

**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.vodafoneidea.com**Tel.:** + 91-79-66714000 **Fax:** +91-79-23232251**NOTICE OF THE TWENTY SIXTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of Vodafone Idea Limited will be held on Wednesday, the 29th day of September, 2021 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 the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Himanshu Kapania (DIN: 03387441), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**3. Ratification of remuneration payable to Cost Auditors for Financial Year 2021-22**

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, 2022.

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."

4. Appointment of Mr. Sunil Sood 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, (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, and the Articles of Association of the Company, Mr. Sunil Sood (DIN: 03132202), who was appointed by the Board of Directors of the Company,

as an Additional Director (Non-Executive) of the Company with effect from 24th February 2021 and holds office upto the date of the this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. Appointment of Mr. Diego Massidda 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, (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, and the Articles of Association of the Company, Mr. Diego Massidda (DIN: 09067108), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive) of the Company with effect from 24th February 2021 and holds office upto the date of the this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. Appointment of Mr. Sushil Agarwal 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, (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, and the Articles of Association of the Company, Mr. Sushil Agarwal (DIN: 00060017), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive) of the Company with effect from 4th August 2021 and holds office upto the date of the this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. Re-appointment of Mr. Arun Adhikari as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), 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, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Arun Adhikari (DIN: 00591057), who holds office as an Independent Director upto August 30, 2021 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 3 (three) consecutive years with effect from August 31, 2021 upto August 30, 2024.”

8. Re-appointment of Mr. Ashwani Windlass as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), 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, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ashwani Windlass (DIN: 00042686), who holds office as an Independent Director upto August 30, 2021 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 3 (three) consecutive years with effect from August 31, 2021 upto August 30, 2024.”

9. Re-appointment of Ms. Neena Gupta as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), 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, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Neena Gupta (DIN: 02530640), who holds office as an Independent Director upto September 16, 2021 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 3 (three) consecutive years with effect from September 17, 2021 upto September 16, 2024.”

10. 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 ratify/approve 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 the this resolution."

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



Pankaj Kapdeo
Company Secretary
Membership No.:ACS-9303

Place : Mumbai
Date : 6 September 2021

Registered Office:

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

NOTES:

GENERAL:

1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ('MCA'), and the Securities and Exchange Board of India ('SEBI'), have allowed companies to conduct Annual General Meetings ('AGM') through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM') during the calendar year 2021, without the physical presence of Members.

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 dated January 13, 2021, April 13, 2020 and April 8, 2020 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 ('SEBI Circular') have permitted the holding of the Annual General Meeting by companies through VC / OAVM during the calendar year 2021, 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 26th 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. 3 to 10 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 3 to 10 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 15th April, 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. Wednesday, 29th September, 2021. 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.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 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.
10. At the twenty-second AGM held on June 30, 2017 the members approved appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-seventh AGM, subject to ratification of their appointment by members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Twenty Sixth AGM.

DISPATCH OF ANNUAL REPORT:

11. 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.vodafoneidea.com, 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.nsd.com.

12. 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 Green Initiative effort of the Company and get their email IDs registered.

BOOK CLOSURE:

13. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from Wednesday, 22nd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive) for the purpose of Annual General Meeting.

DECLARATION OF RESULT:

14. 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.
15. 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.vodafoneidea.com and on the website of NSDL www.evoting.nsdl.com immediately.

UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:

16. In terms of the provisions of Section 124(5) of the Act, the unpaid / unclaimed dividend for the Financial Year 2012-13 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.

Details of unpaid / unclaimed dividend and equity shares for the Financial Year 2012-13 are uploaded on the website of the Company as well as that of the MCA. 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.

17. In terms of the provisions of Section 124(5) of the Act, dividend for Financial Year 2013-14 and the dividends for the subsequent financial years, which remain unpaid or unclaimed for a period of seven years will be transferred to IEPF.

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.

