



## VODAFONE IDEA LIMITED

CIN: L32100GJ1996PLC030976

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

**E-mail:** shs@vodafoneidea.com **Website:** [www.myvi.in](http://www.myvi.in)

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

### NOTICE OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Eighth Annual General Meeting of the Members of Vodafone Idea Limited will be held on Monday, 17<sup>th</sup> day of July, 2023 at 3:00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Himanshu Kapania (DIN: 03387441), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sushil Agarwal (DIN: 00060017), who retires by rotation, and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

#### 4. Ratification of remuneration payable to Cost Auditors for Financial Year 2023-24

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 12,00,000/- (Rupees Twelve Lacs only) plus applicable taxes and reimbursement of travel and out of pocket expenses, to be paid to M/s. Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2024.

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

## 5. 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.”

## 6. Appointment of Mr. Kumar Mangalam Birla as Non-Executive Director

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Mr. Kumar Mangalam Birla (DIN: 00012813), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from April 20, 2023, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retirement by rotation.”

## 7. Appointment of Mr. Sateesh Govinda Kamath as Non-Executive Director

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of

Association of the Company, Mr. Sateesh Govinda Kamath (DIN : 10169581), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from May 25, 2023, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retirement by rotation.”

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



**Pankaj Kapdeo**  
**Company Secretary**  
Membership No.:ACS-9303

Place : Mumbai  
Date : June 24, 2023

**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. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020, 17/2020, 02/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 ('SEBI Circulars') have permitted the holding of the Annual General Meeting by companies through video conferencing (VC) / other audio visual means (OAVM) during the calendar year 2020, 2021, 2022 upto September 30, 2023, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circular, the 28th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item Nos. 4 to 7 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 4 to 7 as Special Business as they are unavoidable in nature. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, ('ICSI') in respect of Director seeking re-appointment at this AGM is annexed.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. Suman Tower, Plot No. 18, Sector 11, Gandhinagar – 382 011, Gujarat, which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through

electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.

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

The aforesaid documents along with documents referred to in the Notice will also be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. July 17, 2023. Members seeking inspection of the aforementioned documents can send an e-mail to [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com).

8. The members can join the AGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more Equity Shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [umesh@umeshvedcs.com](mailto:umesh@umeshvedcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

#### **DISPATCH OF ANNUAL REPORT:**

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

**BOOK CLOSURE:**

12. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from Monday, July 10, 2023 to Monday, July 17, 2023 (both days inclusive) for the purpose of Annual General Meeting.

**DECLARATION OF VOTING RESULT:**

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

**UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:**

15. In terms of the provisions of Section 124(5) of the Act, the unpaid / unclaimed dividend for the Financial Year 2012-13 and 2013-14 have been transferred to IEPF established by the Central Government.

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

During the Financial Year 2022-23, the Company has transferred to IEPF, the following unclaimed dividends and corresponding shares pertaining thereto:

Particulars	Amount of Dividend (In ₹ )	Number of Shares
Final Dividend 2014-15	931,147	172,538

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

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

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

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

17. Members, who have so far not encashed their dividend relating to the Financial Year 2015-16 are requested to do so by September 29, 2023, by writing to [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com) or to [investor@bigshareonline.com](mailto:investor@bigshareonline.com), failing which the dividend and the Equity Shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.



#### **OTHER USEFUL INFORMATION:**

18. Members are requested to read the 'Shareholder Information' section of the Annual Report for useful information.

As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them.

Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at [www.myvi.in](http://www.myvi.in), and website of the Registrar and Transfer Agent ('RTA') at [www.bigshareonline.com](http://www.bigshareonline.com). Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates alongwith the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long.

Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

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

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

22. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access by following the steps mentioned herein below for

Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join Meeting” menu against Company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

23. Members are encouraged to join the Meeting through Laptops for better experience.
24. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
25. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
26. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, e-mail id, mobile number at [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com) during the period Monday, July 10, 2023 from 09:00 A.M. to Thursday, July 13, 2023 upto 5:00 P.M.
27. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com) during the period Monday, July 10, 2023 from 09:00 A.M. to Thursday, July 13, 2023 upto 5:00 P.M. The same will be replied by the Company suitably.
28. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **PROCEDURE FOR E-VOTING BEFORE/DURING THE AGM:**

29. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
30. The remote e-voting period commences on Thursday, July 13, 2023 at 9:00 A.M. and ends on Sunday, July 16, 2023 at 5:00 P.M. During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Monday, July 10, 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
31. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the AGM through VC/ OAVM but will not be entitled to cast their vote once again on resolutions.
32. The voting rights of the Members shall be in proportion to their shares in the paid-up Equity Share capital of the Company as on the cut-off date.
33. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after



the notice is sent through e-mail and holding shares as of the cut-off date i.e. July 10, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 48867000 and 022 - 24997000.

In case of Individual Shareholders holding securities in demat mode 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 i.e. July 10, 2023 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

### **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 e-mail 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<p>a. Existing IDeAS user can visit the e-services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>b. If you are not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/Ideas_DirectReg.jsp">https://eservices.nsdl.com/SecureWeb/Ideas_DirectReg.jsp</a>.</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.



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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
--	----	--

	b.	After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.
--	----	---

	c.	If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> .
--	----	--

	d.	Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN details from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail 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.
--	----	--

---

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or toll free no. at 022 - 48867000 and 022 - 24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free no. 1800 22 55 33

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

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

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

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

v. Password details for shareholders other than Individual shareholders are given below:

- (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?

If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-voting will open.

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

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

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

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

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

### **General Guidelines for Members**

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com) to reset the password.

- ii. In case of any queries/grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll –free numbers 022 - 48867000 and 022 - 24997000 or send a request to Ms. Snehal Bhamre or at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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



**Pankaj Kapdeo**  
**Company Secretary**  
Membership No.:ACS-9303

Place : Mumbai  
Date : June 24, 2023

**Registered Office:**

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



## **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. 4 to 7 of the accompanying Notice dated June 24, 2023.

#### **Item No. 4**

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

The Board of Directors of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2024, at a remuneration of ₹ 12,00,000/- plus applicable taxes and reimbursement of travel and out of pocket expenses.

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

As per the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing the resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2024.

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

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

#### **Item No. 5**

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Section 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”), as amended from time to time, 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:

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party</b>	Indus Towers Limited (" <b>Indus</b> ")
<b>Nature of Relationship</b>	Entities having significant influence [includes Subsidiaries / JV / Associates of the entity to which the Company is a JV]
<b>Name of the Directors or Key Managerial Personnel, who is related, if any</b>	Mr. Ravinder Takkar and Mr. Sunil Sood, Non-Executive Directors of the Company are nominees of Vodafone Group on the Board of Indus.
<b>Nature of Contract</b>	Availing of services under Master Service Agreement(s) (" <b>MSA</b> ") for Passive Infrastructure Services and related Operations & Maintenance Services, Rendering of service(s) including telecommunication services viz. mobile, leased line broadband facility etc.
<b>Material terms, particulars and duration of the contract/ arrangement</b>	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.
<b>Date of Approval of the Board/ Audit Committee</b>	Audit Committee : May 24, 2023 Board Meeting : May 25, 2023

