

**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](http://www.myvi.in)**Tel.:** + 91-79-66714000 **Fax:** +91-79-23232251**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of Vodafone Idea Limited will be held on Friday, 15<sup>th</sup> day of July, 2022 at 12:30 P.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

**1. Issue of securities on a preferential basis to a Promoter**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (**“the Act”**), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India, the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches either: (a) upto 42,76,56,421 (Forty Two Crore Seventy Six Lacs Fifty Six Thousand Four Hundred & Twenty One) equity shares of face value of ₹ 10/- each of the Company (**“Equity Shares”**) for cash at a price of ₹ 10.20 (including a premium of 20 Paise) per Equity Share aggregating upto ₹ 436.21 crore ; or (b) upto 42,76,56,421 (Forty Two Crore Seventy Six Lacs Fifty Six Thousand Four Hundred & Twenty One) warrants, each convertible

into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each (“**Warrants**”) at a price of ₹ 10.20 each payable in cash (“**Warrants Issue Price**”), aggregating upto ₹ 436.21 crore which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to Euro Pacific Securities Ltd. a Promoter of the Company (hereinafter referred to as ‘**Proposed Allottee**’), by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

**RESOLVED FURTHER THAT** in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares or Warrants, as the case may be, shall be Wednesday, June 15, 2022, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.

**RESOLVED FURTHER THAT** in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b) The Equity Shares so offered, issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration;
- c) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the Proposed Allottee in de-materialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- g) The Equity Shares will be listed on BSE Limited and the National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, in case the preferential issue is of Warrants and allotment of equity shares on the exercise of the Warrants, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) An amount of ₹ 10.20 (Rupees Ten and Paise Twenty Only), which is equivalent to 100% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will not be required to make any further payments at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).
- c) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- d) The price determined above and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid.
- e) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form.
- f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- g) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- h) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- i) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- j) The Equity Shares allotted upon conversion of the Warrants will be listed on BSE Limited and the National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Equity Shares or Warrants and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares or Warrants, as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares or Warrants, as the case may be, to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares or Warrants, as the case may be, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

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



**Pankaj Kapdeo**  
**Company Secretary**

Membership No.:ACS-9303

Place : Mumbai

Date : June 22, 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 Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs (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 EGM 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 Circulars, the EGM of the Company is being conducted through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item No. 1 as Special Business as it is in the interest of the Company.
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 EGM 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 EGM. Since the EGM 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 EGM 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 EGM 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 EGM 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 EGM 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 EGM. 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 EGM will be provided by NSDL.

7. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM, i.e. Friday, July 15, 2022. Members seeking inspection of the aforementioned documents can send an email to [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com).
8. The members can join the EGM 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 EGM 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 EGM 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.nsd.com](http://www.evoting.nsd.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 scanned 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](mailto:shs@vodafoneidea.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**ELECTRONIC DESPATCH OF NOTICE OF EGM AND PROCESS FOR REGISTRATION OF EMAIL ADDRESS FOR OBTAINING COPY OF NOTICE OF EGM:**

10. In compliance with the aforesaid MCA and SEBI Circulars, the Notice is being sent to the Members, trustees of debenture-holders and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website [www.myvi.in](http://www.myvi.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.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. Requests can be emailed to [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com). We urge members to support this Green Initiative effort of the Company and get their email IDs registered.

## **DECLARATION OF RESULT:**

12. The Board of Directors have 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 EGM in a fair and transparent manner.
13. 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](http://www.myvi.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately.

## **OTHER USEFUL INFORMATION:**

14. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of the shares held in electronic form, and to the Company or the RTA (M/s Bigshare Services Pvt. Ltd.), in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN and Bank Account details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN and Bank Account details along with a self-certified copy of PAN and a cancelled cheque/ passbook copy to the Registrar and Share Transfer Agent / Company.

## **PROCEDURE FOR JOINING EGM THROUGH VC / OAVM:**

16. Members will be provided with a facility to attend the EGM 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.
17. Members are encouraged to join the Meeting through Laptops for better experience.
18. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
19. 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.

