

**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 Saturday, 26th day of March, 2022 at 3:00 P.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

1. Re-appointment of Mr. Suresh Vaswani 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 Sections 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 ("**Listing Regulations**"), 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. Suresh Vaswani (DIN: 02176528), who holds office as an Independent Director upto February 7, 2022 and being eligible and meets the criteria for independence as provided in the Act and the Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act 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 February 08, 2022 upto February 07, 2025."

2. Re-appointment of Mr. Krishnan Ramachandran 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 Sections 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 ("**Listing Regulations**"), 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. Krishnan Ramachandran (DIN: 00193357), who holds office as an Independent Director upto December 26, 2021 and who will be attaining the age of 75 years during his second term and being eligible and meets the criteria for independence as provided in the Act and the Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act 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 December 27, 2021 upto December 26, 2024."

3. Appointment of Mr. Krishna Kishore Maheshwari 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 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 (**“Listing Regulations”**), 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. Krishna Kishore Maheshwari (DIN: 00017572), who was appointed, as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from March 3, 2022, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

4. Amendment to the Articles of Association

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the alteration to the Articles of Association of the Company as per the details provided in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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 for the purpose of giving effect to the above resolution.”

5. Issuance of Equity Shares on 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 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (**“the Act”**), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof,

the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India, the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot upto 3,38,34,58,645 (Three Hundred & Thirty Eight Crore Thirty Four Lacs Fifty Eight Thousand Six Hundred & Forty Five) equity shares of face value of ₹ 10/- each of the Company (“Equity Shares”) for cash at a price of ₹ 13.30 (including a premium of ₹ 3.30) per equity share aggregating upto ₹ 4,500 Crore, to the below mentioned proposed allottee(s) 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:

Sr. No.	Name of the Proposed Allottee(s)	Category	Number of Equity Shares
1.	Euro Pacific Securities Ltd.		Upto 2,53,75,93,984
2.	Prime Metals Ltd.	Promoter	Equity Shares of ₹ 10/- each
3.	Oriana Investments Pte. Ltd.	Promoter Group	Upto 84,58,64,661 Equity Shares of ₹ 10/- each

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Thursday, February 24, 2022, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottee(s) by way of preferential issue/ allotment shall, inter-alia, be subject to the following:

- a) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b) The Equity Shares so offered, issued and allotted to the proposed allottee(s), shall be issued by the Company for cash consideration;

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

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the proposed allottee(s) inviting them to subscribe to the Equity Shares.

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 number of equity shares to be allotted to the proposed allottee(s), effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

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

6. Issuance of securities upto an aggregate amount of ₹ 10,000 Crore

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

“RESOLVED THAT in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force (**“the Act”**) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations, 2019 including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, as amended and replaced from time to time, the relevant regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including any amendment(s), modification(s), variation or re-enactment thereof (the **“ICDR Regulations”**), the Securities and Exchange Board of India (Issue and Listing of the Non-Convertible Securities) Regulations, 2021, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (the **“FCCB Scheme”**), the Depository Receipts Scheme, 2014 and the Framework for Issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India (together, the **“GDR Scheme”**), the applicable listing agreement(s) entered into by the Company with the Stock Exchange(s) where the equity shares of the Company of the face value of ₹ 10/- each (the **“Equity Shares”**) are listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable, and all other applicable statutes, clarifications, rules, regulations, circulars, notifications, directions, guidelines, as may be applicable, and as amended from time to time, issued by the Government of India (the **“GoI”**), Ministry of Corporate Affairs (the **“MCA”**), Reserve Bank of India (the **“RBI”**), Securities and Exchange Board of India (the **“SEBI”**), BSE Limited and National Stock Exchange of India Limited (collectively referred to as **“Stock Exchanges”**) and/or any other regulatory/statutory authorities in India or abroad from time to time, to the extent applicable and subject to all other approval(s), consent(s), permission(s) and/ or sanction(s) as may be required from any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time, including by the GoI, MCA, RBI, SEBI and the Stock Exchanges (hereinafter singly or collectively referred to as the **“Appropriate Authorities”**) as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (the **“Board”**) (which term shall be deemed to include any committee constituted/to

be constituted by the Board to exercise its powers including powers conferred by this resolution), which the Board be and is hereby authorised to accept, if it thinks fit in the best interest of the Company, the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable law, in one or more tranches, with or without green shoe option for an aggregate amount of up to ₹ 10,000 Crore (Rupees Ten Thousand Crore only) to such investors, whether Indian or foreign, that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (the “**QIBs**”) as defined in the ICDR Regulations, by way of private placement, including a qualified institutions placement (the “**QIP**”) in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate, by way of issue of equity shares or by way of issue of any instrument or security including fully/partly/optionally convertible debentures, warrants, securities convertible into Equity Shares, Global Depository Receipts (the “**GDRs**”), American Depository Receipts (the “**ADRs**”) or Foreign Currency Convertible Bonds (the “**FCCBs**”), or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares and/ or any other eligible securities which may or may not be listed (instruments mentioned above collectively with the Equity Shares to be hereinafter referred to as the “**Securities**”) or any combination of Securities, with or without premium or discount (as may be permitted), to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including resident and/or non-resident/foreign investors (whether institutions and/ or incorporated bodies and/or trusts or otherwise)/ foreign portfolio investors/mutual funds/ pension funds/venture capital funds/banks/alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are authorised to invest in Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively referred to as the “**Investors**”), to all or any of them, jointly and/or severally through an offer/placement document and/or other letter or circular and/or on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board’s absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s)

and/ or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be issued and allotted on conversion/redemption/ extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing the Securities shall be the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, in terms of the Companies Act, the ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines; in the event that convertible securities (as defined under the ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of Chapter VI of the ICDR Regulations:

- (i) the allotment of Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of the resolution of the members of the Company or such other time as may be allowed under the ICDR Regulations;
- (ii) the Equity Shares (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- (iii) any issue of Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (the “QIP Floor Price”). The Board may, however, in its absolute discretion, issue Equity Shares at a discount of not more than five percent or as may be in accordance with the applicable law on such QIP Floor Price;
- (iv) the allotment to a single Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law; and
- (v) the Securities shall not be sold for a period of one year from the date of allotment, except on a recognised Stock Exchange or except as may be permitted from time to time by the ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular and/or offering circular and/or placement memorandum and/or preliminary placement documents and/or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion, deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred by this resolution to any Committee duly authorised by the Board or subject to applicable law to any one or more director and/or any one or more officers of the Company to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

7. Alteration in the Authorised Share Capital of the Company and consequential amendment in the Capital Clause of the Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, (including any amendment, modification, variation or re-enactment to any of the foregoing), read with the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased and altered from the existing

₹ 5,00,00,00,00,000 (Rupees Fifty Thousand Crore only) divided into 48,50,00,00,000 (Four Thousand Eight Hundred and Fifty Crore) equity shares of ₹ 10/- each and 1,500 (One Thousand Five Hundred) redeemable cumulative non-convertible preference shares of ₹ 1,00,00,000/- (Rupees One Crore only) each to ₹ 7,50,00,00,00,000 (Rupees Seventy Five Thousand Crore only) divided into 70,00,00,00,000 (Seven Thousand Crore) equity shares of ₹ 10/- each and 5,00,00,00,000 (Five Hundred Crore) Preference Shares of ₹ 10/- each by:

- (a) creating additional 21,50,00,00,000 (Two Thousand One Hundred and Fifty Crore) equity shares of ₹ 10/- each, aggregating to ₹ 2,15,00,00,00,000;
- (b) cancelling 1,500 redeemable cumulative non-convertible preference shares of ₹ 1,00,00,000/- each, which are currently unissued; and
- (c) creating additional 5,00,00,00,000 (Five Hundred Crore) Preference Shares of ₹ 10/- each, aggregating to ₹ 50,00,00,00,000.

RESOLVED FURTHER THAT, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

V. The Authorised Share Capital of the Company is ₹ 7,50,00,00,00,000 (Rupees Seventy Five Thousand Crore only) divided into 70,00,00,00,000 (Seven Thousand Crore) equity shares of ₹ 10/- (Rupees Ten) each and 5,00,00,00,000 (Five Hundred Crore) Preference Shares of ₹ 10/- each (Rupees Ten) each, with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and to attach thereto respectively such preferential qualified or special rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force."

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

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

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

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

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



Pankaj Kapdeo
Company Secretary

Membership No.:ACS-9303

Place : Mumbai
Date : March 4, 2022

Registered Office:

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

NOTES:

GENERAL:

1. In view of the 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 hold Extraordinary General Meeting ('EGM') through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM'), without the physical presence of Members.

In view of the continuing COVID-19 pandemic scenario, the Ministry of Corporate Affairs ('MCA') vide its General Circular No(s).14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (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 EGM by companies through VC / OAVM, without the physical presence of the Members at a common venue. 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 to 8 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 1 to 8 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), are also annexed.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the 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. Saturday, March 26, 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 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) 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.
16. In terms of the amendments to the Listing Regulations, with effect from April 01, 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.
17. 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 furnished by the DPs to the Company.

PROCEDURE FOR JOINING EGM THROUGH VC / OAVM:

18. 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.

19. Members are encouraged to join the Meeting through Laptops for better experience.
20. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
21. 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.
22. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at shs@vodafoneidea.com during the period Monday, March 21, 2022 from 09:00 A.M. to Thursday, March 24, 2022 upto 5:00 P.M.
23. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at shs@vodafoneidea.com during the period Monday, March 21, 2022 from 09:00 A.M. to Thursday, March 24, 2022 upto 5:00 P.M. The same will be replied by the Company suitably.
24. 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:

25. 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.
26. The remote e-voting period commences on Tuesday, the 22nd day of March, 2022 at 9:00 A.M. and ends on Friday, the 25th day of March, 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. Saturday, 19th day of March, 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.
27. 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.
28. 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.
29. 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.

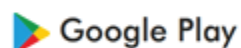
Login method for Individual shareholders holding securities in demat mode is given below:

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.nSDL.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.nSDL.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nSDL.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. 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.
- b. After successful login of Easi/Easiest the user will also be able to see the E Voting Menu. The Menu will have links of **e-voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

Type of Shareholders	Login Method
	d. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN details from a link in 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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 Your User ID is
i.e. 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:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- 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.**

- If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:
 - 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.
 - 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 EGM ARE AS UNDER:

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

General Guidelines for Members

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- ii. In case of any queries/grievances pertaining to remote e-voting (before the EGM and during the EGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com 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 : March 4, 2022

ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 8 of the accompanying Notice dated March 4, 2022.

Item No. 1

Mr. Suresh Vaswani was appointed as an Independent Director of the Company with effect from February 8, 2019 upto February 7, 2022. Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 (“**the Act**”), read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) an Independent Director shall hold office for a term of upto 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. Also, Section 149(11) of the Act provides that an Independent Director may hold office for up to two (2) consecutive terms.