18. Members, who have so far not encashed their dividend relating to the Financial Year 2013-14 are requested to do so by September 21, 2021, 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:

19. Members are requested to notify immediately any change of address to their 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.
20. Members are requested to read the 'Shareholder Information' section of the Annual Report for useful information.
21. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to the Company's Registrar and Transfer Agent.
22. In terms of the amendments to the Listing Regulations, with effect from 1st April 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form with the depository, i.e., NSDL and CDSL. Members are, therefore, requested to demat their physical holding for any further transfer. Members can, however, continue to make request for transmission or transposition of securities held in physical form.
23. Members who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company/Company's RTA will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.

PROCEDURE FOR JOINING AGM THROUGH VC / OAVM:

24. 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.
25. Members are encouraged to join the Meeting through Laptops for better experience.
26. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
27. 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.

28. 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 Friday, 24th September, 2021 from 09:00 A.M. to Monday, 27th September, 2021 upto 5:00 P.M.
29. 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 Friday, 24th September, 2021 from 09:00 A.M. to Monday, 27th September, 2021 upto 5:00 P.M. The same will be replied by the Company suitably.
30. 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:

31. 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.
32. The remote e-voting period commences on Saturday, the 25th day of September, 2021 at 9:00 A.M. and ends on Tuesday, the 28th day of September, 2021, 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. Wednesday, the 22nd day of September, 2021 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.
33. 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.
34. 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.
35. 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. 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>

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



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| 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> |
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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>
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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 : 6 September, 2021

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. 3 to 10 of the accompanying Notice dated 4th September 2021.

Item No.3

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, 2022, 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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2022.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board accordingly recommends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

Item No. 4 and 5

As recommended by the Nomination and Remuneration Committee, the Board of Directors, has vide its resolution(s) dated 24th February 2021, appointed Mr. Sunil Sood and Mr. Diego Massidda as Additional Director(s) (Non-Executive and Non-Independent) of the Company w.e.f. 24th February 2021, liable to retire by rotation, subject to the approval of the Members.

Mr. Sunil Sood and Mr. Diego Massidda have been nominated by Vodafone Group as their nominees on the Board of the Company pursuant to the Shareholders Agreement dated 20th March, 2017 (as amended), executed, inter-alia, amongst the members of the Aditya Birla Group, certain members of the Vodafone Group and the Company.

Mr. Sunil Sood and Mr. Diego Massidda being Additional Director(s) holds office up to the date of this Annual General Meeting and are eligible to be appointed as Director(s) of the Company. Mr. Sunil Sood and Mr. Diego Massidda have consented to act as Director(s) of the Company. Mr. Sunil Sood and Mr. Diego Massidda are not related to any other Director of the Company. The disclosures relating to Mr. Sunil Sood and Mr. Diego Massidda as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, are set out as an Annexure to the Notice. Considering their vast experience and knowledge in the field of Telecommunications, Finance and Management, the Board recommends the resolution, pertaining to the appointment of Mr. Sunil Sood and Mr. Diego Massidda as Director(s) (Non-Executive and

Non-Independent), for approval by the Members of the Company by way of an Ordinary Resolution. Except Mr. Sunil Sood and Mr. Diego Massidda being appointee and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 4 and 5 of the Notice.

The Board accordingly recommends the ordinary resolution as set out in Item No. 4 and 5 of this Notice for your approval.

Item No. 6

As recommended by the Nomination and Remuneration Committee, the Board of Directors, has vide its resolution dated 4th August 2021, appointed Mr. Sushil Agarwal as Additional Director (Non-Executive and Non-Independent) of the Company w.e.f. 4th August 2021, liable to retire by rotation, subject to the approval of the Members.

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

Mr. Sushil Agarwal being Additional Director holds office up to the date of this Annual General Meeting and is eligible to be appointed as Director of the Company. Mr. Sushil Agarwal has consented to act as Director of the Company. Mr. Sushil Agarwal is not related to any other Director of the Company. The disclosures relating to Mr. Sushil Agarwal as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, is set out as an Annexure to the Notice. Considering his vast experience and knowledge in the field of Finance, Merger and Acquisitions and Restructuring, the Board recommends the resolution, pertaining to the appointment of Mr. Sushil Agarwal as Director (Non-Executive and Non-Independent), for approval by the Members of the Company by way of an Ordinary Resolution.

