

VODAFONE IDEA LIMITED

(Formerly Idea Cellular Limited)

CIN: L32100GJ1996PLC030976

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

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NOTICE OF THE TWENTY FIFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of Vodafone Idea Limited (Formerly Idea Cellular Limited) will be held on Wednesday, the 30th day of September, 2020, at 2:30 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Debnarayan Bhattacharya (DIN:00033553), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Vivek Badrinath (DIN:07319718), 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 2020-21**

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, 2021.

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. Appointment of Mr. Ravinder Takkar as Managing Director & Chief Executive Officer (DIN - 01719511) for a period of three years

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and the approval of the Nomination & Remuneration Committee and the Board of Directors, the approval of the members be and is hereby accorded to the appointment of Mr. Ravinder Takkar (DIN:01719511) as the Managing Director & Chief Executive Officer

of the Company for a period of 3 (three) years with effect from August 19, 2019 on the following terms and conditions with further liberty to the Board of Directors from time to time to alter the said terms and conditions of appointment of Mr. Ravinder Takkar in the best interests of the Company and as may be permissible at law viz.:

A. Period:

3 (Three) years with effect from August 19, 2019 with liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

NIL Remuneration

C. Other Terms:

(i) The Company may bear all the expenses of/ for Mr. Takkar relating to travelling, lodging and boarding, entertainment and all other incidental expenses for the business of the Company as per policy of the Company.

(ii) Leave: As per the policy of the Company.

D. Subject as aforesaid, the Managing Director & Chief Executive Officer shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

E. So long as Mr. Takkar functions as the Managing Director & Chief Executive Officer of the Company, he shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Section 203 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ravinder Takkar shall also be a Key Managerial Personnel of the Company during the term of his appointment."

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

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

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

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

7. Approval of Material Related Party Transactions with Bharti Infratel Limited

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to ratify/approve all existing contracts/ arrangements/ agreements/transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on an arm's length basis with Bharti Infratel Limited ("BIL") which, pursuant to the scheme of amalgamation and arrangement between Indus Towers Limited and BIL becoming effective, BIL (or the merged entity) will be treated as a joint venture of the Vodafone group and therefore be a 'Related Party' of the Company within the meaning of Indian Accounting Standard (Ind-AS) 24 in relation to 'Related Party Disclosures' 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 BIL.

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

8. Borrowing Powers of the Company

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

"RESOLVED THAT in supersession of special resolution passed by the members of the Company at the Annual General Meeting held on September 26, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent of the members 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 borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money, in Indian Rupees or any other foreign currency, from bank(s) or financial institution(s), other person or persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid-up share capital, free reserves, that is reserves not set apart for any specific purpose, and securities premium account, provided that the total amount so borrowed and outstanding at any time shall not exceed ₹ 1,00,000 crore (Rupees One Lakh Crore only) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things, to execute all such documents, instruments and writings as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

9. Creation of security on the properties of the Company

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

"RESOLVED THAT in supersession of special resolution passed by the members of the Company at the Annual General Meeting held on September 26, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Act"), and the Articles of Association of the Company, consent of the members 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), for creation of charge/mortgage/pledge/hypothecation, in addition to existing charge/mortgage/pledge/hypothecation, on all or any of the moveable and/or immoveable properties, tangible and/or intangible assets of the Company, both present and future and/or the whole or any part of one or more of the undertaking(s) of the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, in favour of the bank(s), financial institution(s), lender(s), other investing agencies, trustee(s) or any person, for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s), trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s), agent(s), trustee(s), agency(ies) or any person, in respect of the said loans/borrowings/debentures/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s), agent(s), trustee(s), agency(ies) or any person.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or persons authorised by the Board, be and are hereby authorised to finalise, settle and execute such documents/deeds/writings/agreements as may be required, and to accept any modification(s) to, or to modify, alter, vary, the terms and conditions thereof and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid or otherwise considered to be in the best interests of the Company."