The Board of Directors vide its resolution dated December 14, 2021 on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Suresh Vaswani as an Independent Director of the Company for a second term of three years with effect from February 8, 2022 upto February 7, 2025, 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 Extraordinary General Meeting by way of a Special Resolution.

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

In the opinion of the Board, Mr. Suresh Vaswani fulfills the conditions specified in the Act and rules made thereunder and Listing 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. Suresh Vaswani 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 Extraordinary 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. Suresh Vaswani as an Independent Director, for the approval by the Shareholders of the Company.

A brief profile of Mr. Suresh Vaswani, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure to this Notice.

Except Mr. Suresh Vaswani, being the appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 1.

The Board accordingly recommends the Special Resolution as set out in Item No. 1 of this Notice for your approval.

Item No. 2

Mr. Krishnan Ramachandran was appointed as an Independent Director of the Company with effect from December 27, 2018 upto December 26, 2021. Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 (“**the Act**”), read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) an Independent Director shall hold office for a term of upto 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. Also, Section 149(11) of the Act provides that an Independent Director may hold office for up to two (2) consecutive terms.

The Board of Directors vide its resolution dated December 14, 2021 on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Krishnan Ramachandran as an Independent Director of the Company for a second term of three years with effect from December 27, 2021 upto December 26, 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 Extraordinary General Meeting by way of a Special Resolution.

Further, Mr. Krishnan Ramachandran will attain the age of 75 years in June 2024. In terms of Regulation 17(1A) of the Listing Regulations, approval of the members by way of special resolution is required for continuation of directorship of non-executive directors who have attained the age of 75 years. Mr. Ramachandran can continue as a Director of the Company only after obtaining the approval of the shareholders of the Company by way of Special Resolution.

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

In the opinion of the Board, Mr. Krishnan Ramachandran fulfills the conditions specified in the Act and rules made thereunder and Listing 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. Krishnan Ramachandran 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 Extraordinary General Meeting.

Given his professional background, experience and contributions made by him during his tenure and above all being in good health and of sound and alert mind, 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. Krishnan Ramachandran as an Independent Director, for the approval by the Shareholders of the Company.

A brief profile of Mr. Krishnan Ramachandran, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure to this Notice.

Except Mr. Krishnan Ramachandran, being the appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 2.

The Board accordingly recommends the Special Resolution as set out in Item No. 2 of this Notice for your approval.

Item No. 3

As recommended by the Nomination and Remuneration Committee, the Board of Directors has at its meeting held on March 03, 2022, appointed Mr. Krishna Kishore Maheshwari as Additional Director (Non-Executive and Non-Independent) of the Company w.e.f. March 03, 2022, liable to retire by rotation, subject to the approval of the Members.

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

As an Additional Director, Mr. Krishna Kishore Maheshwari holds office upto the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company. In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Maheshwari has consented to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Further, Mr. Maheshwari is not related to any other Director or Key Managerial Personnel of the Company.

Considering his leadership skills, expertise in strategy and finance, the Board recommends the resolution, pertaining to the appointment of Mr. Krishna Kishore Maheshwari as Non-Executive Director, for approval by the Members of the Company by way of an Ordinary Resolution.

A brief profile of Mr. Krishna Kishore Maheshwari, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure to this Notice.

Except Mr. Krishna Kishore Maheshwari, being the appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 3.

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

Item No. 4

The members are informed that, a Shareholders' Agreement was executed on March 20, 2017, inter-alia, among certain Vodafone Group Companies, Aditya Birla Group Companies (together the "**Promoter Shareholders**") and the Company, and was amended on August 30, 2018 and amended and restated on May 03, 2019 (the "**Shareholders Agreement**"). The Shareholders' Agreement gave the Promoter Shareholders, in their capacity as shareholders of the Company, certain rights with regard to the appointment of directors on the board of directors of the Company, veto rights in respect of specified reserved matters, the right to appoint and dismiss key employees etc. Such rights are available so long as the shareholding of a Promoter Group meets the Qualifying Threshold as stipulated in the Shareholders' Agreement and the same are also enshrined in the Articles of Association. The Qualifying Threshold so stipulated in the Articles of Association is presently 21% of the Company's share capital. The members are informed that pursuant to the decision of the Board to convert certain outstanding interest amounts due to Department of Telecommunications ("**DoT**") into equity by issuing shares to the Government of India in accordance with the letter dated October 14, 2021 issued by DoT, the aggregate shareholding of the promoters is likely to fall. Accordingly, certain amendments were made to the Shareholders' Agreement on January 11, 2022, inter-alia, modifying the definition of Qualifying Threshold from existing 21% to 13% as also consequence of the breach of Qualifying Threshold.

Accordingly, the amendments to the Articles of Association have been proposed by the Board of Directors. The detailed clause-wise amendments to the Articles of Association are provided hereunder:

Article No.	Existing text of the Article	Proposed text of the Article
Part II		
2.1 (Definitions)	"Qualifying Threshold" means: (a) 26% of the Share Capital until: (i) 31 March 2020, (ii) the date of any Transfer of Equity Shares by a Vodafone Group Shareholder pursuant to Article 13.2.2A and (iii) the date of enforcement of any Permitted Security as a result of the occurrence of a Trigger Event or an Enforcement Event, whichever of the foregoing is the earliest in time to occur; and	"Qualifying Threshold" means 13% of the Share Capital, provided that, solely for purposes of calculation of the percentage of the Qualifying Threshold and determination of whether any Shareholding meets the Qualifying Threshold, any outstanding employee stock options granted by the Company after the Effective Date shall not be taken into account and the effect of such options on the Share Capital shall be disregarded;"