Except Mr. Sushil Agarwal being appointee and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 6 of the Notice.

The Board accordingly recommends the ordinary resolution as set out in Item No. 6 of this Notice for your approval.

Item No. 7

Mr. Arun Adhikari was appointed as an Independent Director of the Company with effect from August 31, 2018 upto August 30, 2021. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term of five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

The Board of Directors at its meeting held on August 14, 2021 on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Mr. Arun Adhikari as an Independent Director of the Company for a second term of three years with effect from August 31, 2021 upto August 30, 2024, based on his skills, experience, knowledge and report of his performance evaluation. His re-appointment is subject to the approval of the Shareholders at this Annual General Meeting by way of a Special Resolution.

The Company has received a notice in writing from a Shareholder under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Arun Adhikari fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. A copy of the letter for re-appointment of Mr. Arun Adhikari as an Independent Director setting out the terms and conditions would be available for inspection in the manner specified in the Notice up to the date of the Annual General Meeting.

Given his professional background and experience and contributions made by him during his tenure, the Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. Arun Adhikari as an Independent Director, for the approval by the Shareholders of the Company.

Except Mr. Arun Adhikari, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 7.

The Board accordingly recommends the special resolution as set out in Item No. 7 of this Notice for your approval.

Item No. 8

Mr. Ashwani Windlass was appointed as an Independent Director of the Company with effect from August 31, 2018 upto August 30, 2021. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) an Independent Director shall hold office for a term of five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

The Board of Directors at its meeting held on August 14, 2021 on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Mr. Ashwani Windlass as an Independent Director of the Company for a second term of three years with effect from August 31, 2021 upto August 30, 2024, based on his skills, experience, knowledge and report of his performance evaluation. His re-appointment is subject to the approval of the Shareholders at this Annual General Meeting by way of a Special Resolution.

The Company has received a notice in writing from a Shareholder under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Ashwani Windlass fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for his re-appointment as an Independent Director of the Company and is independent of the management. A copy of the letter for re-appointment of Mr. Ashwani Windlass as an Independent Director setting out the terms and conditions would be available for inspection in the manner specified in the Notice up to the date of the Annual General Meeting.

Given his professional background and experience and contributions made by him during his tenure, the Board considers that his association would be of immense benefit to the Company as it has been beneficial in the past. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. Ashwani Windlass as an Independent Director, for the approval by the Shareholders of the Company.

Except Mr. Ashwani Windlass, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 8.

The Board accordingly recommends the special resolution as set out in Item No. 8 of this Notice for your approval.

Item No. 9

Ms. Neena Gupta was appointed as an Independent Director of the Company with effect from September 17, 2018 upto September 16, 2021. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) an Independent Director shall hold office for a term of five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

The Board of Directors at its meeting held on August 14, 2021 on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Ms. Neena Gupta as an Independent Director of the Company for a second term of three years with effect from September 17, 2021 upto September 16, 2024, based on his skills, experience, knowledge and report of his performance evaluation. Her re-appointment is subject to the approval of the Shareholders at this Annual General Meeting by way of a Special Resolution.

The Company has received a notice in writing from a Shareholder under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Neena Gupta fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and LODR Regulations for her re-appointment as an Independent Director of the Company and is independent of the management. A copy of the letter for re-appointment of Ms. Neena Gupta as an Independent Director setting out the terms and conditions would be available for inspection in the manner specified in the Notice up to the date of the Annual General Meeting.

Given her professional background and experience and contributions made by her during her tenure, the Board considers that her association would be of immense benefit to the Company as it has been beneficial in the past. Accordingly, the Board recommends the resolution in relation to the re-appointment of Ms. Neena Gupta as an Independent Director, for the approval by the Shareholders of the Company.

Except Ms. Neena Gupta, being the appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 9.

The Board accordingly recommends the special resolution as set out in Item No. 9 of this Notice for your approval.