10. Alteration of Articles 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 14 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), and subject to such other requisite approvals, if

any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration to the Articles of Association of the Company by deleting Article 74A of the Articles of Association, appearing immediately after Article 74, as set out hereunder:

" 74A. No person / group of persons shall acquire any shares of the Company which would take his / her / its holding to a level of 5% or more (or any such percentage imposed by Reserve Bank of India from time to time) of the total issued capital of the Company unless prior approval of the Reserve Bank of India has been obtained by such person / group of persons."

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 effect to this resolution."

11. Issuance of securities for amount not exceeding ₹ 15,000 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 "**Companies 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 "**FEMA**"), 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, 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 "**FDI Policy**"), 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 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 (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 (the "**Listing Regulations**") to the extent applicable, and all other applicable statutes, clarifications, rules, regulations, circulars, notifications, guidelines, as may be applicable, and as amended from time to time, issued by the Government of India (the "**Gol**"), 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 Gol, 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 ₹ 15,000 Crore (Rupees Fifteen 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 a public issue, preferential allotment, 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 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.”

By Order of the Board
For **Vodafone Idea Limited**
(Formerly *Idea Cellular Limited*)



Pankaj Kapdeo
Company Secretary
Membership No.:ACS-9303

Place : Mumbai
Date : September 4, 2020

Registered Office:

Suman Tower,
Plot No. 18, Sector - 11,
Gandhinagar - 382 011, Gujarat
CIN: L32100GJ1996PLC030976
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NOTES:

GENERAL:

1. In view of the continuing restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ('MCA'), and the Securities and Exchange Board of India ('SEBI'), have allowed companies to conduct Annual General Meetings ('AGM') through Video-Conferencing ('VC') / Other Audio-Visual Means ('OAVM') during the calendar year 2020, without the physical presence of members. This also addresses the health and safety of the members.

This AGM is being convened in compliance with applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder; provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'); the provisions of General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020 issued by the MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, ('MCA and SEBI Circulars').

2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item nos. 4 to 11 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 4 to 11 as Special Business as they are unavoidable in nature. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('ICSI') in respect of Director seeking re-appointment at this AGM is annexed.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 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 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. Pursuant to the provisions of the Act, 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 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 pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in this Notice. The Company has appointed National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized agency. The members may cast their votes using an electronic voting system from a place other than the venue of the AGM ('remote e-voting'). The instructions for e-voting are enclosed with this Notice.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested,

maintained under Section 189 of the Act, the certificate from the statutory auditors of the Company certifying that the ESOS Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by the members through electronic mode during the AGM.

The aforesaid documents along with documents referred to in the Notice will also be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM i.e. Wednesday, the 30th day of September, 2020 members seeking inspection of the aforementioned documents can send an e-mail to shs@vodafoneidea.com.

8. The members can join the AGM in the VC / OAVM mode 15 minutes before and 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.
9. Institutional / Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to e-mail certified copy of the Board / governing body resolution / authorisation etc. authorising their representatives to attend and vote on their behalf at e-mail ID shs@vodafoneidea.com with a copy marked to evoting@nsdl.co.in.
10. At the Twenty Second AGM held on June 30, 2017 the members approved appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Twenty Seventh AGM, subject to ratification of their appointment by members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Twenty Fifth AGM.

DISPATCH OF ANNUAL REPORT:

11. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent through e-mail to those members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.vodafoneidea.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.
12. 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 or investor@bigshareonline.com. We urge members to support this Green Initiative effort of the Company and get their e-mail IDs registered.

BOOK CLOSURE:

13. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from Wednesday, the 23rd day of September, 2020 to Wednesday, the 30th day of September, 2020 (both days inclusive) for the purpose of Annual General Meeting.

DECLARATION OF RESULT:

14. The Board of Directors has appointed Mr. Umesh Ved, proprietor of Umesh Ved & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
16. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.vodafoneidea.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:

17. In terms of the provisions of Section 124(5) of the Act, dividend for the Financial Year 2012-13 and the dividends for the subsequent financial years, which remain unpaid or unclaimed for a period of seven years will be transferred to IEPF.

