility of the contracts) thereby bringing in optimized cost structure driven by scale, reduction in operational expenditure and improvement of expenditure.

Particulars	Information
	d) The Company also fiberizes required passive infrastructure sites for backhaul which again is long term cost once incurred. 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 and also impact Company's backhaul topology as multiple sites are inter-connected for creating end to end backhaul network.

Based on the audited financial statements for the year ended March 31, 2022, the estimated value of transactions with Indus in respect of Financial Year 2022-23 and the estimated value of transactions for the Financial Year 2023-24 is likely to exceed the threshold prescribed under the Listing Regulations. Thus, the transactions with Indus will be considered as material related party transactions under the Listing Regulations and would require the approval of the members by way of an ordinary resolution.

Members may note that the Related Party Transaction, 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. As per the amended regulations which are effective from January 1, 2022, all the related party transactions shall be approved only by those members of the audit committee, who are independent directors. The transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23(2) and 23(3) of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the members.

The Board of Directors of the Company, at its meeting held on March 3, 2022, 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 Transaction with Indus in any one financial year does not exceed the amounts specified above with regard to the estimated value of transaction.

The Members may note that the approval for the aforementioned transactions for Financial Years 2022-23, 2023-24 and 2024-25 have been taken at the Extra-Ordinary General Meeting of the Company held on March 26, 2022. However, post the shareholders' approval, SEBI, vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2022/40 dated March 30, 2022, has clarified that a Related Party Transaction approved by the Audit Committee prior to April 1, 2022, which continues beyond this date and if it becomes material as per the materiality threshold provided above, requires approval of the shareholders in the first Annual General Meeting to be held after April 1, 2022 and that a Related Party Transaction for which the Audit Committee has granted omnibus approval, shall continue to be placed before the shareholders if it is material in terms of Regulation 23(1) of the Listing Regulations. Further, SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 has clarified that a material related party transaction approved by the shareholders in an Extra Ordinary General Meeting shall be valid for a period of 12 months and that approved by shareholders in an Annual General Meeting (AGM) shall be valid from one AGM till the next AGM of the Company or for a period of fifteen months, whichever is earlier.

The earlier approval of shareholders obtained at Extra Ordinary General Meeting held on March 26, 2022 is valid only till March 25, 2023. Hence, as a matter of abundant caution the approval of shareholders is also sought for remainder period i.e. until the date the next Annual General Meeting of the Company.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company (which includes each of the Company's promoters and promoter group companies) shall vote to approve the said resolution, whether the entity is a related party to the particular transaction or not.

Other than Mr. Ravinder Takkar, Managing Director & Chief Executive Officer and Mr. Sunil Sood, Non-Executive Director of the Company, who are also on the Board of Directors of Indus and may be deemed to be concerned or interested in the said resolution as such, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company and / or Indus, if any.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 6 of this Notice for your approval.

Item No. 7

Mr. Ravinder Takkar was appointed as Managing Director & Chief Executive Officer of the Company for a term of 3 years which ceases on August 18, 2022. Prior to the said cessation of his term, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on July 22, 2022, appointed Mr. Ravinder Takkar as an Additional Director (Non-Executive and Non-Independent) of the Company w.e.f. August 19, 2022, liable to retire by rotation, subject to the approval of the Members. As an Additional Director, Mr. Ravinder Takkar holds office upto the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company.

Mr. Ravinder Takkar has been nominated by the Vodafone Group as its nominee on the Board of the Company pursuant to the Shareholders Agreement dated March 20, 2017 (as amended), executed, inter-alia, amongst the members of the Aditya Birla Group, certain members of the Vodafone Group and the Company.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Ravinder Takkar has consented to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and

Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Further, Mr. Ravinder Takkar is not related to any other Director or Key Managerial Personnel of the Company.

A brief profile of Mr. Ravinder Takkar, including the disclosures as required under the provisions of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, is set out as an Annexure to this Notice.

Except Mr. Ravinder Takkar, being the appointee and his relatives, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolution set out at Item No. 7 of this Notice.