Article No.	Existing text of the Article	Proposed text of the Article
	<p>(b) 21% of the Share Capital at any time thereafter; provided that, solely for purposes of calculation of the percentages specified above and determination of whether any Shareholding meets the Qualifying Threshold, any outstanding employee stock options granted by the Company after the Effective Date shall not be taken into account and the effect of such options on the Share Capital shall be disregarded;</p>	
17.3	<p>17.3 Notwithstanding anything contained in the Articles of Association:</p> <p>17.3.1 Subject to Article 17.3.2, if the Shareholding of a Promoter Group falls below the Qualifying Threshold, the rights of such Promoter Group under Articles 5 (<i>Board of Directors of the Company</i>), 6 (<i>Shareholders Meetings</i>), 7 (<i>Key Employees</i>) and 10 (<i>Reserved Matters</i>) shall cease and the following shall apply:</p> <p>(a) the obligations of such Promoter Group under the Articles of Association shall cease only if such Promoter Group no longer holds any Equity Shares; and</p> <p>(b) if the Shareholding of the ICL Group Shareholders has fallen below the Qualifying Threshold, Article 12.2 shall cease to apply.</p>	<p>17.3 Notwithstanding anything contained in the Articles of Association:</p> <p>17.3.1 If the Shareholding of a Promoter Group falls below the Qualifying Threshold, the Parties to the Shareholders' Agreement shall engage in discussions in good faith to determine the consequences of such breach of the Qualifying Threshold, provided, however that, if no agreement is reached among such Parties or the breach has not been cured within a period of 90 days from the date on which the Qualifying Threshold of a Promoter Group is breached, the rights of such Promoter Group (the "Non-Qualifying Promoter Group") under Articles 5 (<i>Board of Directors of the Company</i>), 6 (<i>Shareholders Meetings</i>), 7 (<i>Key Employees</i>) and 10 (<i>Reserved Matters</i>) shall irrevocably cease and the following shall apply:</p>

Article No.	Existing text of the Article	Proposed text of the Article
	<p>17.3.2 If the rights of the ICL Group Shareholders under the Articles of Association fall away pursuant to Article 17.3.1 as a result of non-participation or partial participation in a Rights Recapitalisation under Article 4, such rights shall be restored if the ICL Group Shareholders increase their Shareholding to at least the Qualifying Threshold in accordance with Article 4.7 (<i>Rights Recapitalisation Call Option prior to the Equal Shareholding Date</i>) within the time period specified therein (the “Rights Cure Period”), in which case:</p> <p>(a) the ICL Group Shareholders shall not be entitled to any rights under Article 5 (<i>Board of Directors of the Company</i>), 6 (<i>Shareholders Meetings</i>), 7 (<i>Key Employees</i>) or 10 (<i>Reserved Matters</i>) during the Rights Cure Period;</p> <p>(b) before, during and after the Rights Cure Period, the obligations of the ICL Group Shareholders under the Articles of Association shall cease only if no ICL Group Shareholder holds any Equity Shares; and</p> <p>(c) Article 12.2 shall not be applicable during the Rights Cure Period and, if the Shareholding of the ICL Group Shareholders is not increased to the Qualifying Threshold within the Rights Cure Period, Article 12.2 shall cease to apply thereafter.</p>	<p>(a) the other Promoter Group (the “Qualifying Promoter Group”) shall be entitled, by notice to the other Parties, to elect (in its sole discretion) to terminate the Shareholders’ Agreement and this Part II of the Articles of Association, with immediate effect; and</p> <p>(b) notwithstanding anything contained in the Articles of Association, including Article 3.2: (i) the Non- Qualifying Promoter Group shall be entitled to take necessary actions to declassify the persons / entities belonging to such Non-Qualifying Promoter Group, as promoter / promoter group of the Company under the applicable laws and regulations; and (ii) the Qualifying Promoter Group shall not have any obligation to facilitate any action described in (i) above in any manner whatsoever.</p> <p>17.3.2 Upon exercise by the Qualifying Promoter Group of its right under Article 17.3.1(a), the Shareholders’ Agreement and this Part II of the Articles of Association, shall terminate and fall away with immediate effect.</p> <p>17.3.3 If the Qualifying Promoter Group does not exercise its right to terminate the Shareholders’ Agreement and this Part II of the Articles of Association, under Article 17.3.1(a):</p> <p>(a) the obligations of the Non-Qualifying Promoter Group under the Shareholders Agreement shall cease only if such Promoter Group no longer holds any Equity Shares; and</p> <p>(b) if the Shareholding of the ICL Group Shareholders has fallen below the Qualifying Threshold, Article 12.2 shall cease to apply.”</p>

Article No.	Existing text of the Article	Proposed text of the Article
17.4	Previously Article 17.3.2 above	<p data-bbox="831 207 1418 694">17.4 If the rights of the ICL Group Shareholders under the Articles of Association fall away pursuant to Article 17.3.1 as a result of non-participation or partial participation in a Rights Recapitalisation under Article 4, such rights shall be restored if the ICL Group Shareholders increase their Shareholding to at least the Qualifying Threshold in accordance with Article 4.7 (Rights Recapitalisation Call Option prior to the Equal Shareholding Date) within the time period specified therein (the “Rights Cure Period”), in which case:</p> <p data-bbox="831 704 1418 942">(a) the ICL Group Shareholders shall not be entitled to any rights under Article 5 (Board of Directors of the Company), 6 (Shareholders Meetings), 7 (Key Employees) or 10 (Reserved Matters) during the Rights Cure Period;</p> <p data-bbox="831 953 1418 1170">(b) before, during and after the Rights Cure Period, the obligations of the ICL Group Shareholders under the Shareholders Agreement shall cease only if no ICL Group Shareholder holds any Equity Shares; and</p> <p data-bbox="831 1181 1418 1423">(c) Article 12.2 shall not be applicable during the Rights Cure Period and, if the Shareholding of the ICL Group Shareholders is not increased to the Qualifying Threshold within the Rights Cure Period, Article 12.2 shall cease to apply thereafter.”</p>