Item No. 10

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”), the Company is required to obtain the consent of its Board and prior approval of the members by way of ordinary resolution in case a certain transaction or series of transactions with a related party exceeds such sum as specified in the Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on an arm’s length basis.

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), 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, 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 a Financial Year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. 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.

Indus is currently one of the world’s largest tower company providing passive infrastructure services and related operations and maintenance services to various telecom operators in India, including your Company. Indus is a three-way joint venture between the Bharti Group, Vodafone Group and erstwhile Aditya Birla Telecom Limited (which has now merged into the Company). Your Company had entered into a Master Service Agreement (“MSA”) with Indus in 2008 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 contract / arrangement with Indus are as under:

Particulars	Information
Name of the Related Party and Nature of Relationship	Indus Towers Limited (Indus)* <i>Joint Venture upto November 18, 2020.</i> <i>Associate Company post-merger of Indus with Bharti Infratel Limited w.e.f. November 19, 2020</i>
Nature of Contract	Master Service Agreement (“MSA”) for Passive Infrastructure services and related Operations & Maintenance services
Duration of Contract	The maximum term of each tenancy service contract executed for each passive infrastructure site under the MSA is 7 to 10 years or more year, with either party having a right to terminate, subject to certain conditions.
Salient features of Contract	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.
Date of Approval of the Board/Audit Committee	Audit Committee : June 29, 2021 Board Meeting : June 30, 2021
Value of Transaction for the year ended March 31, 2021	₹ 8,197 Crore
Estimated Value of Transactions	Approximately ₹ 15,000 Crore each Financial Year

Based on the audited financial statements for the year ended March 31, 2021, the estimated value of transactions with Indus in respect of Financial Year 2021-22 and the estimated value of transactions from the next Financial Year onwards is likely to exceed 10% of the annual consolidated

turnover of the Company. 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.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except Mr. Ravinder Takkar, Managing Director & Chief Executive Officer of the Company who is nominee of Vodafone Group on the Board of Indus and may be considered as deemed to be concerned or interested in the said resolution due to his Directorship on the Board of Indus.

The Board accordingly recommends the ordinary resolution as set out in Item No. 10 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 : 6 September 2021

Registered Office:

Suman Tower,

Plot No. 18, Sector - 11,

Gandhinagar - 382 011, Gujarat

CIN: L32100GJ1996PLC030976

Email: shs@vodafoneidea.com

Website: www.vodafoneidea.com

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

Details of Directors seeking appointment/reappointment at the Twenty Sixth 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. Himanshu Kapania (DIN: 03387441)

Mr. Himanshu Kapania an alumnus of IIM, Bangalore (1988-1990) and Birla Institute of Technology, Mesra (1979-83), was former Managing Director (2011 to 2018) of erstwhile Idea Cellular Limited, renamed Vodafone Idea Limited (VIL) after merger with Vodafone India, is presently on the Board of the Company as 'Non-Executive Chairman'. Mr. Kapania is also 'Vice Chairman' of Aditya Birla Fashion & Retail Limited. He also serves as 'Non-Executive Board Member of Celcom Axiata', a listed Telecom Company in Malaysia. He has over 34 years of work experience in Management, Leadership, Technology, Operations, Sales & Marketing, Regulation & Policy advocacy, etc., with deep understanding of Indian consumers and society across Automobile, Consumer Durables, Office Automation, Telecom & Digital Services industries. His tryst with the Indian telecom sector dates back to over two decades and he has been a key contributor to the accelerated growth of the sector while assisting Indian Government, regulator and key policy creators in formulating India's Telecom & Digital Services regulations, policies and processes. He has served on the Global GSMA Board for two Years in 2015 and 2016, and was also Chairman of COAI (Cellular Operators Association of India) during 2012-14 and 2015. He is the current Chairman of FICCI Council on 'Telecom, Electronics and Digital Economy' (TED Council).