Considering his leadership skills and vast expertise in the telecom sector, the Board accordingly recommends the Ordinary Resolution pertaining to the appointment of Mr. Ravinder Takkar as Non-Executive Director, as set out at Item No. 7 of this Notice for your approval.

Item No. 8

The term of Mr. Ravinder Takkar, Managing Director and Chief Executive Officer comes to an end on August 18, 2022. He had expressed his desire to be relieved from the position, which the Board had accepted at its meeting held on July 22, 2022. Consequently, the Board at its meeting held on July 22, 2022, based on the recommendation of the Nomination & Remuneration Committee appointed Mr. Akshaya Moondra, currently the Chief Financial Officer of the Company as the Chief Executive Officer (CEO) for a period of 3 (three) years with effect from August 19, 2022.

Mr. Akshaya Moondra, an experienced professional with proven track record of more than 36 years, is currently the Chief Financial Officer of the Company, where he is responsible for all the financial activities of the Company and its subsidiaries. Mr. Moondra joined erstwhile Idea Cellular Limited (Idea) in 2008 as the Chief Financial Officer and has over 14 years of experience in the telecom industry. The name of Idea was changed to Vodafone Idea Limited on August 31, 2018, upon merger of Vodafone Groups' operating telecom entities in India. He has continued to hold the position of the Chief Financial Officer of the merged Company since August, 2018. Subsequently, as CFO of the merged entity, he has played a critical and pivotal role in the prudent management of the finances including ensuring that the benefits of integration plans duly accrue to the enterprise. Mr. Moondra joined the Aditya Birla Group in 1986 and has worked across multiple roles in the Group. He has earlier worked with Grasim Industries Limited, Thai Rayon Co. Ltd., Thai Epoxy and Allied Products Co., Ltd., Thai Acrylic Fibre Company Limited, Thailand in the past.

Mr. Moondra holds a bachelor's degree of commerce from University of Delhi and is a qualified Chartered Accountant and Licentiate Company Secretary. He has also completed Advance Management Program from Harvard Business School.

Under Section 197 of the Companies Act, 2013 and the rules prescribed thereunder, where a company has no profits or inadequate profits, such company may not pay remuneration in excess of the limits prescribed in Schedule V to the Companies Act, 2013 to a Managing Director, Whole-Time Director or Manager without the approval of its shareholders by way of special resolution.

Over the past few years, the telecom as an essential service industry remained under significant pressure and witnessed heavy turbulence in form of ARPU contraction and industry consolidation. The verdict on the long pending industry issue of Adjusted Gross Revenue (AGR) in Financial

Year 2019-20 added to the financial woes of telecom operators. These coupled with COVID-19 related restrictions during the last two years has resulted in various restrictions impacting the operations adversely. This has resulted in liquidity challenges due to which our capex has been subdued for last 2 years, thus impacting our performance on subscriber addition. These factors led to subscriber base declining from 267.8 Mn in March 2021 to 243.8 Mn in March 2022.

As a result of various factors as stated above, the standalone revenue of the Company during the Financial Year 2021-22, stood at ₹ 383,182 Mn, resulting in a third consecutive annual revenue decline which for this year is 8.3%. The EBITDA fell to ₹ 155,310 Mn, registering a decline of 6.9% over the previous year. The Net Loss of the Company stood at ₹ 282,283 Mn for Financial Year 2021-22 vis-à-vis Net Loss of ₹ 467,089 Mn for Financial Year 2020-21.

As the Company's profits are inadequate for the purposes of paying remuneration to Mr. Akshaya Moondra, it is proposed that approval of the shareholders by way of a special resolution be obtained for payment of remuneration to Mr. Akshaya Moondra in excess of the limits prescribed in Schedule V to the Companies Act, 2013. The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act is given in Schedule I to this Explanatory Statement.

Except for Mr. Akshaya Moondra, and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of this Notice.

The resolution contained in Item No. 8 of the accompanying Notice is being proposed as a matter of abundant caution, though not strictly required under law, as Mr. Akshaya Moondra may be deemed to be 'Manager' of the Company. Accordingly, the Board recommends the Special Resolution as set out at Item No. 8 of this notice for approval of the Members.