A copy of the Memorandum of Association and Articles of Association of the Company together with the proposed alteration is available for inspection by the members of the Company without any fee from the date of circulation of this Notice up to the date of the Meeting. Members seeking to inspect such documents can send an e-mail at shs@vodafoneidea.com

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. Diego Massidda, Mr. Ravinder Takkar and Mr. Sunil Sood, Directors of the Company who are nominees of Vodafone Group on the Board of the Company and Mr. Himanshu Kapania, Mr. K.K. Maheshwari and Mr. Sushil Agarwal, Directors of the Company who are nominees of Aditya Birla Group on the Board of the Company and may be considered as deemed to be concerned or interested in the said resolution due to their Directorship on the Board of the Company.

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

Item No. 5

The Board of Directors of the Company in their meeting held on March 3, 2022, approved raising funds of up to ₹ 4,500 Crore by way of issuance of equity shares of the Company of ₹ 10/- each (“**Equity Shares**”) to the following promoters / members of the promoter group (together “**the Proposed Allottees**”), by way of a preferential issue through private placement offer, who have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”).

Sr. No.	Name of the Proposed Allottee(s)	Category	Number of Equity Shares
1.	Euro Pacific Securities Ltd.	Promoter	Upto 2,53,75,93,984 Equity Shares of ₹ 10/- each
2.	Prime Metals Ltd.	Promoter	Upto 84,58,64,661 Equity Shares of ₹ 10/- each
3.	Oriana Investments Pte. Ltd.	Promoter Group	Upto 84,58,64,661 Equity Shares of ₹ 10/- each

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

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the issue and allotment of up to 3,38,34,58,645 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 13.30 each (including a premium of ₹ 3.30) per equity share aggregating upto to ₹ 4,500 Crore on a preferential basis to the Proposed Allottees.

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

(i) Objects of the Issue

The Company proposes to utilise the proceeds raised from the proposed preferential issue as follows:

- Subscription monies received from Euro Pacific Securities Ltd. and Prime Metals Ltd. would be used for making payments due to Indus Towers Limited (“**Indus**”) under the terms of the master service agreements executed between the Company and Indus for the provision of passive infrastructure services.

- Subscription money received from Oriana Investments Pte. Ltd. will be used towards general corporate purposes.

(ii) Relevant Date

The “Relevant Date” as per ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Thursday, February 24, 2022 i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

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

Regulation 164 of the ICDR Regulations prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the shares shall be the higher of:

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

The Equity Shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations. For the purposes of computation of price per equity share, the National Stock Exchange of India Limited is the stock exchange that has higher trading volume for the said period and, accordingly, has been considered. As per the provisions of Regulation 164 of the ICDR Regulations, the Equity Shares will be issued at a price of ₹ 13.30 (including premium of ₹ 3.30) per Equity Shares, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations.

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

The Company has not made any preferential allotment during the current financial year 2021-22.

(v) Maximum number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to issue upto 3,38,34,58,645 Equity Shares of face value of ₹ 10/- each (“**Equity Shares**”) for cash at a price of ₹ 13.30 (including a premium of ₹ 3.30) per equity share aggregating upto ₹ 4,500 Crore.

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

Each of the Proposed Allottees form a part of the promoter / promoter group of the Company.

(vii) Shareholding pattern of the Company before and after the preferential issue

Sl. No.	Category	Pre-Preferential Issue Shareholding (as on 31 December 2021)		Post-Preferential Issue Shareholding (Proposed)	
		Number of equity shares	%	Number of equity shares	%
(A) Promoters' Shareholding					
	Aditya Birla Group	7,94,83,41,627	27.66	8,79,42,06,288	27.38
	Vodafone Group	12,75,55,76,455	44.39	15,29,31,70,439	47.61
	Total Promoters' Shareholding (A)	20,70,39,18,082	72.05	24,08,73,76,727	74.99
(B) Public Shareholding					
1 Institutions					
(a)	Mutual Funds / AIF	29,87,91,502	1.04	29,87,91,502	0.93
(b)	Insurance Companies	9,26,77,689	0.32	9,26,77,689	0.29
(c)	Financial Institutions/ Banks	28,47,384	0.01	28,47,384	0.01
(d)	Foreign Portfolio Investors	1,20,55,10,598	4.20	1,20,55,10,598	3.75
	Sub-Total (B)(1)	1,59,98,27,173	5.57	1,59,98,27,173	4.98
2 Non-Institutions					
(a)	Bodies Corporate	70,63,47,311	2.46	70,63,47,311	2.20
(b)	Public	5,15,16,45,688	17.93	5,15,16,45,688	16.04
(c)	Non Resident Indians	16,58,40,117	0.58	16,58,40,117	0.52
(d)	Clearing Members	40,50,11,813	1.40	40,50,11,813	1.26
(e)	Others	27,99,056	0.01	27,99,056	0.01
	Sub-Total (B)(2)	6,43,16,43,985	22.38	6,43,16,43,985	20.02
	Total Public Shareholding (B)= (B)(1)+(B)(2)	8,03,14,71,158	27.95	8,03,14,71,158	25.01
	TOTAL (A)+(B)	28,73,53,89,240	100.00	32,11,88,47,885	100.00

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

Each of the Proposed Allottee(s) forms part of the promoter / promoter group of the Company.