20. 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](mailto:shs@vodafoneidea.com) during the period Saturday, July 9, 2022 from 09:00 A.M. to Wednesday, July 13, 2022 upto 5:00 P.M.
21. 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](mailto:shs@vodafoneidea.com) during the period Saturday, July 9, 2022 from 09:00 A.M. to Wednesday, July 13, 2022 upto 5:00 P.M. The same will be replied by the Company suitably.
22. 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 EGM:**

23. Members are requested to attend and participate in the ensuing EGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the EGM.
24. The remote e-voting period commences on Tuesday, July 12, 2022 at 9:00 A.M. and ends on Thursday, July 14, 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. Friday, July 8, 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.
25. The facility of e-voting during the EGM 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 EGM through VC/OAVM but will not be entitled to cast their vote once again on resolutions.
26. 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.
27. 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 at [evoting@nsdl.co.in](mailto: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 meeting on NSDL e-voting system

#### 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. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>b. If you are not registered for IDEAS e-services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDEAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p>

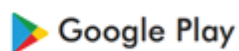
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**Type of Shareholders****Login Method**

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- 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.
- d. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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Individual Shareholders holding securities in demat mode with CDSL

- 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](https://web.cdslindia.com/myeasi/home/login_or_www.cdslindia.com) and click on New System Myeasi.
- b. After successful login of Easi/Easiest the user will also be 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.
- c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

Type of Shareholders	Login Method
	d. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN details from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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. <b>NSDL</b> where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:

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

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- |  |   |
|--|---|
| 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 in 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 Meeting on NSDL e-voting system.**

### **How to cast your vote electronically and join 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 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 EGM ARE AS UNDER:**

- i. The procedure for remote e-voting during the EGM 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 EGM through VC / OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.
- iii. Members who have voted through remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- 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 EGM 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](http://www.evoting.nsdl.com) to reset the password.
- ii. In case of any queries/grievances pertaining to remote e-voting (before the EGM and during the EGM), 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](http://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](mailto:evoting@nsdl.co.in).

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



**Pankaj Kapdeo**  
**Company Secretary**

Membership No.: ACS-9303

Place : Mumbai

Date : June 22, 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 No. 1 of the accompanying Notice dated June 22, 2022.

#### Item No. 1

The Board of Directors of the Company in their meeting held on June 22, 2022, approved raising of funds aggregating upto ₹ 436.21 crore by way of issuance of either: (a) upto 42,76,56,421 equity shares of ₹ 10/- each (“**Equity Shares**”) for cash at a price of ₹ 10.20 (including a premium of 20 Paise) per Equity Share; or (b) upto 42,76,56,421 warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each (“**Warrants**”) at a price of ₹ 10.20 each payable in cash (“**Warrants Issue Price**”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to Euro Pacific Securities Ltd, a promoter of the Company (referred to as “**the Proposed Allottee**”), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”).

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto ₹ 436.21 Crore by way of issue and allotment of either: (a) up to 42,76,56,421 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 10.20 each (including a premium of 20 Paise) per Equity Share; or (b) upto 42,76,56,421 Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 10.20 each payable in cash, on a preferential basis to the Proposed Allottee as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

#### (i) Objects of the Issue

The Company proposes to utilise the proceeds raised from the proposed preferential issue for making payments due to Indus Towers Limited (“**Indus**”) under the terms of the master service agreements executed between the Company and Indus for the provision of passive infrastructure services.

**(ii) Relevant Date**

The “Relevant Date” as per ICDR Regulations for the determination of the minimum price for Equity Shares or Warrants, as the case may be, to be issued is fixed as Wednesday, June 15, 2022 i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.

**(iii) Basis or justification for the price (including the premium, if any) has been arrived at**

Regulation 164 of the ICDR Regulations prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the Equity Shares / Warrants, as the case may be, shall be the higher of:

- (a) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; and
- (b) the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The equity shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations. For the purposes of computation of price per Equity Share or Warrant, the National Stock Exchange of India Limited is the stock exchange that has higher trading volume for the said period and, accordingly, has been considered.

