

**VODAFONE IDEA LIMITED**

CIN: L32100GJ1996PLC030976

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

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Vodafone Idea Limited will be held on Monday, 21st day of November, 2022 at 5:00 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 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 (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), 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 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 any 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 create, offer, issue and allot, from time to time in one or more tranches, on a preferential basis and private placement basis, up to 16,000 (Sixteen Thousand) unsecured, unrated and unlisted Optionally Convertible Debentures of face value of ₹ 10,00,000/- (Rupees Ten Lakhs) each (“**OCDs**”) at a price of ₹ 10,00,000/- per OCD (“**OCD Issue Price**”), payable in cash, aggregating upto ₹ 16,00,00,00,000/- (Rupees One Thousand Six Hundred Crore), each convertible into, 1,00,000 (one lakh) fully paid-up equity shares of the Company of face value of ₹ 10/- each at a conversion price of ₹ 10/-, (“**Conversion Price**”) which may be exercised in one or more tranches within a period of 18 (eighteen) months from the date of allotment of the first tranche of OCDs, to ATC Telecom Infrastructure Private Limited

(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 price of equity shares to be allotted upon conversion of OCDs, shall be Friday, 21st October, 2022, being the preceding working day to the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment of OCDs shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and as may be determined by the Board:

- a) The OCDs shall be convertible, by dividing the par value of the OCD by the Conversion Price of ₹ 10/- (Rupees Ten) against each OCD, in part or full, without payment of any additional consideration.
- b) After twelve months from the date of allotment of the OCDs, the Company shall have the right to convert upto 8,000 (eight thousand) outstanding OCDs into equity shares, if the share price of the Company's equity shares for an agreed period is equal to or higher than the share price as agreed between the Company and the Proposed Allottee, provided that in such situation, the Proposed Allottee shall also have the right to request conversion of the balance outstanding OCDs, if any, within an agreed time period. The Conversion Price shall remain ₹ 10/- per equity share in either case. If the Proposed Allottee does not request conversion of the balance outstanding OCDs, if any, then the Company has to either redeem the said balance outstanding OCDs or find a buyer to purchase such outstanding OCDs at a price as agreed between the Company and the Proposed Allottee.
- c) 100% of the OCD Issue Price shall be paid at the time of subscription of the OCDs. The Proposed Allottee shall not be required to make any further payments at the time of exercise of the right attached to the OCDs to subscribe to equity share(s).
- d) The OCDs and the equity shares allotted pursuant to the exercise and conversion of such OCDs shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations.
- e) The Conversion Price and the number of equity shares to be allotted on conversion of the OCDs shall be subject to such appropriate adjustments as may be permitted under the rules, regulations and laws, as applicable from time to time and may be agreed between the Company and the Proposed Allottee.
- f) The term of OCDs shall not exceed 18 (eighteen) months from the date of allotment of the first tranche.
- g) The Company shall redeem 8,000 outstanding OCDs, by not later than 30th June 2023 and the balance OCDs (if any) shall be redeemed by the Company at expiry of 18 months from the date of allotment of the first tranche of OCDs.

- h) The Proposed Allottee can also request for early redemption on the occurrence of certain events, as agreed between the Proposed Allottee and the Company.
- i) The conversion right attached to OCDs may be exercised by the Proposed Allottee, in one or more tranches, at any time during the term thereof as agreed, by issuing a written notice to the Company specifying the number of OCDs 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.
- j) The equity shares to be allotted on conversion of the OCDs 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.
- k) The OCDs by themselves, until exercised and converted into equity shares, shall not give the Proposed Allottee any rights with respect to that of an equity shareholder of the Company.
- l) The equity shares allotted upon conversion of the OCDs shall be listed on BSE Limited and the National Stock Exchange of India Limited (“**the Stock Exchanges**”) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- m) The OCDs shall carry an interest of 11.2% per annum, payable semi-annually on dates falling after six months and one year from the date of allotment of first tranche of the OCDs.
- n) The Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of OCDs, and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to compliance with the applicable laws.

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 OCDs and a private placement offer letter in Form No. PAS-4 together with application form be issued to the Proposed Allottee inviting them to subscribe to the OCDs in one or more tranches.

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 OCDs, 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 OCDs, 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 OCDs/ 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 : October 28, 2022

Registered Office:

Suman Tower,

Plot No. 18, Sector - 11,

Gandhinagar - 382 011, Gujarat

CIN: L32100GJ1996PLC030976

Email: shs@vodafoneidea.com

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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. Monday, November 21, 2022. Members seeking inspection of the aforementioned documents can send an email to 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.nsdl.com.
9. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email 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 with a copy marked to 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, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.
11. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or the RTA (M/s Bigshare Services Pvt. Ltd.), for receiving the Notice. 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.