Further, in terms of the provisions of the 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 will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority in terms of the IEPF Rules.

18. Members, who have so far not encashed their dividend relating to the Financial Year 2012-13 are requested to do so by September 21, 2020, by writing to shs@vodafoneidea.com or to investor@bigshareonline.com, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.

OTHER USEFUL INFORMATION:

19. Members are requested to read the 'Shareholder Information' section of the Annual Report for useful information.
20. 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.
21. In terms of the amendments to the Listing Regulations, with effect from April 1, 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.
22. Members who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company/Company's RTA will

not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.

PROCEDURE FOR JOINING AGM THROUGH VC / OAVM:

23. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nSDL.com> under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVEN of 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. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
24. Members are encouraged to join the Meeting through Laptops for better experience.
25. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
26. 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.
27. 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 during the period i.e. Friday, the 25th day of September, 2020 from 09:00 A.M. to Monday, the 28th day of September, 2020 upto 5:00 P.M.
28. 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 during the period i.e. Friday, the 25th day of September, 2020 from 09:00 A.M. to Monday, the 28th day of September, 2020 upto 5:00 P.M.
The same will be replied by the Company suitably.
29. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

PROCEDURE FOR REMOTE E-VOTING AND VOTING DURING AGM:

30. 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.
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. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nSDL.com or call on Toll Free No.: 1800-222-990 or send a request to Mrs. Sarita Mote, Assistant Manager at evoting@nSDL.co.in.

33. The remote e-voting period commences on Sunday, the 27th day of September, 2020 at 09:00 A.M. and ends on Tuesday, the 29th day of September, 2020, at 05:00 P.M. During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Wednesday, the 23rd day of September, 2020 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.

PROCEDURE FOR CASTING 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: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 is mentioned below:

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

1. 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.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your USER-ID details are given below:
 - (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 123456 then user ID is 123456001***.
5. Your password details 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'?
 - (i) 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'.

- (ii) 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.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 is mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to shs@vodafoneidea.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shs@vodafoneidea.com.

3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.

By Order of the Board
For **Vodafone Idea Limited**
(Formerly Idea Cellular Limited)



Pankaj Kapdeo
Company Secretary
Membership No.: ACS-9303

Place : Mumbai
Date : September 4, 2020

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 11 of the accompanying Notice dated September 4, 2020.

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, 2021, 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, 2021.

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

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

Item No. 5

Consequent to resignation of Mr. Balesh Sharma as the Chief Executive Officer of the Company, the Nomination and Remuneration Committee of the Company at its meeting held on August 19, 2019 after taking into consideration the vast and valuable experience of Mr. Ravinder Takkar (DIN: 01719511), recommended his appointment as the Managing Director & Chief Executive Officer of the Company for a period of 3 years with effect from August 19, 2019. At the Board Meeting of the Company held on even date, the Board of Directors of the Company had approved, the appointment of Mr. Ravinder Takkar as Managing Director & Chief Executive Officer with effect from August 19, 2019 on NIL remuneration, subject to the approval of the shareholders. Until then Mr. Ravinder Takkar was a Non-Executive Director of the Company who had been nominated on the Board by the Vodafone Group.

Mr. Ravinder Takkar holds a Bachelors degree in Science from Loyola Marymount University, USA in 1991. He has an overall work experience of 26+ years of which 22+ years are with Vodafone. As a Chairman of Vodafone Group Services he has an array of skillsets in Business Strategy, Business Planning and Development. In January 2006, he was appointed as Vodafone secondee in Airtel as Director – Data services and thus began his career in Indian telecom sector. From January 2007 to December 2011, he became Director – Strategy & Business development to CEO – Enterprise Unit to Regional Director AMAP in India. In January 2012, he was appointed as CEO, Partner markets and operated from United Kingdom; and his latest role as CEO Vodafone Romania ended in July 2017.

Except Mr. Ravinder Takkar and his relatives, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the said resolution.