<b>Particulars</b>	<b>Information</b>
<b>Value of Transaction for the year ended March 31, 2023</b>	Availing of Services : ₹ 9,083 Cr
<b>Estimated Value of Transactions</b>	Approximately ₹ 12,500 Crore for FY 2023-24, Approximately ₹ 14,000 Crore for FY 2024-25
<b>Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions</b>	Based on the annual consolidated turnover of the Company for Financial Year 2022-23, the estimated transaction value with Indus for Financial Year 2023-24 and Financial Year 2024-25, shall account for around 30% and 33% respectively. <i>Note: The percentage above is based on the consolidated turnover of Financial Year 2022-23 and the actual percentage for Financial Year 2023-24 and Financial Year 2024-25 shall depend upon consolidated turnover of the Company for Financial Year 2023- 24 and Financial Year 2024-25.</i>
<b>Details about valuation/ arm's length and ordinary course of business</b>	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.
<b>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</b>	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: <ul style="list-style-type: none"> <li>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.</li> <li>b) Network requires site infrastructure to be established for providing mobility &amp; enterprise services. Sites planned in the network are defined so that they can provide best coverage &amp; 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 &amp; contractual obligations, the Company needs to continue to use such passive infrastructure established with Indus Towers on long-term basis.</li> </ul>

Particulars	Information
	<p>c) Switching the passive infrastructure sites may not be prudent for the Company as switching off 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.</p> <p>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.</p>

Based on the audited financial statements for the year ended March 31, 2023, the estimated value of transactions with Indus in respect of Financial Year 2023-24 and the estimated value of transactions for the Financial Year 2024-25 is likely to exceed the threshold prescribed under the Listing Regulations. Thus, the transactions with Indus will be considered as material related party transactions under the Listing Regulations and would require the approval of the members by way of an ordinary resolution.

Members may note that the Related Party Transaction, placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length. As per the amended regulations which are effective from January 1, 2022, all the related party transactions shall be approved only by those members of the Audit Committee, who are Independent Directors. The transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23(2) and 23(3) of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the members.

The Board of Directors of the Company, at its meeting held on May 25, 2023, 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 and Mr. Sunil Sood, Non-Executive Directors of the Company, who are also on the Board of Directors of Indus and may be deemed to be concerned or interested in the said resolution as such, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution,

except to the extent of their shareholding in the Company and / or Indus, if any.

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

#### **Item No. 6**

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on April 20, 2023, appointed Mr. Kumar Mangalam Birla as an Additional Director (Non- Executive and Non-Independent) of the Company w.e.f. April 20, 2023, liable to retire by rotation, subject to the approval of the Members. As an Additional Director, Mr. Kumar Mangalam Birla 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 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Kumar Mangalam Birla 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. Kumar Mangalam Birla is not related to any other Director or Key Managerial Personnel of the Company.

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

Except Mr. Kumar Mangalam Birla, being the appointee and his relatives, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolution set out at Item No. 6 of this Notice.

The Board accordingly recommends the Ordinary Resolution pertaining to the appointment of Mr. Kumar Mangalam Birla as Non- Executive Director, as set out at Item No. 6 of this Notice for your approval.

#### **Item No. 7**

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 25, 2023, appointed Mr. Sateesh Govinda Kamath as an Additional Director (Non-Executive and Non-Independent) of the Company w.e.f. May 25, 2023, liable to retire by rotation, subject to the approval of the Members. As an Additional Director, Mr. Sateesh Govinda Kamath 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 1, 2022, a listed entity

shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.


The Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Sateesh Govinda Kamath 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. Sateesh Govinda Kamath is not related to any other Director or Key Managerial Personnel of the Company.

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

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

The Board accordingly recommends the Ordinary Resolution pertaining to the appointment of Mr. Sateesh Govinda Kamath as Non-Executive Director, as set out at Item No. 7 of this Notice for your approval.