Item No. 9

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Anjani Kumar Agrawal (DIN: 08579812) as Additional Director qualifying as Independent Director of the Company for a term of three consecutive years w.e.f. August 27, 2022 not liable to retire by rotation, subject to approval of the Members.

The Company has received declaration from Mr. Anjani Kumar Agrawal confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. Mr. Anjani Kumar Agrawal is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

In the opinion of the Board, Mr. Anjani Kumar Agrawal is a person of integrity and possess relevant expertise and experience and is eligible to be appointed as an Independent Director. His association will be of immense benefit and interest to the Company.

A copy of the letter of appointment of Independent Director, setting out the terms and conditions for the appointment of Independent Director is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and is also available on the website of the Company www.myvi.in.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Anjani Kumar Agrawal to be appointed as an Independent Director as per the provisions of the Act.

A brief resume in respect of appointment of Mr. Anjani Kumar Agrawal including the disclosures as required under the provisions of Listing Regulations is set out as an Annexure to the Notice.

Except Mr. Anjani Kumar Agrawal and his relatives, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the resolution.

Considering the rich experience, vast knowledge in diverse areas, the Board accordingly recommends the Special Resolution as set out at Item No. 9 of this Notice for your approval.

By Order of the Board
For **Vodafone Idea Limited**



Pankaj Kapdeo
Company Secretary
Membership No.: ACS-9303

Place : Mumbai
Date : August 3, 2022

Registered Office:

Suman Tower,
Plot No. 18, Sector - 11,
Gandhinagar - 382 011, Gujarat
CIN: L32100GJ1996PLC030976
Email: shs@vodafoneidea.com
Website: www.myvi.in
Tel.: +91-79-66714000 • Fax: +91-79-23232251

SCHEDULE I TO THE EXPLANATORY STATEMENT

Statement of Information to members pursuant to Paragraph B of Section II of Part II of Schedule V to the Companies Act in respect of Item No. 8 of the notice

I GENERAL INFORMATION

a. *Nature of Industry*

Wireless Telecommunication is an ever evolving sector as the technology life cycle continues to become shorter and shorter. Over last decade or so, the industry has witnessed transition from 2G to 3G to 4G. The 5G spectrum auction has recently been concluded. Vodafone Idea Limited ('the Company') is amongst India's leading telecom service provider. The Company provides Pan India Voice and Data services across 2G, 3G and 4G platforms and acquired 5G spectrum in its key circles in the recently concluded spectrum auction.

b. *Date or expected date of commencement of commercial production*

The Company was incorporated on March 14, 1995 and Commencement of Business certificate was granted on August 11, 1995. The Company has since commenced its business.

c. *In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus*

Not Applicable

d. *Financial performance based on given indicators*

(Amount in ₹ Mn)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Total Revenue	383,182	419,311	458,011
Profit / (Loss) before tax	(282,372)	(463,145)	(622,867)
Profit / (Loss) after tax	(282,372)	(462,937)	(731,315)

e. *Foreign investments or collaborations, if any*

As on June 30, 2022, the shareholding of foreign investors, in the Company is detailed as under:

(i) Promoter / Promoter Group (Foreign)	-	58.46%
(ii) Foreign Portfolio Investors	-	3.48%
(iii) Non-Resident Indians	-	0.56%

II INFORMATION ABOUT THE APPOINTEE

a. *Background details, job profile and his suitability*

Mr. Akshaya Moondra, before his proposed appointment as Chief Executive Officer of the Company is the Chief Financial Officer (CFO) of Vodafone Idea Limited and has over 36

years of experience. As the CFO of the Company, he was responsible for arranging and managing company finances, capital allocation, statutory and management reporting, budgetary and internal controls, revenue assurance, strategic business finance, investor relations, secretarial and other compliances.

Mr. Moondra joined erstwhile Idea Cellular Limited (Idea) in 2008 as the Chief Financial Officer. The name of Idea was changed to Vodafone Idea Limited on August 31, 2018, upon merger of Vodafone Groups' operating telecom entities in India. He has continued to hold the position of the Chief Financial Officer of the merged Company since August, 2018. He has earlier worked with Grasim Industries Limited, Thai Rayon Co. Ltd., Thai Epoxy and Allied Products Co., Ltd., Thai Acrylic Fibre Company Limited, Thailand in the past.