Considering the background, competence and experience of Mr. Ravinder Takkar and his past several years of experience in telecom, the Board appointed Mr. Ravinder Takkar as the Managing Director & Chief Executive Officer of the Company for a period of 3 years with effect from August 19, 2019 on the terms and conditions as set out in the resolution.

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

Item No. 6

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

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the members through ordinary resolution is required for all material related party transactions, even where such transactions are entered into in the ordinary course of business and on an arm's length basis. Under the Listing Regulations, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. No related party of the Company shall vote to approve a resolution for such a related party transaction, irrespective of whether such related party is a party to the particular transaction.

Indus Towers Limited ("Indus"), being a joint venture of the Company, is a 'Related Party' of the Company under Section 2(76) of the Act. The Company has existing arrangements with Indus which are in the ordinary course of business and on an arm's length basis.

Indus is currently one of the world's largest tower company providing passive infrastructure services and related operations and maintenance services to various telecom operators in India, including your Company. Indus is a three-way joint venture between the Bharti Group, Vodafone Group and erstwhile Aditya Birla Telecom Limited (which has now merged into the Company). Your Company had entered into a Master Service Agreement ("MSA") with Indus in 2008 for availing passive infrastructure services provided by them in certain service areas. The MSA requires individual tenancy service contracts to be executed for each passive infrastructure site, the terms of which vary depending on the location, type of site, number of existing tenants, etc., and contain lock in periods for ensuring continuity. Such terms are similarly applicable to all other telecom providers having arrangements with Indus.

The particulars of the contract / arrangement with Indus are as under:

Particulars	Information
Name of the Related Party and Nature of Relationship	Indus Towers Limited ("Indus") Associate company being a joint venture of the Company
Nature of Contract	Master Service Agreement ("MSA") for Passive Infrastructure services and related Operations & Maintenance services

Particulars	Information
Duration of Contract	The maximum term of each tenancy service contract executed for each passive infrastructure site under the MSA is 10 years, with either party having a right to terminate, subject to certain conditions.
Salient features of Contract	Passive Infrastructure services are provided by Indus mainly on co-sharing basis for each passive infrastructure site, after obtaining necessary approvals, which enables the Company to deploy active telecommunications equipment on sites for providing telecom services.
Date of Approval of the Board / Audit Committee	Audit Committee : June 30, 2020 Board Meeting : June 30, 2020
Value of Transaction for the year ended March 31, 2020	₹ 8,009 Crore
Estimated Value of Transactions	Approximately ₹ 10,000 Crore each Financial Year

Based on the audited financial statements for the year ended March 31, 2020, the estimated value of transactions with Indus in respect of Financial Year 2020-21 and the estimated value of transactions from the next Financial Year onwards is likely to exceed 10% of the annual consolidated turnover of the Company. Thus, the transactions with Indus will be considered as material related party transactions under the Listing Regulations and would require the approval of the members by way of an ordinary resolution.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except Mr. Akshaya Moondra (Chief Financial Officer), who is representative of the Company on the Board of Indus and Mr. Ravinder Takkar, Managing Director & Chief Executive Officer and Mr. Thomas Reisten, Non-Executive Director of the Company who are nominees of Vodafone Group on the Board of Indus and may be considered as deemed to be concerned or interested in the said resolution due to their Directorship on the Board of Indus.

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

Item No. 7

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

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the members through ordinary resolution is required for all material related party transactions, even where such transactions are entered into in the ordinary course of business and on an arm's length basis. Under the Listing Regulations, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. No related party of the Company shall vote to approve a resolution for such a related party transaction, irrespective of whether such related party is a party to the particular transaction.

The members are informed that Indus Towers Limited ("Indus") (a joint venture of the Company) is in the process of being merged with and into Bharti Infratel Limited ("BIL"). Upon completion of the said merger, BIL (which is currently not a related party) will become a 'Related Party' of the Company for the purposes of the Listing Regulations under Indian Accounting Standard (Ind-AS) 24 in relation to 'Related Party Disclosures' on the basis that both entities will be joint ventures of the same third party (Vodafone Group).