Mr. Arun Adhikari (DIN: 00591057)

Mr. Arun Adhikari is an alumni of the Indian Institute of Technology, Kanpur and the Indian Institute of Management, Calcutta. He joined Hindustan Lever Limited in 1977 and worked with the Unilever Group in India, UK, Japan and Singapore. His areas of responsibility included sales and marketing, culminating in general management and leadership roles. Mr. Adhikari retired from Unilever in January 2014, post which he was a senior advisor with McKinsey and Company for four years. He serves as an Independent Director on the Boards of UltraTech Cement Limited, Aditya Birla Capital Limited, Aditya Birla Fashion & Retail Limited and Voltas Limited.

Mr. Ashwini Windlass (DIN: 00042686)

Mr. Ashwani Windlass is an MBA from Faculty of Management Studies, University of Delhi. He holds B.Com with a gold medal and a post-graduation in Journalism (B.J.) from Punjab University, Chandigarh. He is a leading strategy, telecom and technology professional, currently engaged in advisory/mentoring roles at the Board/CEO level, after over four decades of top management experience. Mr. Windlass has been the Founder Jt. Managing Director of Max India Limited, Founder Managing Director of Hutchison Max Telecom (since rechristened as Vodafone Idea Limited) and Vice Chairman & Managing Director of Reliance Telecom Limited. Apart from being Chairman of SA & JVs, MGRM Inc., USA a global research initiative on human life cycle based services and Chairman of Bata India Limited, he also serves on the Boards of Hitachi MGRM Net Limited, Hindustan Media Ventures Limited and Jubilant Foodworks Limited, among others.

Ms. Neena Gupta (DIN: 02530640)

Ms. Neena Gupta is a law graduate from Delhi University and has a management degree in Marketing and HR from Fore School of Management, Delhi. She also holds B.A. degree in History from Delhi University. She has worked as an Executive Director (Strategy and M&A) and is currently Group General Counsel with InterGlobe Enterprises United. Prior to InterGlobe, she was a partner with law firm J. Sagar & Associates. She has vast experience in the field of strategic sale and

divestments, capital market transactions, mergers and acquisitions and legal and international taxation.

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 35 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 18 years of telecommunication 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 telecommunication 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. Sushil Agarwal (DIN: 00060017)

Mr. Sushil Agarwal is a Chartered Accountant and holds a Master's degree in Commerce. He is the Group Chief Financial Officer of Aditya Birla Group and Director of Aditya Birla Management Corporation Private Limited. He is also a member of the Business Review Council, which is an institutionalized mechanism for bringing in wider managerial perspectives and leadership experiences into reviewing the development, growth and operations of the Group's businesses. He has been with the Aditya Birla Group since the beginning of his career in 1989 and has a unique distinction of working closely with the former Chairman Late Mr. Aditya Vikram Birla and current Chairman Mr. Kumar Mangalam Birla. He has worked closely with several businesses of the Aditya Birla Group and has richly contributed in many Restructurings, Mergers and Acquisitions and Fund Raising initiatives of the Aditya Birla Group with his widely acknowledged financial acumen and analytical skills. He is familiar with operations in most states in India and several countries abroad and is best known for his strong connections and relationship with the global investors and industry stalwarts.

B. Other details

Particulars	Mr. Himanshu Kapania	Mr. Arun Adhikari	Mr. Ashwini Windlass
Directors Identification Number	03387441	00591057	00042686
Age/Date of Birth	60 years/ April 23, 1961	67 years/ January 20, 1954	65 years/ July 02, 1956
Qualifications	B-Tech (BITS Mesra), MBA (IIM – Bangalore)	B. Tech (Chemical Engineering - IIT, Kanpur), MBA (IIM -Kolkata)	B.Com and Journalism (B.J.) – Punjab University MBA (FMS – Delhi)
Nature of Appointment/ re-appointment	Re-appointment (pursuant to retirement by rotation)	Re-appointment as an Independent Director for second term	Re-appointment as an Independent Director for second term
Terms and condition of appointment	His office shall be liable to retire by rotation.	He shall hold office for a term of 3 (three) consecutive years, that is from 31 st August 2021 up to 30 th August 2024 and his office shall not be liable to retire by rotation.	He shall hold office for a term of 3 (three) consecutive years, that is from 31 st August 2021 up to 30 th August 2024 and his office shall not be liable to retire by rotation.
Remuneration sought to be paid and last drawn	Nil	Nil	Nil
Date of First appointment in the Company	1 st April 2011	31 st August 2018	31 st August 2018
Number of shares held in the Company as on March 31, 2021	2,706,276	NIL	NIL
Relationship with other Directors/ Manager/ KMPs	None	None	None
Number of meetings of the board attended during the year	10/10	10/10	9/10