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



**Pankaj Kapdeo**  
**Company Secretary**  
Membership No.:ACS-9303

Place : Mumbai  
Date : June 24, 2023

**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



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

**A. Brief profile including qualification, experience and expertise:**

**Mr. Himanshu Kapania (DIN: 03387441)**

Mr. Himanshu Kapania an alumnus of IIM, Bangalore (1988-1990) and Birla Institute of Technology, Mesra (1979-83), was former Managing Director (2011 to 2018) of erstwhile Idea Cellular Limited, renamed Vodafone Idea Limited (VIL) after merger with Vodafone India, is presently on the Board of the Company as 'Non-Executive Director'. He also served as Chairman on the Board of the Company from August 4, 2021 to August 18, 2022. Mr. Kapania was 'Vice Chairman' of Aditya Birla Fashion & Retail Limited. He also served as 'Non-Executive Board Member of Celcom Axiata', a listed Telecom Company in Malaysia. He has over 36 years of work experience in Management, Leadership, Technology, Operations, Sales & Marketing, Regulation & Policy advocacy, etc., with deep understanding of Indian consumers and society across Automobile, Consumer Durables, Office Automation, Telecom & Digital Services industries. His tryst with the Indian telecom sector dates back to over two decades and he has been a key contributor to the accelerated growth of the sector while assisting Indian Government, regulator and key policy creators in formulating India's Telecom & Digital Services regulations, policies and processes. He has served on the Global GSMA Board for two Years in 2015 and 2016, and was also Chairman of COAI (Cellular Operators Association of India) during 2012-14 and 2015.

**Mr. Sushil Agarwal (DIN: 00060017)**

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

**Mr. Kumar Mangalam Birla (DIN: 00012813)**

Mr. Kumar Mangalam Birla is the Chairman of the venerable Indian multinational Aditya Birla Group, which operates in 36 countries across six continents. He is a Chartered Accountant and holds an MBA degree from the London Business School.

In the 28+ years, that he has been at the helm of the Aditya Birla Group (ABG), he has accelerated growth, built meritocracy and enhanced stakeholder value. In the process he has raised the ABGs turnover by 30 times. He has been the architect of over 40 acquisitions in India and globally, among the highest by any Indian multinational. Under his stewardship, the Aditya Birla Group enjoys a position of leadership in all the major sectors in which it operates- from cement to chemicals, metals to textiles and fashion to financial services. Over the years, Mr. Birla has built a highly successful meritocratic organisation, anchored by an extraordinary force of 180,000 employees.

Outside the Group, Mr. Birla has held several key positions on various regulatory and professional Boards. He was a Director on the Central Board of Directors of the Reserve Bank of India. As the Chairman of Securities and Exchange Board of India (SEBI) Committee on Corporate Governance, he framed the first-ever governance code for Corporate India. He was Chairman of the Advisory Committee constituted by the Ministry of Company Affairs and also served on The Prime Minister of India's Advisory Council on Trade and Industry.

Over the years, Mr. Birla has been conferred several prestigious awards. He was conferred the Padma Bhushan, India's third highest civilian honour in 2023. He also received the All India Management Association's coveted Business Leader of the Decade Awards in 2023. He was also the first Indian Industrialist to receive the TiE Global Entrepreneurship Award for Business Transformation in 2021. Mr. Birla has been a recipient of the ABLF Global Asian Award in 2019. Mr. Birla has also received the Business Leader of the Year Award twice at the Economic Times Awards for Corporate Excellence. In addition, he has received several awards and honours from leading institutions like EY, Forbes, CNBC, CNNNews18, WEF etc.

Mr. Birla is deeply engaged with Educational Institutions. He is the Chancellor of the Birla Institute of Technology & Science (BITS) with campuses in Pilani, Goa, Hyderabad and Dubai. He has been the Chairman of India's premier management institute - Indian Institute of Management, Ahmedabad and Indian Institute of Technology, Delhi. On the global arena, Mr. Birla is an Honorary Fellow of the London Business School.

**Mr. Sateesh Govinda Kamath (DIN: 10169581)**

Mr. Sateesh Govinda Kamath (aged 49 years) is currently Regional CFO of Vodafone's Europe cluster with financial oversight of eight countries in Europe, the operations in Asia Pacific (joint ventures and associates) and Vodafone Partner markets business (50 partners).