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 and on the website of NSDL 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. 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 during the period Saturday, November 12, 2022 from 9:00 A.M. to Thursday, November 17, 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 during the period Saturday, November 12, 2022 from 9:00 A.M. to Thursday, November 17, 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 Thursday, November 17, 2022 at 9:00 A.M. and ends on Sunday, November 20, 2022 at 5:00 P.M. During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Monday, November 14, 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. 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

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 redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>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>

Type of Shareholders**Login Method**

- c. 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. 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



Individual Shareholders holding securities in demat mode with CDSL

- a. Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then using your existing my easi username & password.
- b. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>c. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>d. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on 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 able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.

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.nsd.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. Your User ID is Demat (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 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.nsd.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.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 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.

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, you may refer 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 and 1800 22 44 30 or send a request to Ms. Sarita Mote or Mr. Sagar Ghosalkar at evoting@nsdl.co.in.

Process for those shareholders whose Email Ids are not registered with the depositories for procuring User Id and Password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shs@vodafoneidea.com.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shs@vodafoneidea.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring User Id and Password for e-voting by providing above mentioned documents.
- iv. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

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

- i. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- 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.

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



Pankaj Kapdeo
Company Secretary

Membership No.:ACS-9303

Place : Mumbai

Date : October 28, 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 October 28, 2022.

Item No. 1

The Board of Directors of the Company at their meeting held on October 21, 2022, subject to necessary approvals, has approved issuance of upto 16,000 (Sixteen Thousand) unsecured, unrated and unlisted optionally-convertible debentures (“**OCD**”) of the Company of face value of ₹ 10,00,000/- (Rupees Ten Lakhs only) each at an issue price of ₹ 10,00,000/- (Rupees Ten Lakhs only) per OCD (“**Issue Price**”) each for an aggregate amount of ₹ 16,00,00,00,000 (Rupees One Thousand Six Hundred Crores) to ATC Telecom Infrastructure Private Limited (“**Proposed Allottee**”), in one or more tranches, at par, for cash, by way of a preferential issue through private placement offer.

The Proposed Allottee shall be entitled to require the Company to convert the OCDs held into fully paid-up equity shares of the Company within a time frame not exceeding 18 (Eighteen) months from the date of allotment of the first tranche of OCDs (such equity shares shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹ 10/- (Rupees Ten) per equity share. If not converted, the OCDs shall be redeemed in such manner and upon such terms and conditions as agreed with the Proposed Allottee.

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**”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), as amended from time to time, a Company is not entitled to make a private placement of the OCDs unless the proposed offer of the OCDs has been previously approved by the shareholders by a special resolution.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of ICDR Regulations, are set out below:

(i) Date of Board Resolution:

21 October 2022

(ii) The total number of securities, kinds of securities and price at which security is being offered:

Issuance of upto 16,000 (Sixteen Thousand) OCDs of face value of ₹ 10,00,000/- (Rupees Ten Lakhs only) each at an issue price of ₹ 10,00,000/- (Rupees Ten Lakh only) per OCD each, in one or more tranches, for an aggregate amount of ₹ 16,00,00,00,000 (Rupees One Thousand Six Hundred Crore) on preferential basis.

(iii) Basis or justification for the price at which offer or invitation being made / conversion:

The Issue Price of OCDs is ₹ 10,00,000/- (Rupees Ten Lakhs only) per OCD.

The Conversion Price of OCDs into equity shares of the Company has been determined in accordance with the provisions of ICDR Regulations as confirmed by pricing certificate issued by CS Anish Gupta, Partner of M/s VKMG & Associates, Practicing Company Secretaries.

Each OCD shall be convertible into such number of fully paid equity shares determined by dividing the par value of the OCD by the Conversion Price. The equity shares to be issued on conversion of the OCDs, whether at the option of the Proposed Allottee or by the Company, shall happen at a Conversion Price of ₹ 10/- per equity share. This Conversion Price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of ICDR Regulations with the relevant date for the computation of the aforesaid price being 21st October, 2022 (viz. 30 days prior to the date of the extra-ordinary general meeting of the shareholders).