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

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

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

Sr. No.	Details of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottees
1.	Euro Pacific Securities Ltd.	Not Applicable
2.	Prime Metals Ltd.	Not Applicable
3.	Oriana Investments Pte. Ltd.	Mr. Kumar Mangalam Birla is the ultimate beneficial owner and / or who ultimately owns / controls Oriana Investments Pte. Ltd.

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

Sr. No.	Name of the Proposed Allottee	Category	Pre Issue % Holding	Number of Equity Shares proposed to be allotted	Post Issue % Holding
1.	Euro Pacific Securities Ltd.	Promoter	11.13%	Upto 2,53,75,93,984	Upto 24.66%
2.	Prime Metals Ltd.	Promoter	7.61%	Equity Shares of ₹ 10/- each	
3.	Oriana Investments Pte. Ltd.	Promoter Group	7.47%	Upto 84,58,64,661 Equity Shares of ₹ 10/- each	Upto 9.32%

There will be no change in control of the Company consequent to the preferential issue.

(xii) The Company hereby undertakes that:

- It would re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so;
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee.

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

As mentioned above, the Proposed Allottees are part of promoters / promoter group and their status will continue post the preferential issue.

(xiv) Lock-in period

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.

(xv) Practicing Company Secretary's Certificate

A certificate from M/s Anish Gupta & Associates, Company Secretaries dated March 3, 2022 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations. The certificate can be accessed at <https://www.myvi.in/investors/annual-reports> and shall be placed before the general meeting of the shareholders.

Other than Mr. Diego Massidda, Mr. Ravinder Takkar and Mr. Sunil Sood, Directors of the Company who are nominees of Vodafone Group on the Board of the Company and Mr. Himanshu Kapania, Mr. K.K. Maheshwari and Mr. Sushil Agarwal, Directors of the Company who are nominees of Aditya Birla Group on the Board of the Company and may be considered as deemed to be concerned or interested in the said resolution due to their Directorship on the Board of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

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

Item No. 6

Pursuant to Sections 23, 42, 62, 71 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members is required to be obtained by a special resolution for making any further issue of Equity Shares or Securities (defined hereinafter) to any person(s) other than the existing members of the Company.

As the Members are aware, the Company, is engaged in the business of telecom services. The Company requires additional funding including for servicing and/or repayment of existing debts, capital expenditure, working capital requirements of the Company, and / or general corporate purposes. It is therefore necessary that the Company should have necessary approvals for accessing various opportunities for capital / fund raising going forward. Accordingly, the Board of Directors, at its meeting held on March 3, 2022 has approved, raising of funds by issuance of equity shares or securities convertible into equity shares, Global Depository Receipts, American Depository Receipts, Foreign Currency Convertible Bonds, Convertible Debentures, Warrants, composite issue of Non-Convertible Debentures and warrants entitling the warrant holder(s) to apply for equity shares or a combination thereof up to an aggregate amount of ₹ 10,000 Crore by way of private placement, qualified institutions placement or through any other permissible mode in one or more tranches.

For the above purpose, the Company has been exploring various avenues for raising funds by way of issue of Equity Shares or by way of issue of any instrument or security including fully/partly/optionally convertible debentures, warrants, securities convertible into Equity Shares, Global Depository Receipts,

American Depository Receipts, Foreign Currency Convertible Bonds or by way of a composite issue of Non-Convertible Debentures and warrants entitling the warrant holder(s) to apply for equity shares and/or any combination thereof (the “**Securities**”) for an aggregate amount of up to ₹ 10,000 Crore (Rupees Ten Thousand Crore only) including through qualified institutions placement (the “**QIP**”) to qualified institutional buyers (the “**QIBs**”) as defined in ICDR Regulations or private placement or through any other permissible mode and/or combination thereof as may be considered appropriate under the applicable laws. The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or any Committee duly authorised by the Board, considering prevailing market conditions, practices and in accordance with the applicable laws. Accordingly, the Board (including a Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The relevant date for the purpose of pricing the Securities shall be the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members’ approval in terms of the applicable laws. In the event that convertible securities (as defined under the ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for the purpose of pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board.

In the event of issuance of Securities by way of a QIP, as per the provisions of Chapter VI of the ICDR Regulations, an issue of Securities shall be made at a price not less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations. The Board or any Committee duly authorised by the Board may offer a discount of not more than five percent on such price determined in accordance with the pricing formula provided under the said Chapter, in accordance with the applicable laws. Further, in the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the Members.