As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations, the minimum price at which the Equity Share and Warrants can be issued is ₹ 10.17 per Equity Share / Warrant. The Company proposes to issue the Equity Share / Warrants at an issue price of ₹ 10.20 per Equity Share/Warrant, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations.

**(iv) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price**

The Company has not made any preferential allotment during the current financial year 2022-23.

**(v) Maximum number of securities to be issued**

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto ₹ 436.21 crore by way of issue of either: (a) upto 42,76,56,421 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 10.20 (including a premium of 20 Paise) per Equity Share; or (b) upto 42,76,56,421 Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 10.20 each payable in cash.

An amount of ₹ 10.20 (Rupees Ten and Paise Twenty Only) which is equivalent to 100% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will not be required to make any further payments at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).



**(vi) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer**

The Proposed Allottee is a Promoter of the Company.

**(vii) Shareholding pattern of the Company before and after the Preferential Issue**

The members may note that pursuant to the Telecom Reforms Package announced by the Government of India (“**Gol**”) on 15th September 2021, the Board of Directors of the Company had at its meeting held on January 10, 2022, approved the option to convert the full amount of interest related to deferred spectrum auction instalments and AGR Dues to the extent of ₹ 16,133 crore (“**Gol Debt**”) into equity as per the reforms package announced by Gol.

Upon issuance of an order to be passed by the Government of India u/s 62(4) of the Act for aforesaid conversion of Gol Debt (“**Gol Order**”), the equity shares will be issued to the Government of India at face value of ₹ 10/- per equity share. Assuming issuance of 16,13,31,84,899 equity shares at an issue price of ₹ 10/- per equity share against the conversion, the shareholding pattern of the Company post such equity issuance to Gol and the proposed preferential issue would be as under:

Sl. No.	Category	Pre-Preferential Issue Shareholding (as on 31 March 2022)		Shareholding Post Gol Order (Expected)		Post-Preferential Issue Shareholding (Proposed)	
		Number of equity shares	%	Number of equity shares	%	Number of equity shares	%
<b>(A) Promoters' Shareholding</b>							
	Aditya Birla Group	8,79,42,06,288	27.38	8,79,42,06,288	18.23	8,79,42,06,288	18.07
	Vodafone Group	15,29,31,70,439	47.61	15,29,31,70,439	31.69	15,72,08,26,860	32.29
	<b>Total Promoters' Shareholding (A)</b>	<b>24,08,73,76,727</b>	<b>74.99</b>	<b>24,08,73,76,727</b>	<b>49.92</b>	<b>24,51,50,33,148</b>	<b>50.36</b>
<b>(B) Public Shareholding</b>							
<b>1</b>	<b>Government of India (B)(1)</b>	-	-	<b>16,13,31,84,899</b>	<b>33.44</b>	<b>16,13,31,84,899</b>	<b>33.14</b>
<b>2</b>	<b>Institutions</b>						
(a)	Mutual Funds / AIF	45,40,85,536	1.41	45,40,85,536	0.94	45,40,85,536	0.93
(b)	Insurance Companies	9,19,77,689	0.29	9,19,77,689	0.19	9,19,77,689	0.19
(c)	Financial Institutions/ Banks	28,47,392	0.01	28,47,392	0.01	28,47,392	0.01
(d)	Foreign Portfolio Investors	1,14,78,76,098	3.58	1,14,78,76,098	2.38	1,14,78,76,098	2.36
	<b>Sub-Total (B)(2)</b>	<b>1,69,67,86,715</b>	<b>5.29</b>	<b>1,69,67,86,715</b>	<b>3.52</b>	<b>1,69,67,86,715</b>	<b>3.49</b>
<b>3</b>	<b>Non-Institutions</b>						
(a)	Bodies Corporate	51,87,07,512	1.61	51,87,07,512	1.07	51,87,07,512	1.06
(b)	Public	5,53,42,55,603	17.23	5,53,42,55,603	11.47	5,53,42,55,603	11.37
(c)	Non Resident Indians	17,50,66,818	0.55	17,50,66,818	0.36	17,50,66,818	0.36
(d)	Others	10,66,54,510	0.33	10,66,54,510	0.22	10,66,54,510	0.22
	<b>Sub-Total (B)(3)</b>	<b>6,33,46,84,443</b>	<b>19.72</b>	<b>6,33,46,84,443</b>	<b>13.12</b>	<b>6,33,46,84,443</b>	<b>13.01</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>8,03,14,71,158</b>	<b>25.01</b>	<b>24,16,46,56,057</b>	<b>50.08</b>	<b>24,16,46,56,057</b>	<b>49.64</b>
	<b>TOTAL (A)+(B)</b>	<b>32,11,88,47,885</b>	<b>100</b>	<b>48,25,20,32,784</b>	<b>100</b>	<b>48,67,96,89,205</b>	<b>100</b>