Mr. Moondra was also a Whole Time Director in Idea from July 2016 to August 2018 and a nominee Director (April 2009 to November 2020) on the Board of Indus Towers Limited, the world's largest Independent Tower Company.

He holds a Bachelor's Degree of Commerce from University of Delhi and is a Qualified Chartered Accountant and Licentiate Company Secretary. He has also completed an Advanced Management Program from Harvard Business School.

b. Past remuneration

The details of past remuneration drawn by Mr. Akshaya Moondra in his capacity as Chief Financial Officer is as under:

Particulars	Amount (in ₹ Mn)
FY 2021-22	51.91
FY 2020-21	47.24
FY 2019-20	52.42

c. Recognition or awards

Mr. Akshaya Moondra was ranked as the top CFO in Indian listed companies across sectors for 2016 by Finance Asia and amongst top 3 CFOs in Asia in Telecom sector by Institutional Investor for 3 years.

d. Remuneration proposed

The remuneration proposed to be paid is detailed hereinabove in the Resolution No. 8.

e. Comparative remuneration with respect to industry, size of the company, profile of the position and person

The proposed remuneration is commensurate with the size and nature of the business of the Company, the responsibility of the appointee and the industry benchmarks.

- f. *Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other director, if any*

Mr. Akshaya Moondra has no pecuniary relationship directly or indirectly with the Company, its Key Managerial Personnel or any Director, other than his remuneration being drawn currently in his capacity as Chief Financial Officer. As on date, Mr. Moondra holds 8,63,302 Equity Shares in the Company.

III OTHER INFORMATION

- a. *Reasons for loss or inadequate profits*

Over the past few years, the telecom as an essential service industry remained under significant pressure and witnessed heavy turbulence in form of ARPU contraction and industry consolidation. The verdict on the long pending industry issue of Adjusted Gross Revenue (AGR) in Financial Year 2019-20 added to the financial woes of telecom operators. These coupled with COVID-19 related restrictions during the last two years has resulted in various restrictions impacting the operations adversely. This has resulted in liquidity challenges due to which our capex has been subdued for last 2 years, thus impacting our performance on subscriber addition. These factors led to subscriber base declining from 267.8 Mn in March 2021 to 243.8 Mn in March 2022.

As a result of various factors as stated above, the standalone revenue of the Company during the Financial Year 2021-22, stood at ₹ 383,182 Mn, resulting in a third consecutive annual revenue decline which for this year is 8.3%. The EBITDA fell to ₹ 155,310 Mn, registering a decline of 6.9% over the previous year. The Net Loss of the Company for the Financial Year 2021-22 stood at ₹ 282,283 Mn vis-à-vis Net Loss of ₹ 467,089 Mn for the Financial Year 2020-21.

- b. *Steps taken or proposed to be taken for improvement*

In a major industry development, telecom operators have initiated tariff interventions during the year across all unlimited prepaid bundled plans, entry level combo voucher plans as well as post-paid plans. While the tariff interventions have helped arrest ARPU decline during the year, the industry still operates on unsustainably low tariffs. India continues to have the lowest tariffs globally, while the proliferation of unlimited data bundles have led to India having one of the highest data usage (per subscriber) in the world. Further, the ARPU levels remain lower in comparison to historic trends, despite the fact that the consumer gets much more value in terms of unlimited voice and daily data allowances, compared to five years ago. The Company thus believes that the industry will have to further raise tariffs at regular intervals, which is essential for operators to generate reasonable returns on their capital employed and support future investments, including new technologies.