None of the Directors and Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

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

Item No. 7

The present capital structure of the Company is as under:

Particulars	Authorised Share Capital		Issued / Subscribed / Paid-up Capital	
	Number of Shares	Value (₹)	Number of Shares	Value (₹)
Equity Shares	48,50,00,00,000	4,85,00,00,00,000	28,73,53,89,240	2,87,35,38,92,400
Redeemable cumulative non-convertible preference shares	1,500	15,00,00,00,000	-	-
Total		5,00,00,00,00,000		2,87,35,38,92,400

The members are informed that with the Company opting to pay the interest on deferred AGR dues and spectrum instalments by way of conversion into equity of about ₹ 16,000 Crore under the telecom reform package announced by the Government of India as also pursuant to the enabling resolution proposed at Item No. 6, the existing authorised capital may not be adequate. Further, to facilitate any future funding requirement, it is necessary that the Company has sufficient Authorised Share Capital. It is therefore proposed to increase the Authorised Share Capital to ₹ 7,50,00,00,00,000 (Rupees Seventy Five Thousand Crore only) divided into 70,00,00,00,000 (Seven Thousand Crore) equity shares of ₹ 10/- each and 500,00,00,000 (Five Hundred Crore) Preference Shares of ₹ 10/- each by: (a) addition of 21,50,00,00,000 (Two Thousand One Hundred and Fifty Crore) equity shares of ₹ 10/- each; and (b) cancelling 1,500 redeemable cumulative non-convertible preference shares of ₹ 1,00,00,000/- each (Rupees One Crore only) and (c) creating 500,00,00,000 (Five Hundred Crore) Preference Shares of ₹ 10/- each.

As per the provisions of Section 13 read with Section 61 of the Companies Act, 2013 read with Articles of Association of the Company, any increase in Authorised Share Capital and consequent amendment in Memorandum of Association of the Company requires approval of the members of the Company by way of a special resolution. Accordingly, approval of the members is being sought by way of a special resolution.

A copy of the Memorandum of Association and Articles of Association of the Company together with the proposed alteration is available for inspection by the members of the Company without any fee from the date of circulation of this Notice up to the date of the Meeting. Members seeking to inspect such documents can send an e-mail at shs@vodafoneidea.com.

None of the Directors and Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

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

Item No. 8

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

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

Indus is currently one of the world’s largest tower companies providing passive infrastructure services and related operations and maintenance services to various telecom operators in India, including your Company. Your Company had entered into a Master Service Agreement(s) (“**MSA**”) with Indus in 2008 and 2009 for availing passive infrastructure services provided by them in certain service areas. The MSA requires individual tenancy service contracts to be executed for each passive infrastructure site, the terms of which vary depending on the location, type of site, number of existing tenants, etc., and contain lock in periods for ensuring continuity. Such terms are similarly applicable to all other telecom providers having arrangements with Indus.

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

Particulars	Information
Name of the Related Party	Indus Towers Limited (“ Indus ”)
Nature of Relationship	Joint Venture of Promoter Group
Name of the Directors or Key Managerial Personnel, who is related, if any	Mr. Ravinder Takkar, Managing Director & Chief Executive Officer of the Company is a nominee of Vodafone Group on the Board of Indus
Nature of Contract	Availing of services under Master Service Agreement(s) (“ MSA ”) for Passive Infrastructure Services and related Operations & Maintenance Services, Rendering of service(s) including telecommunication services viz. mobile, leased line broadband facility etc;

Material terms, particulars and duration of the contract / arrangement	Passive Infrastructure Services are provided by Indus mainly on co-sharing basis for each passive infrastructure site, after obtaining necessary approvals, which enables the Company to deploy active telecommunications equipment on sites for providing telecom services. The MSA provides for details of various terms and conditions under which the Company avails such services. The key terms and conditions include conditions for sharing of passive infrastructure at a site, service level agreements (SLAs), related operations and maintenance services, deployment timelines, governance mechanism, etc. The MSA also provides for details of commercial arrangement on the basis of which the services are availed by the Company which include standard charges, annual increment, various site premiums and additional charges on the basis of equipment installed by the Company. The maximum term of each tenancy service contract executed for each passive infrastructure site under the MSA is 7 to 15 years or more, with either party having a right to terminate, subject to certain conditions.
Date of Approval of the Board/ Audit Committee	Audit Committee : March 3, 2022 Board Meeting : March 3, 2022
Value of Transaction for the year ended March 31, 2021	Availing of Services : ₹ 8,197 Crore Rendering of Services : ₹ 1 Crore
Estimated Value of Transactions* <i>(Includes transaction value of tenancies taken from erstwhile Bharti Infratel Limited, which has since been renamed as Indus Towers Ltd, post merger of erstwhile Indus Towers Ltd. with Bharti Infratel Ltd.)</i>	Approximately ₹ 11,000 Crore for FY 2021-22, Approximately ₹ 12,500 Crore for FY 2022-23, Approximately ₹ 14,000 Crore for FY 2023-24, Approximately ₹ 16,000 Crore for FY 2024-25
Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	Based on the annual consolidated turnover of the Company for FY 2020-21, the estimated transaction value with Indus for FY 2021-22, FY 2022-23, FY 2023-24 and FY 2024-25 shall account for around 26%, 30%, 33% and 38% respectively. <i>Note: The percentage above is based on the consolidated turnover of FY 2020-21 and the actual percentage shall depend upon consolidated turnover of the Company for the above referred respective financial years from 2021-22 to 2024-25.</i>
Details about valuation/ arm's length and ordinary course of business	The proposed related party transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are under the ordinary course of business of the Company and on arm's length basis.