The Company has existing arrangements under Master Service Agreements ("MSAs") with Indus as well as BIL, which are in the ordinary course of business and on an arm's length basis. Following the merger of Indus with and into BIL, the estimated value of transactions with the merged entity i.e. BIL (including those transactions between the Company and Indus) in respect of Financial Year 2020-21 and the estimated value of transactions from next Financial Year is likely to exceed 10% of the annual consolidated turnover of the Company, based on the audited financial statements for year ended March 31, 2020. Thus, the transactions entered into by the Company with the merged entity 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.

On completion of the merger of Indus with BIL, the merged entity will be one of the world's largest tower company providing passive infrastructure services and related operations and maintenance services to various telecom operators in India, including your Company. Your Company had entered into MSAs with BIL and 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 and BIL. Post the merger of Indus with BIL, all existing contracts of Indus (including the existing MSAs with the Company) would become contracts with the merged entity.

With a view to incentivizing long term relationships as well as ensuring sustained revenues, the Company, BIL and certain other persons shall enter into a separate, non-restrictive and non-discriminatory agreement in relation to the agreement containing terms and conditions for the use of the passive infrastructure of BIL, which shall become effective on the effective date of the merger of Indus with BIL. From such effective date, the merged entity (BIL) will provide passive infrastructure to inter-alia the Company on a non-discriminatory basis and on the terms that are not less favourable than the terms that may be offered to any other operator that is party to the agreement or any third party (and the parties shall amend the MSAs accordingly). In addition, pursuant to this arrangement, the Company has agreed to provide right of first refusal for availing Passive Infrastructure services from BIL for a period of five years with certain carve outs/exemptions and commitments.

The particulars of the contract / arrangement between BIL and the Company (including those contracts / arrangements between Indus and the Company which, following the merger of Indus and BIL, would become contracts / arrangements of the merged entity) are as under:

Particulars	Information
Name of the Related Party and Nature of Relationship	Bharti Infratel Limited ("BIL") Currently not a related party; upon completion of the merger of Indus into BIL, BIL will become a related party of the Company as both the Company and BIL are joint ventures of the Vodafone Group
Nature of Contract	Master Service Agreements ("MSAs"). For Passive Infrastructure services and related Operations & Maintenance services.
Duration of Contract	The term of each tenancy service contract executed for each passive infrastructure site under the MSAs is generally 10-15 years, with either party having a right to terminate, subject to certain conditions.

Particulars	Information
Salient features of Contract	Passive Infrastructure services are provided on co-sharing basis for each passive infrastructure site, after obtaining necessary approvals, which enables the Company to deploy active telecommunications equipment on sites for providing telecom services.
Date of Approval of the Board / Audit Committee	Audit Committee : June 30, 2020 Board Meeting : June 30, 2020
Value of Transaction for the year ended March 31, 2020	Not a Related Party for Financial Year 2019-20
Estimated Value of Transactions (annualized value post merger of Indus Towers with BIL)	Approximately ₹ 15,000 Crore each Financial Year (post merger)

The transactions as described above may exceed 10% of the Company's annual consolidated turnover of Financial Year 2019-20 and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require prior approval of the members by way of ordinary resolution.

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

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

Item No. 8 and 9

The members of the Company at the Annual General Meeting held on September 26, 2014, had authorised the Board of Directors pursuant to Section 180(1)(c) of the Companies Act, 2013, to borrow monies, from time to time, on behalf of the Company, sums not exceeding ₹ 25,000 crore (Rupees Twenty Five Thousand Crore only), over and above the aggregate of paid-up share capital and free reserves of the Company. Further, the members of the Company also at the Annual General Meeting held on September 26, 2014 had authorised the Board of Directors pursuant to Section 180(1)(a) of the Companies Act, 2013, to create charge on moveable and/or immovable properties of the Company as security in favor of lending agencies for securing the borrowings availed from time to time.

In terms of the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 ("the Act"), the powers to borrow in excess of the limits of paid-up share capital, free reserves and securities premium account and create security on such borrowings can be exercised by the Board only with the consent of the members obtained by way of a special resolution.