(iv) Material terms of raising such securities:

- (a) The preferential issue of OCDs is subject to, *inter alia*, the following Conditions Precedent:
- (i) The passing of this Special Resolution by the Shareholders of the Company;
 - (ii) The conversion of interest arising from deferment of Adjusted Gross Revenue and spectrum dues aggregating to about ₹ 16,133 crore, owed by the Company to the Government of India into equity share capital of the Company; and
 - (iii) Fulfillment of other conditions precedent as are customary for transactions of this nature.
- (b) The OCDs shall carry an interest of 11.2% per annum, payable semi-annually on dates falling after six months and one year from the date of allotment of first tranche of the OCDs.
- (c) The OCDs by themselves, until exercised and converted into equity shares, shall not give the Proposed Allottee any rights with respect to that of an equity shareholder of the Company.
- (d) The Proposed Allottee shall at any time, be entitled to apply for and be allotted such number of equity shares as are determined by dividing the par value of the OCD by the Conversion Price against each OCD, in part or full, at a conversion price of ₹ 10/- (Rupees Ten), without payment of any additional consideration.
- (e) After twelve months from the date of allotment of OCDs, the Company shall have a right to convert upto 8,000 (eight thousand) OCDs into equity shares, if the share price of the Company's equity shares for an agreed period is equal to or higher than the share price as agreed between the Company and the Proposed Allottee. Provided that in such situation, the Proposed Allottee shall also have the right to request conversion of the balance outstanding OCDs, if any, within an agreed time period. However, the Conversion Price shall remain ₹ 10/- per equity share in either case. If the Proposed Allottee does not request conversion of the balance outstanding OCDs, if any, then Company has to either redeem the said balance outstanding OCDs or find a buyer for purchasing such outstanding OCDs at price as agreed between the Company and the Proposed Allottee.

- (f) The term of OCDs shall not exceed 18 (eighteen) months from the date of allotment of the first tranche.
- (g) The Company shall redeem 8,000 outstanding OCDs, by not later than 30th June 2023 and the balance OCDs (if any) shall be redeemed by the Company at expiry of 18 months from the date of allotment of the first tranche of OCDs.
- (h) The Proposed Allottee can also request for early redemption on the occurrence of certain events, as agreed between the Proposed Allottee and the Company.
- (i) The conversion right attached to OCDs may be exercised by the Proposed Allottee, in one or more tranches, at any time during the term thereof as agreed, by issuing a written notice to the Company specifying the number of OCDs 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.

(v) Objects of the Issue:

The Company proposes to utilize the proceeds raised from the proposed preferential issue to pay the Proposed Allottee certain agreed amounts owed to the Proposed Allottee by the Company under the master lease agreements and, to the extent of remainder, for general corporate purposes of the Company.

(vi) Relevant Date

The “Relevant Date” for the purpose of determination of price of equity shares to be allotted upon conversion of OCDs, shall be Friday, 21st October, 2022, being the preceding working day to the date 30 (thirty) days prior to the date of this Extraordinary General Meeting, to approve the issue of OCDs.

(vii) Maximum number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto ₹ 1,600 Crore (Rupees One Thousand Six Hundred Crore) by way of issuance of upto 16,000 (Sixteen Thousand) unsecured, unrated and unlisted optionally-convertible debentures of face value of ₹ 10,00,000/- (Rupees Ten Lakhs only) each at an issue price of ₹ 10,00,000/- (Rupees Ten Lakhs only) per OCD, in one or more tranches.

The entire Issue Price of ₹ 10,00,000/- (Rupees Ten Lakhs only) per OCD shall be payable upfront on application(s).

(viii) Principal terms of assets charged as securities

The OCDs proposed to be issued will be unsecured.

(ix) 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 made a preferential issue of 42,76,56,421 warrants convertible into equivalent equity shares at an issue price of ₹ 10.20 per warrant to one Investor namely Euro Pacific Securities Ltd, one of the Promoters of the Company, during the current financial year.

(x) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer

None of the Promoters, Directors or Key Managerial Personnel, intend to subscribe to any securities pursuant to this preferential issue.