It is also to be noted that post the Hon'ble Supreme Court judgement allowing the payment of AGR dues over a period of 10 years and more importantly, the announcement of Telecom Relief Package in September 2021 addressing the liquidity challenges faced by the Industry, the Company has started to witness improvement in various operating KPIs including leading the league tables of Voice and Data experiences it offers to the customers. The

pace of subscriber base decline has also reduced to some extent. Company is currently in discussion with lenders and investors to get the requisite equity and/or debt funding which will enable it to restart the capex cycle and move towards the growth journey in line with its long term strategic intent. In the recently concluded spectrum auction, Company has acquired 5G spectrum in its priority circles covering 98% of its revenue base, which will strengthen its competitive position.

c. *Expected increase in productivity and profits in measurable terms*

The consolidation of the industry to three large private operators and one government operator positions the surviving operators well to benefit from the growth opportunities on the back of India's digitalization trend. The overall tele-density for India as of March 2022 stood at 83.1% suggesting there is still a proportion of population, yet to start using mobility services. This holds true especially for rural areas where tele-density is still low at 57.9%, which remains a significant opportunity for the Indian telecom operators. The Company is taking appropriate steps to grow its revenues further and thus reduce losses/earn profits by following a well-defined strategy.

IV DISCLOSURES

The disclosures as required on all elements of remuneration package such as salary, benefits, perks service contract details, notice period, etc. have been furnished in the resolution at Item No. 8.

Details of Directors seeking appointment/ reappointment at the Twenty Seventh Annual General Meeting of the Company as required as per Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings:

A. Brief profile including qualification, experience and expertise:

Mr. Sunil Sood (DIN: 03132202)

Mr. Sunil Sood, is an alumnus of Harvard Business School, and a distinguished alumni awardee of IIM, Calcutta and IIT Delhi. He started his telecom journey with Vodafone in 2000 and over the years has held several senior positions including MD & CEO for Vodafone India Ltd (April 2015 – August 2018). He was the Group Commercial Director, AMAP and Group M-Pesa & Financial Services Director of Vodafone Plc. from September 2018 to September 2020. He began his career in the FMCG industry with Lakme in various roles across India and also did roles in other emerging markets in Africa and South East Asia, including the role of CEO of PepsiCo in Bangladesh. His career and experience gained in FMCG, Telecommunications and Fin-Tech extends over 36 years. He is currently a Board member of Vodacom South Africa. He was the former Chairman of Cellular Operators Association of India (COAI), an industry body for GSM telecom operators in India as well as the former Chairman of the British Business Group (BBG) Mumbai, a confederation of organizations with interests in India and UK and a member of several prestigious industry bodies/associations/public policy forums.

Mr. Diego Massidda (DIN: 09067108)

Mr. Diego Massidda, an Italian by nationality, holds a degree in Hydraulic Civil Engineering from the Università di Cagliari, Italy, and a Master in Business Administration from INSEAD, France. He has over 19 years of telecommunications experience at CEO level, managing wireline, TV and wireless businesses prior to moving to the current position of CEO of Vodafone Partner Markets, a business which provides services to other telcos in 45 different countries. He joined Vodafone in 2007 as Group Director of Broadband and Online, and from 2009 to 2011, he was Group Director of Video and Connected Home. From 2011 to 2016, he served as CEO of Vodafone Hungary. He is a Director of Vodafone Sales & Services Ltd and of TPG Telecom Ltd., an Australian telecommunications operator listed on the ASX, where Vodafone has 25% ownership. Prior to joining Vodafone, Diego was CEO of the ISPs Tiscali South Africa, Liberty Surf Group (listed on the Paris Stock Exchange), and Telecom Italia in France, trading under the Alice brand. He has also worked for 6 years with McKinsey & Company earlier in his career.

Mr. Ravinder Takkar (DIN: 01719511)

Mr. Ravinder Takkar, holds a Bachelors degree in Science from Loyola Marymount University, USA in 1991. He has an overall work experience of over 30 years of which 28 years is with Vodafone. Prior to his current role, Ravinder was the CEO of Vodafone Romania for three years and CEO of Vodafone Partner Markets in London. He has been with Vodafone Group since 1994 and brings a wealth of experience in telecom industry having worked in several leadership positions across Vodafone's operating companies over the last 28 years. Ravinder has been involved in the Indian telecom industry since 2007 when Vodafone Group entered the Indian market. He has held a number of senior roles in Strategy and Business Development and he was CEO of the Enterprise business. He is also the Managing Director of Cable and Wireless Global (India) Private Limited. His current term of 3 years as Managing Director and Chief Executive Officer of the Company shall cease on August 18, 2022.