The provisions of Section 180(1)(c) has been amended pursuant to the Companies Amendment Act, 2017, on February 9, 2018, wherein the securities premium has been added to the limit of paid-up share capital and free reserves, above which shareholders' approval is required. As the resolution passed by the Company in September 2014, did not specify the securities premium, necessary amendment is required to include securities premium in the borrowing powers. Further, post amalgamation of erstwhile Vodafone India Limited and Vodafone Mobile Services Limited with the Company in August 2018, it is felt necessary that a fresh resolution be passed, encompassing the total overall borrowing limits of the Company, post the amalgamation. In addition the Company is exploring various avenues for raising additional funds for ensuring adequate cash flows for stable ongoing operations.

It is therefore proposed to increase the borrowing limits to enable the Board to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 1,00,000 crore or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher, and to create charge/mortgage/hypothecate on the Company's properties upto the said limit.

Approval of the members is therefore being sought to borrow money upto ₹ 1,00,000 crore (Rupees One Lakh Crore only) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher, and to create charge/mortgage/hypothecation on the Company's properties upto the said limit.

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

The Board of Directors accordingly recommends the special resolution(s) as set out at Item Nos. 8 and 9 of the Notice for your approval.

Item No. 10

The members at the 22nd Annual General Meeting held on June 30, 2017 had approved alteration to the Articles of Association by insertion of new Article 74A after Article 74, in the Articles of Association of the Company for complying with the terms of Payments Bank License granted by the Reserve Bank of India to Aditya Birla Idea Payments Bank Limited ("ABIPBL") (a company jointly promoted by your Company and Aditya Birla Nuvo Limited).

Due to unanticipated developments in the business landscape leading to a seemingly unviable business model, the Board of Directors and shareholders of ABIPBL, subject to receipt of requisite regulatory consents and approvals, approved the voluntary winding up of ABIPBL. The High Court of Judicature at Bombay, pursuant to its order dated September 18, 2019, inter alia, ordered the voluntary winding up of ABIPBL.

The Company has now been informed that Reserve Bank of India has cancelled the Payments Bank License of ABIPBL w.e.f. July 28, 2020. Since the Payments Bank License has been cancelled, the Company is no longer bound by its terms and conditions and accordingly it is proposed to obtain consent of the members for deleting article 74A from the Articles of Association of the Company.

A copy of the 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 Annual General Meeting. Members seeking to inspect such documents can send an e-mail at shs@vodafoneidea.com.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except Mr. Himanshu Kapania (Non-Executive Director) who is the Non-Executive Chairman on the Board of ABIPBL.

The Board accordingly recommends the special resolution as set out in Item No. 10 of this Notice for your approval.

Item No. 11

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 (the "**Listing Regulations**"), the 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, payment of dues arising out of Adjusted Gross Revenue judgment by the Hon'ble Supreme Court of India 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 September 4, 2020, has approved, raising of funds as under:

- (a) issue 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 ₹ 15,000 crore by way a public issue, preferential allotment, private placement, qualified institutions placement or through any other permissible mode in one or more tranches; and
- (b) issuance of unsecured and / or secured, Non-Convertible Debentures up to an aggregate amount of ₹ 15,000 crore, by way of public offering or private placement basis or otherwise, in one or more tranches.

However, the total raising of funds under (a) and (b) above shall not exceed ₹ 25,000 crore.

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 convertible debentures, warrants, securities convertible into Equity Shares, Global Depository Receipts (the "GDRs"), American Depository Receipts (the "ADRs"), 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 combination thereof (the "Securities") for an aggregate amount of up to ₹ 15,000 Crore (Rupees Fifteen 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 preferential issue or public issue 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 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 are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board accordingly recommends the special resolution as set out in Item No. 11 of this Notice for your approval.