Rationale/ benefit of the transactions with Indus Towers Limited or the justification as to why the transactions with Indus Towers Limited are in the interest of the Company

The strategic advantages for the Company in transacting with Indus / justification as to why the transactions with Indus Towers are in the interest of the Company, are as follows:

- a) Indus is one of the world's largest telecom tower companies, with a nationwide presence covering all 22 telecom circles in India. Therefore, the Company remains in a better position with Indus Towers in terms of tower sharing process, site selection, speed and quality of acquisition and deployment, the service levels, uptime, site electrification requirements and the governance process etc. Availability of such synergies in the operational processes helps the Company in providing improved quality of services and maintaining consistent high service standards across the business.
- b) Network requires site infrastructure to be established for providing mobility & enterprise services. Sites planned in the network are defined so that they can provide best coverage & performance for services provided by the Company. As establishment of infrastructure is capital intensive, the contracts/ agreements with infrastructure partners are built for long term period. Therefore, to enable Company maintain continuity of services, experience & contractual obligations, the Company needs to continue to use such passive infrastructure established with Indus Towers on long-term basis.
- c) Switching the passive infrastructure sites may not be prudent for the Company as switching of such sites comes with disruption in the network as well as surrender penalty for the infrastructure the terms of which are part of such infrastructure contracts. The arrangement with Indus Towers places the Company well to benefit from optimization of sites (within the eligibility of the contracts) thereby bringing in optimized cost structure driven by scale, reduction in operational expenditure and improvement of expenditure.
- d) The Company also fiberizes required passive infrastructure sites for backhaul which again is long term cost once incurred. Therefore, switching to other new partners or moving such sites would need fiber infrastructure to be adjusted accordingly which may adversely impact the cost-effectiveness and also impact Company's backhaul topology as multiple sites are inter-connected for creating end to end backhaul network.

Based on the audited financial statements for the year ended March 31, 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, in each case, likely to exceed the threshold prescribed under

the Listing Regulations. Thus, the transactions with Indus will be considered as material related party transactions under the Listing Regulations and would require the approval of the members by way of an ordinary resolution.

Members may note that the Related Party Transaction, placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length. As per the amended regulations which are effective from January 01, 2022, all the related party transactions shall be approved only by those members of the audit committee, who are independent directors. The transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23(2) and 23(3) of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the members.

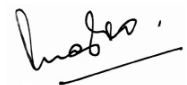
The Board of Directors of the Company, at its meeting held on March 3, 2022, on the approval and recommendation of the Audit Committee and subject to approval of the members, approved the above proposals such that the maximum value of the Related Party Transaction with Indus in any one financial year does not exceed the amounts specified above with regard to the estimated value of transaction.

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

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

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 8 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 : March 4, 2022

Registered Office:

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Plot No. 18, Sector - 11,
Gandhinagar - 382 011, Gujarat
CIN: L32100GJ1996PLC030976
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A. Brief Profile

Particulars	Mr. Krishnan Ramachandran	Mr. Suresh Vaswani	Mr. Krishna Kishore Maheshwari
Directors Identification Number	00193357	02176528	00017572
Age / Date of Birth	72 years / June 22, 1949	62 years / January 2, 1960	67 years / March 01, 1955
Qualifications	B.E. (Honours) in Electrical Branch from BITS, Pilani and PGDM from IIM, Calcutta	B Tech (Honours) in Metallurgical Engineering from IIT, Kharagpur and PGDM from IIM, Ahmedabad	Chartered Accountant
Brief details of experience and nature of expertise in specific functional area and skills	<p>Mr. Krishnan Ramachandran was earlier associated with Philips India Limited as its Vice Chairman & Managing Director and was also associated with Tata Administrative Service and Voltas Limited as General Manager (Operations). He was also engaged as an Advisor to the Chancellor of BITS Pilani from 2009 to 2017. He has advised and worked with the leadership teams of several companies and has over 47 years of experience in general management.</p>	<p>Mr. Suresh Vaswani is a Senior Director and Operating Partner at Everstone Capital, Board member of US based IT Services companies Servion Global Solutions and Omega Health Care, board member of Tech/SAAS companies Innoveo AG Switzerland and Acqueon US where he is also the Chairman. He has served as President of Dell Services globally, Chairman of Dell India, Co-CEO of Wipro IT Business and as General Manager at IBM Global Technology Services. He has over 36 years of experience in IT/IT leveraged/Tech business.</p>	<p>Mr. K. K. Maheshwari is currently Vice-Chairman and Non-Executive Director of UltraTech Cement Ltd. He is a proven leader with expertise in strategy and finance, a passion for building outstanding teams and a disciplined focus on innovation and excellence in operations. In a distinguished career spanning four decades, of which 36 years have been with the Group, Mr. Maheshwari has held several key leadership roles, including that of steering the Group's Chemicals, International Trading, Pulp and Fibre, Textiles and Cement business. Mr. Maheshwari is credited with steering the growth of each of the businesses towards a more competitive and sustainable model and has overseen various greenfield and brownfield expansions as well as strategic acquisitions globally.</p>

Particulars	Mr. Krishnan Ramachandran	Mr. Suresh Vaswani	Mr. Krishna Kishore Maheshwari
Nature of Appointment/ re-appointment	Re-appointment as an Independent Director for second term	Re-appointment as an Independent Director for second term	Appointment
Terms and condition of appointment	He shall hold office for a term of 3 (three) consecutive years, that is from December 27, 2021 upto December 26, 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 February 8, 2022 upto February 7, 2025 and his office shall not be liable to retire by rotation.	His office shall be liable to retire by rotation
Remuneration sought to be paid and last drawn	Nil	Nil	Nil
Date of First appointment in the Company	December 27, 2018	February 8, 2019	March 3, 2022
Number of shares held in the Company	Nil	Nil	51,000
Relationship with other Directors/ Manager/KMPs	None	None	None
Number of meetings of the Board attended during the current Financial Year (2021-22)	13/13	13/13	N.A.
Directorships of other Listed Companies	-	-	UltraTech Cement Limited
Chairmanships/ Memberships of Committees in other Listed Companies			
Audit Committee	-	-	UltraTech Cement Limited (Member)
Stakeholder Relationship Committee	-	-	