

**VODAFONE IDEA LIMITED**

CIN: L32100GJ1996PLC030976

**Registered Office:** Suman Tower, Plot No. 18, Sector - 11, Gandhinagar - 382 011, Gujarat**E-mail:** [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com) **Website:** [www.myvi.in](http://www.myvi.in)**Tel.:** + 91-79-66714000 **Fax:** +91-79-23232251**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of Vodafone Idea Limited will be held on Tuesday, 7th day of January, 2025 at 4:00 p.m. through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following business:

**1. Issuance of Equity Shares on Preferential Basis**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, (“**the Act**”), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”) and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India and any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to mean and include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot upto 1,75,53,19,148 (One Hundred and Seventy Five Crore Fifty Three Lacs Nineteen Thousand and One Hundred and Forty Eight) equity shares of face value of ₹ 10/- each of the Company (“**Equity Shares**”) for cash at a price of ₹ 11.28 (including a premium of ₹ 1.28) per equity share aggregating upto ₹ 1,980 Crore (Rupees One Thousand Nine Hundred & Eighty Crore) to

the below mentioned Proposed Allottee(s) by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act:

<b>Sr. No.</b>	<b>Name of the Proposed Allottee(s)</b>	<b>Category</b>	<b>Number of Equity Shares</b>
1.	Omega Telecom Holdings Private Limited	Promoter	Upto 1,13,47,51,773 Equity Shares of ₹ 10/- each
2.	Usha Martin Telematics Limited	Promoter	Upto 62,05,67,375 Equity Shares of ₹ 10/- each

**RESOLVED FURTHER THAT** in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Friday, December 6, 2024, being the preceding working day to the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.

**RESOLVED FURTHER THAT** the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottees by way of Preferential Issue shall, inter-alia, be subject to the following:

- a) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration;
- c) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Proposed Allottees and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- g) The Equity Shares will be listed on BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name(s) of the Proposed Allottees shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and any committee of the Board constituted thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Proposed Allottees, effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory authority or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company for the purpose of giving effect to this resolution in accordance with applicable laws including the ICDR Regulations and the Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.

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

## 2. **Appointment of Mr. Selcuk Karacay as Non-Executive Director of the Company**

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. Selcuk Karacay (DIN : 10788902), 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 October 30, 2024, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his

candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retirement by rotation.”

3. **Appointment of Mr. Sunirmal Talukdar as an Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Sunirmal Talukdar (DIN: 00920608), who was appointed by the Board of Directors of the Company, as an Additional Director (Independent) of the Company with effect from December 27, 2024, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company with effect from December 27, 2024 to December 5, 2026, not liable to retire by rotation,”

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



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

Place: Mumbai

Date: December 9, 2024

**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

## NOTES:

### GENERAL:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (“SEBI”) (“the Circulars”), companies are allowed to hold Extra-Ordinary General Meeting (“EGM”) through Video Conference/Other Audio Visual Means (“VC / OAVM”) upto September 30, 2025, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC / OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 1 to 3 of the Notice is annexed hereto. 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 Directors seeking appointment at this EGM is annexed hereto.
3. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. Suman Tower, Plot No. 18, Sector 11, Gandhinagar – 382 011, Gujarat, which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Generally, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into

an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the EGM will be provided by NSDL.

7. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM, i.e. Tuesday, January 7, 2025. Members seeking inspection of the aforementioned documents can send an email to [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com).
8. The members can join the EGM through VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorising their representatives to attend and vote on their behalf at email IDs: [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

**ELECTRONIC DESPATCH OF NOTICE OF EGM AND PROCESS FOR REGISTRATION OF EMAIL IDs FOR OBTAINING COPY OF NOTICE OF EGM:**

10. In compliance with the aforesaid MCA and SEBI Circulars, the Notice is being sent to the Members, and all other persons so entitled in electronic mode only, whose email IDs are registered with the Company/Depositories. Members may note that the Notice 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 email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or the RTA (M/s Bigshare Services Pvt. Ltd.), for receiving the Notice. Requests can be emailed to [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com). We urge members to support this Green Initiative effort of the Company and get their email IDs registered.

**DECLARATION OF RESULT:**

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

**OTHER USEFUL INFORMATION:**

14. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of the shares held in electronic form, and to the Company or the RTA (M/s Bigshare Services Pvt. Ltd.), in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
15. SEBI has mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN and Bank Account details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN and Bank Account details along with a self-certified copy of PAN and a cancelled cheque/ passbook copy to the Registrar and Share Transfer Agent/ Company.

**PROCEDURE FOR JOINING EGM THROUGH VC / OAVM:**

16. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned hereinbelow for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
17. Members are encouraged to join the Meeting through Laptops for better experience.
18. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
19. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

20. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at shs@vodafoneidea.com during the period Tuesday, December 31, 2024 from 9:00 A.M. to Friday, January 3, 2025 upto 5:00 P.M.
21. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at shs@vodafoneidea.com during the period, Tuesday, December 31, 2024 from 9:00 A.M. to Friday, January 3, 2025 upto 5:00 P.M. The same will be replied by the Company suitably.
22. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

23. Members are requested to attend and participate in the ensuing EGM through VC/OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the EGM.
24. The remote e-voting period commences on Friday, January 3, 2025 at 9:00 A.M. and ends on Monday, January 6, 2025 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 Tuesday, December 31, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
25. The facility of e-voting during the EGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the EGM through VC/OAVM but will not be entitled to cast their vote once again on resolutions.
26. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
27. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote.