Mr. Anjani Kumar Agrawal (DIN: 08579812)

Mr. Anjani K Agrawal is a Chartered Accountant, CIA and is an INSEAD alumni. He has over 41 years of professional experience in leading global consulting firms, which includes 35 years with Ernst & Young (EY) where he was a partner for 26 years.

He set up the Risk Advisory practice of the firm and led it for several years. His area of expertise includes internal audits, process reviews, enterprise risk management, policy framework and SOP development, internal control, corporate governance, board effectiveness, business transformation, BPR and IT implementation, strategic risk management, supply chain optimisation, GRC and IT risk transformation, data analytics and digital and sustainability reporting.

He has been a sector leader for energy and utilities and metals and mining for several years in India, with few years as the firm's global metals sector leader. He has also worked with the Union Government and NITI Aayog on several policy matters. He is also on the Board of Uttam Galva Metallics Limited, Uttam Value Steels Limited, Hindustan Zinc Ltd., Firstsource Solutions Ltd., Emami Ltd. and Aditya Birla Sunlife Trustee Co. Pvt. Ltd.

B. Other details

Particulars	Mr. Sunil Sood	Mr. Diego Massidda	Mr. Ravinder Takkar	Mr. Anjani Kumar Agrawal
Directors Identification Number	03132202	09067108	01719511	08579812
Age / Date of Birth	61 years / February 9, 1961	57 years / February 23, 1965	54 years / July 5, 1968	64 years / July 18, 1958
Qualifications	B.Tech (IIT-Delhi), MBA (IIM – Kolkata)	B.E. (Hydraulic Civil Engineering - Università di Cagliari, Italy), MBA (INSEAD, France)	Bachelors degree in Science from Loyola Marymount University, USA	Chartered Accountant, CIA & INSEAD Alumuni
Nature of Appointment / re-appointment	Re-appointment (pursuant to retirement by rotation)	Re-appointment (pursuant to retirement by rotation)	Re-appointment as Director, liable to retire by rotation (pursuant to end of tenure as M.D & CEO)	Independent Director, not liable to retire by rotation, for a term of three consecutive years commencing from August 27, 2022
Terms and condition of appointment	His office shall be liable to retire by rotation.	His office shall be liable to retire by rotation.	His office shall be liable to retire by rotation.	Not liable to retire by rotation for a term of three consecutive years
Experience	36 years	25 years	30 years	41 years
Nature of his expertise in specific functional areas	Business Strategy and Industry Technical know-how	Business Strategy, Risk Management, Industry knowledge	Business Strategy and Business Development	Corporate Governance, Strategic Risk Management, Sustainability strategy and Policy frameworks

Particulars	Mr. Sunil Sood	Mr. Diego Massidda	Mr. Ravinder Takkar	Mr. Anjani Kumar Agrawal
Remuneration sought to be paid and last drawn	Nil	Nil	Nil	Nil
Date of First appointment in the Company	February 24, 2021	February 24, 2021	August 31, 2018	August 27, 2022
Number of shares held in the Company as on March 31, 2022	10717	Nil	Nil	Nil
Relationship with other Directors/ Manager/ KMPs	None	None	None	None
Number of meetings of the board attended during the year	13/13	13/13	13/13	N.A.
Directorships of other Listed Companies as on date of the Notice	Indus Towers Ltd.	None	Indus Towers Ltd.	i) Hindustan Zinc Ltd. ii) Firstsource Solutions Ltd. iii) Emami Ltd.
Chairmanships/ Memberships of Committees in other Listed Companies				
Audit Committee	None	None	None	i) Hindustan Zinc Ltd. - Chairman ii) Emami Ltd. - Member
Stakeholder Relationship Committee	Indus Towers Ltd. - Member	None	None	Hindustan Zinc Ltd. - Chairman
Listed Companies from which the person has resigned in the past 3 years	None	None	None	None