Sateesh has 25 years of experience across various industries and has worked in Asia, Africa and Europe. Prior to this role, Sateesh was Global CFO Vodafone Business, based in London (HQ) with mandate for Vodafone Group's B2B business with annual revenues of €10 billion. Sateesh has been with Vodafone group in various capacities including as Group CFO, board member including stint as Acting CEO Safaricom Plc, CFO and board member, Vodacom Tanzania, and Regional Controller (Asia, Middle East, Africa and Pacific) based in London.

Sateesh is also a member of the Board of Directors and Chairperson of the Audit Committee of Vodafone Ziggo Netherlands. Before Vodafone, Sateesh worked in Coca-Cola (consumer goods), in a listed battery manufacturer (automotive, industrial) and in a listed thread manufacturing company in India.

Sateesh holds a Bachelor's degree in Commerce from Mahatma Gandhi University in India and is a qualified Cost Accountant from the Institute of Cost Accountants of India.

## B. Other Details

<b>Particulars</b>	<b>Mr. Himanshu Kapania</b>	<b>Mr. Sushil Agarwal</b>	<b>Mr. Kumar Mangalam Birla</b>	<b>Mr. Sateesh Govinda Kamath</b>
Directors Identification Number	03387441	00060017	00012813	10169581
Age / Date of Birth	62 years / April 23, 1961	60 years / June 13, 1963	56 years / June 14, 1967	49 years / November 14, 1973
Qualifications	B. Tech (BITS Mesra), MBA (IIM – Bangalore)	M.Com, Chartered Accountant	B.Com, A.C.A., M.B.A (London Business School)	B.Com, ICWA
Nature of Appointment / re-appointment	Re-appointment (pursuant to retirement by rotation)	Re-appointment (pursuant to retirement by rotation)	Appointment as Director, liable to retire by rotation	Appointment as Director, liable to retire by rotation
Terms and condition of appointment	His office shall be liable to retire by rotation.	His office shall be liable to retire by rotation.	His office shall be liable to retire by rotation.	His office shall be liable to retire by rotation
Experience	36+ Years	32+ Years	28+ Years	25+ Years
Nature of his expertise in specific functional areas	Management, Leadership, Technology, Operations, Sales & Marketing, Regulation & Policy advocacy, etc.	Financial acumen and analytical skills	Industrialist, Stewardship, Leadership & Management	Financial acumen and analytical skills
Remuneration sought to be paid and last drawn	Nil	Nil	Nil	Nil
Date of First appointment in the Company	April 1, 2011	August 4, 2021	June 20, 2006	May 25, 2023
Number of shares held in the Company as on March 31, 2023	2,706,276	148,044	864,906	Nil
Relationship with other Directors/ Manager/ KMPs	None	None	None	None
Number of meetings of the board attended during the year	11/11	9/11	Not Applicable <sup>1</sup>	Not Applicable <sup>2</sup>

<b>Particulars</b>	<b>Mr. Himanshu Kapania</b>	<b>Mr. Sushil Agarwal</b>	<b>Mr. Kumar Mangalam Birla</b>	<b>Mr. Sateesh Govinda Kamath</b>
Directorships of other Listed Companies as on date of the Notice	None	Aditya Birla Capital Limited	1. Century Textiles and Industries Limited 2. Grasim Industries Limited 3. Aditya Birla Fashion and Retail Limited 4. Ultratech Cement Limited 5. Hindalco Industries Limited 6. Aditya Birla Capital Limited	None
Chairmanships/ Memberships of Committees in other Listed Companies				
Audit Committee	None	Aditya Birla Capital Limited (member)	None	None
Stakeholder Relationship Committee	None	Aditya Birla Capital Limited (member)	None	None
Listed Companies from which the person has resigned in the past 3 years	Aditya Birla Fashion and Retail Limited	Aditya Birla Fashion and Retail Limited	1. Aditya Birla Sun Life AMC Limited 2. Vodafone Idea Limited	

<sup>1</sup> As Mr. Kumar Mangalam Birla has been appointed w.e.f. April 20, 2023

<sup>2</sup> As Mr. Sateesh Govinda Kamath has been appointed w.e.f. May 25, 2023