**(viii) Determination of the nature of securities to be issued on a preferential basis**

The Promoter / Promoter Group currently hold 74.99% of the paid-up capital of the Company. As mentioned in point (vii) above, the Company is expecting an order to be issued u/s 62(4) of the Act for conversion of the GoI debt into equity, post which the shareholding of the Promoter / Promoter Group would reduce to approximately 49.92%. Should the order of the Government of India u/s 62(4) of the Act be issued at any time within 15 days from the date of passing of the resolution set out at Item No. 1 of this Notice, the Board of Directors of the Company shall determine to make an issue of Equity Shares in terms of the resolution set out at Item No. 1 of this Notice. Alternatively, if the order of the Government of India u/s 62(4) of the Act is not issued within 15 days from the date of passing of the resolution set out at Item No. 1 of this Notice, the Board of Directors of the Company shall determine to make an issue of Warrants in terms of the resolution set out at Item No. 1 of this Notice.

**(ix) Time frame within which the preferential issue shall be completed**

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares / Warrants, as the case may be, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**(x) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee**

<b>Sr. No.</b>	<b>Details of Proposed Allottee</b>	<b>Name of Ultimate Beneficial Owner of the Proposed Allottee</b>
1.	Euro Pacific Securities Ltd.	Euro Pacific Securities Ltd does not have an ultimate beneficial owner. It is an indirect wholly-owned subsidiary of Vodafone Group Plc, which is a listed entity in the U.K.  No individual holds a majority stake or exercise significant influence over Vodafone Group Plc.

**(xi) The percentage of the post-preferential issue that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the Preferential Issue**

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Category</b>	<b>Pre Issue % Holding</b>	<b>Post GoI Order</b>	<b>Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity</b>	<b>Post Issue % Holding*</b>
1.	Euro Pacific Securities Ltd.	Promoter	16.08%	10.71%	Upto 42,76,56,421 Equity Shares of ₹ 10/- each	11.49%

\* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into Equity Shares

There will be no change in the composition of the Board nor any change in the Control of the Company consequent to the proposed preferential issue.

**(xii) Undertaking:**

The Company hereby undertakes that:

- (a) It would re-compute the price of the Equity Shares or Warrants, as the case may be, in terms of the provisions of the ICDR Regulations where it is required to do so;
- (b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above Equity Shares / Warrants, as the case may be, shall continue to be locked in till the time such amount is paid by the Proposed Allottee.
- (c) Neither the Company, its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

**(xiii) Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter**

As mentioned above, the Proposed Allottee is a Promoter of the Company and the status will continue post the preferential issue.

**(xiv) Lock-in period**

The Equity Shares or Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

Further, the entire pre-preferential allotment holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.

**(xv) Practicing Company Secretary's Certificate**

A certificate from M/s Anish Gupta & Associates, Company Secretaries dated June 22, 2022 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations. The certificate can be accessed at <https://www.myvi.in/investors/annual-reports> and shall be placed before the general meeting of the shareholders.

Other than Mr. Diego Massidda, Mr. Ravinder Takkar and Mr. Sunil Sood, Directors of the Company who are nominees of Vodafone Group on the Board of the Company and may be considered as deemed to be concerned or interested in the said resolution due to their Directorship on the Board of the Company, 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.

The Board accordingly recommends the Special Resolution as set out in Item No. 1 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 : June 22, 2022

**Registered Office:**

Suman Tower,  
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