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

Sl. No.	Category	Pre-Preferential Issue Shareholding (as on 30 September 2022)		Shareholding Post Gol Order and Warrant Conversion (refer Note below) (Expected)		Post-Preferential Issue Shareholding (Proposed)	
		Number of equity shares	%	Number of equity shares	%	Number of equity shares	%
(A) Promoters' Shareholding							
	Aditya Birla Group	8,79,42,06,288	27.38	8,79,42,06,288	18.07	8,79,42,06,288	17.49
	Vodafone Group	15,29,31,70,439	47.61	15,72,08,26,860	32.29	15,72,08,26,860	31.27
	Total Promoters' Shareholding (A)	24,08,73,76,727	74.99	24,51,50,33,148	50.36	24,51,50,33,148	48.76
(B) Public Shareholding							
1	Government of India (B)(1)	-	-	16,13,31,84,899	33.14	16,13,31,84,899	32.09
2	Institutions						
(a)	Mutual Funds / AIF	14,08,18,411	0.44	14,08,18,411	0.29	14,08,18,411	0.28
(b)	Insurance Companies	7,33,44,092	0.23	7,33,44,092	0.15	7,33,44,092	0.14
(c)	Financial Institutions/ Banks	29,51,556	0.01	29,51,556	0.01	29,51,556	0.01
(d)	Foreign Portfolio Investors	1,13,35,31,888	3.53	1,13,35,31,888	2.33	1,13,35,31,888	2.25
	Sub-Total (B)(2)	1,35,06,45,947	4.21	1,35,06,45,947	2.78	1,35,06,45,947	2.68
3	Non-Institutions						
(a)	Bodies Corporate	57,09,86,944	1.78	57,09,86,944	1.17	2,17,09,86,944 [#]	4.32
(b)	Public	5,61,75,40,033	17.49	5,61,75,40,033	11.54	5,61,75,40,033	11.17
(c)	Non Resident Indians	17,67,34,717	0.55	17,67,34,717	0.36	17,67,34,717	0.35
(d)	Others	31,55,63,517	0.98	31,55,63,517	0.65	31,55,63,517	0.63
	Sub-Total (B)(3)	6,68,08,25,211	20.80	6,68,08,25,211	13.72	8,28,08,25,211	16.47
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	8,03,14,71,158	25.01	24,16,46,56,057	49.64	25,76,46,56,057	51.24
	TOTAL (A)+(B)	32,11,88,47,885	100	48,67,96,89,205	100	50,27,96,89,205	100

[#] Includes 1,60,00,00,000 equity shares that would be allotted to ATC Telecom Infrastructure Private Limited upon conversion of OCDs (assuming full conversion)

Note:

Pursuant to the Telecom Reforms Package announced by the Government of India ("GoI") on September 15, 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 approximately ₹ 16,133 crore ("GoI Debt") into equity as per the reforms package announced by GoI. Upon issuance of an order to be passed by the Government of India u/s 62(4) of the Act for aforesaid conversion of GoI Debt, approximately 1,613.32 crore equity shares would be issued at an issue price of ₹ 10/- per equity share.

The Company had in the month of July, 2022, raised funds by way of issuance of warrants convertible into equity shares aggregating to approximately ₹ 436.21 crore from Euro Pacific Securities Limited, one of the Promoters of the Company. These warrants can be converted within a period of 18 months from their date of issuance.

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

In accordance with Regulation 170 of the ICDR Regulations, the allotment of OCDs, 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).

(xiii) 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

Sr. No.	Details of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee
1.	ATC Telecom Infrastructure Private Limited (“ ATC TIPL ”)	ATC TIPL is wholly owned by its ultimate holding company, American Tower Corporation, a real estate investment trust, (a) which is publicly listed on the New York Stock Exchange under the ticker symbol “AMT,” (b) whose shares generally are held by institutional investors, and (c) whose charter generally prohibits any natural person from holding more than 9.8% of its shares.

(xiv) 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

Sr. No.	Name of the Proposed Allottee	Category of Holder	Pre Issue % Holding	Number of equity shares proposed to be allotted or to be allotted post conversion of OCDs into equity shares	Post Issue % Holding (assuming full conversion of OCDs)- Post Gol conversion and warrant conversion (Refer Note appearing in point xi)
1.	ATC Telecom Infrastructure Private Limited	Public (Body Corporate)	Nil	1,60,00,00,000	3.18%

(xv) Change in Control

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.

(xvi) 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 non-promoter of the Company and the status will continue post the preferential issue and post conversion of OCDs.

(xvii) Lock-in period

The OCDs shall be subject to lock-in for a period of one year from the date of allotment of the relevant OCDs as per the provisions of Chapter V of the ICDR Regulations. In case any equity shares are allotted upon conversion of OCDs prior to expiry of one year from the date of allotment of the relevant OCDs pursuant to this resolution, such equity shares shall be subject to lock-in for the remainder period of one year from the date of allotment of the relevant OCDs.

(xviii) Report of registered valuer

No report of registered valuer is required for the offer, issue and allotment of OCDs under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014 read with ICDR Regulations.

(xix) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not applicable.

(xx) Undertaking

The Company hereby undertakes that:

- (a) The price at which the OCDs are proposed to be allotted is not lower than the minimum price calculated as per the ICDR Regulations. It would re-compute the price of the OCDs specified above, in terms of the provisions of the ICDR Regulations, if and 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 OCDs, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and
- (c) Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

(xxi) Practicing Company Secretary's Certificate

A certificate from CS Anish Gupta, Partner of M/s VKMG & Associates, Practicing Company Secretaries 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 www.myvi.in and shall be placed before the general meeting of the shareholders.

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

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 : October 28, 2022

Registered Office:

Suman Tower,

Plot No. 18, Sector - 11,

Gandhinagar - 382 011, Gujarat

CIN: L32100GJ1996PLC030976

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