By Order of the Board
For **Vodafone Idea Limited**
(Formerly *Idea Cellular Limited*)



Pankaj Kapdeo
Company Secretary
Membership No.: ACS-9303

Place : Mumbai
Date : September 4, 2020

Registered Office:

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

Details of Directors seeking appointment/ reappointment at the Twenty Fifth 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. Ravinder Takkar (DIN - 01719511)

Mr. Ravinder Takkar, holds a Bachelors degree in Science from Loyola Marymount University, USA in 1991. He has an overall work experience of over 27 years of which 25 years is with Vodafone. Prior to his current role, Ravinder was the CEO of Vodafone Romania for three years and CEO of Vodafone Partner Markets in London. He has been with Vodafone Group since 1994 and brings a wealth of experience in telecom industry having worked in several leadership positions across Vodafone's operating companies over the last 25 years. Ravinder has been involved in the Indian telecom industry since 2007 when Vodafone Group entered the Indian market. He has held a number of senior roles in Strategy and Business Development and he was CEO of the Enterprise business. He is also the Managing Director of Cable and Wireless Global (India) Private Limited.

Mr. Debnarayan Bhattacharya (DIN: 00033553)

Mr. Debnarayan Bhattacharya holds a B.Tech (Hons.) degree in Chemical Engineering from IIT, Kharagpur and B. Sc. (Hons.) degree in Chemistry from Presidency College, Kolkata. He joined the Aditya Birla Group in 1998 and has held several key positions within the Aditya Birla Group. He was appointed as Managing Director of Hindalco Industries Limited in the year 2003 and currently serves as Vice-Chairman of Hindalco Industries, the Metals flagship of the Aditya Birla Group; and the Vice-Chairman of Novelis Inc., world leader in flat-rolled products and a 100% subsidiary of Hindalco. He serves as the Chairman of the Business Review Council (BRC) for a large number of businesses (both in India and Overseas) of the Aditya Birla Group.

Mr. Vivek Badrinath (DIN:07319718)

Mr. Vivek Badrinath is a Graduate of Ecole Polytechnique and Ecole Nationale Supérieure des Telecommunications (ENST). He joined Vodafone and the Executive Committee as CEO of AMAP in October 2016. He oversees Vodafone's operations in the Vodacom Group, India, Australia, Egypt, Ghana, Kenya, New Zealand and Turkey. He was previously associated with Accor Hotels as Deputy Chief Executive responsible for marketing, digital solutions, distribution and information systems. He has served as Deputy Chief Executive having a long career in telecommunications, Technology, and Enterprise Services within Orange. Between 2000 and 2004 he ran the Indian operations of Thomson. He was a Board member of Nokia between 2014 and 2016.

B. Other details

Particulars	Mr. Ravinder Takkar	Mr. Debnarayan Bhattacharya	Mr. Vivek Badrinath
Directors Identification Number	01719511	00033553	07319718
Age	52 years	72 years	51 years
Qualifications	Bachelors degree in Science from Loyola Marymount University, USA	B.Tech (Hons) in Chemical Engineering from IIT, Kharagpur and B.Sc (Hons) in Chemistry	Graduate of École Polytechnique and École Nationale Supérieure des Télécommunications (ENST)
Experience	28 years	46 years	33 years
Nature of his expertise in specific functional areas	Strategy and Business Development	General Management	Market Development
Terms and condition of appointment	Managing Director & CEO for a period of three years w.e.f. August 19, 2019	Non-Executive Director liable to retire by rotation	Non-Executive Director, liable to retire by rotation
Remuneration sought to be received and remuneration last drawn	Nil	Nil	Nil
Date of First appointment in the Company	August 31, 2018	August 31, 2018	August 31, 2018
Number of shares held in the Company as on March 31, 2020	Nil	20,401	Nil
Relationship with other Directors/ Manager/ KMPs	None	None	None
Number of meetings of the board attended during the year	13/14	11/14	9/14
Directorships of other Listed Companies	Nil	1. Hindalco Industries Limited 2. NOCIL Limited	Nil
Chairmanships/ Memberships of Committees in other Listed Companies			
Audit Committee	Nil	NOCIL Limited – Member	Nil
Stakeholder Relationship Committee	Nil	Nil	Nil