Particulars	Mr. Himanshu Kapania	Mr. Arun Adhikari	Mr. Ashwini Windlass
Directorships of other Listed Companies	Aditya Birla Fashion and Retail Ltd.	1. Aditya Birla Capital Ltd. 2. UltraTech Cement Ltd. 3. Voltas Ltd. 4. Aditya Birla Fashion & Retail Ltd.	1. Hindustan Media Ventures Ltd. 2. Jubilant Foodworks Ltd. 3. Bata India Ltd.
Chairmanships/ Memberships of Committees in other Listed Companies			
Audit Committee	-	1. UltraTech Cement Ltd. (Member) 2. Voltas Ltd. (Member) 3. Aditya Birla Fashion & Retail Ltd. (Member)	1. Hindustan Media Ventures Ltd. (Chairman) 2. Jubilant Foodworks Ltd. (Chairman)
Stakeholder Relationship Committee	Aditya Birla Fashion and Retail Ltd. (Chairman)		

Particulars	Ms. Neena Gupta	Mr. Sunil Sood	Mr. Diego Massidda
Directors Identification Number	02530640	03132202	09067108
Age	46 years / April 13, 1975	60 years / February 9, 1961	56 years / February 23, 1965
Qualifications	B.A. (History - Delhi University) L.L.B. (Delhi University)MBA (Marketing & HR - Fore School of Management, Delhi)	B.Tech (IIT-Delhi), MBA (IIM – Kolkata)	B.E. (Hydraulic Civil Engineering - Università di Cagliari, Italy) MBA (INSEAD, France)
Nature of Appointment / re-appointment	Re-appointment as an Independent Director for second term	Appointment as a Non-Executive Director	Appointment as a Non-Executive Director
Terms and condition of appointment	She shall hold office for a term of 3 (three) consecutive years, that is from 17 th September 2021 up to 16 th September 2024 and her office shall not be liable to retire by rotation.	His office shall be liable to retire by rotation.	His office shall be liable to retire by rotation.
Remuneration sought to be received and remuneration last drawn	Nil	Nil	Nil
Date of First appointment in the Company	17 th September 2018	24 th February 2021	24 th February 2021
Number of shares held in the Company as on March 31, 2021	Nil	10,717	Nil
Relationship with other Directors/ Manager/ KMPs	None	None	None
Number of meetings of the board attended during the year	9/10	N.A.	N.A.
Directorships of other Listed Companies	NIL	NIL	NIL

Particulars	Ms. Neena Gupta	Mr. Sunil Sood	Mr. Diego Massidda
Chairmanships/ Memberships of Committees in other Listed Companies			
Audit Committee	None	None	None
Stakeholder Relationship Committee	None	None	None

Particulars	Mr. Sushil Agarwal
Directors Identification Number	00060017
Age	58 years / June 13, 1963
Qualifications	M.Com, Chartered Accountant
Nature of Appointment / re-appointment	Appointment as a Non-Executive Director
Terms and condition of appointment	His office shall be liable to retire by rotation.
Remuneration sought to be received and remuneration last drawn	Nil
Date of First appointment in the Company	4 th August 2021
Number of shares held in the Company as on March 31, 2021	148,044
Relationship with other Directors/ Manager/ KMPs	None
Number of meetings of the board attended during the year	N.A.
Directorships of other Listed Companies	Aditya Birla Capital Limited
Chairmanships/Memberships of Committees in other Listed Companies	
Audit Committee	Aditya Birla Capital Limited (Member)
Stakeholder Relationship Committee	Aditya Birla Capital Limited (Member)