## How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

### Step 1 : Access to NSDL e-voting system

#### A. Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.

In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>a. Existing IDeAS user can visit the e-services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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 redirected 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.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p>

Type of Shareholders	Login Method
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- c. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL, Password/OTP and a Verification Code as shown on the screen). After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
- d. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ul style="list-style-type: none"> <li>a. Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab and then using your existing Myeasi username &amp; password.</li> </ul> |
|--|--|

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>b. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>d. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</p> <hr/> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.com">evoting@nsdl.com</a> or contact at toll free no.: +91-22-48867000.
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 at toll free no.: 1800-21-09911.

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

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

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

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

- iv. Your User ID details are given below:

#### **Manner of holding shares i.e. Your User ID is Demat (NSDL or CDSL) or Physical**

- |  |  |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.    |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your User ID is 12*****.   |
| c) For Members holding shares in Physical Form.            | EVEN Number followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 101456 then User ID is 101456001***. |

- v. Password details for shareholders other than Individual shareholders are given below:
  - (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

- (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio Number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose Email IDs are not registered.**

- vi. If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-voting will open.

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

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

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

- iii. Now you are ready for e-voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- v. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Members**

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll-free number +91-22-48867000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Process for those shareholders whose Email IDs are not registered with the depositories for procuring User ID and Password and registration of E-mail IDs for e-voting for the resolutions set out in this notice:**

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

- iv. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

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

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

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



**Pankaj Kapdeo**  
**Company Secretary**

Membership No.: ACS-9303

Place : Mumbai

Date: December 9, 2024

## ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 3 of the accompanying Notice dated December 9, 2024.

#### Item No. 1

The Board of Directors of the Company (“Board”) at its meeting held on December 9, 2024, approved raising funds aggregating up to ₹ 1,980 Crore by way of issuance of upto 1,75,53,19,148 equity shares of ₹ 10/- each (“Equity Shares”) for cash at a price of ₹ 11.28 per Equity Share (including a premium of ₹ 1.28 per Equity Share), to the following promoters (Vodafone Group entities), (together referred to as “the Proposed Allottees”), by way of a preferential issue through private placement offer (“Preferential Issue”), who have agreed to subscribe to the proposed Preferential Issue and have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

Sr. No.	Name of the Proposed Allottee(s)	Category	Number of Equity Shares
1.	Omega Telecom Holdings Private Limited	Promoter	Upto 1,13,47,51,773 Equity Shares of ₹ 10/- each
2.	Usha Martin Telematics Limited	Promoter	Upto 62,05,67,375 Equity Shares of ₹ 10/- each

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

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the issue and allotment of up to 1,75,53,19,148 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 11.28 each (including a premium of ₹ 1.28) per equity share aggregating upto to ₹ 1,980 Crore on a preferential basis to the Proposed Allottees.

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

#### (i) Date of Board Resolution

December 9, 2024



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

Issuance of upto 1,75,53,19,148 equity shares of face value of ₹ 10/- each (Rupees Ten only) each at an issue price of ₹ 11.28 (Rupees Eleven and Paise Twenty Eight only) per equity share, for an aggregate amount of ₹ 1,980 Crore (Rupees One Thousand Nine Hundred and Eighty Crore) on preferential basis.

**(iii) Objects of the Issue**

- (a) Subscription monies received from the Proposed Allottees would be used for making payments due to Indus Towers Limited (“**Indus**”) under the terms of the master service agreements executed between the Company and Indus for the provision of passive infrastructure services.
- (b) Utilization of Gross Proceeds along with Timeline for utilisation:

<b>Particulars</b>	<b>Total estimated amount to be utilized</b>	<b>Timelines for Utilisation of Funds</b>
Payments due to Indus Towers Limited (“Indus”) under the terms of the master service agreements executed between the Company and Indus for the provision of passive infrastructure services.	Upto ₹ 1,980 Crore	Before end of January 2025

**(iv) Relevant Date**

The “Relevant Date” as per ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as December 6, 2024, i.e. the preceding working day to the date 30 (thirty) days prior to the date of this Extraordinary General Meeting which is scheduled to be held on January 7, 2025.

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

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

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

The Equity Shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations. For the purposes of computation of price per equity share, the National Stock Exchange of India Limited is the stock exchange that has higher trading volume for the said period and accordingly, has been considered.

As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations, the minimum price at which the Equity Share can be issued is ₹ 11.27 per Equity Share. The Company proposes to issue the Equity Share at an issue price of ₹ 11.28 (including premium of ₹ 1.28) per Equity Share, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations.

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

The details of preferential allotment made during the current Financial Year 2024-25 are as under:

<b>Sr. No.</b>	<b>Name of Entity</b>	<b>Number of Shares Allotted</b>	<b>Issue Price (₹)</b>	<b>Amount Raised (₹ Crore)</b>
1	Oriana Investments Pte Ltd	1,39,54,27,034	14.87	₹ 2,075 Crore
2	Nokia Solutions and Networks India Private Limited	1,02,70,27,024	14.80	₹ 1,520 Crore
3	Ericsson India Private Limited	63,37,83,780	14.80	₹ 938 Crore

**(vii) Maximum number of securities to be issued**

The resolution set out in the accompanying notice authorises the Board to issue upto 1,75,53,19,148 Equity Shares of face value of ₹ 10/- each (“**Equity Shares**”) for cash at a price of ₹ 11.28 (including a premium of ₹ 1.28) per equity share aggregating upto ₹ 1,980 Crore.

**(viii) Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:**

The Proposed Allottees are promoters of the Company.

**(ix) Shareholding Pattern of the Company before and after the Preferential Issue:**

Sl. No.	Category	Pre-Preferential Issue Shareholding (as on 30 November 2024)		Post Preferential Shareholding (Proposed)	
		Number of equity shares	%	Number of equity shares	%
<b>(A)</b>	<b>Promoters</b>				
	Aditya Birla Group	10,28,87,33,322	14.76	10,28,87,33,322	14.40
	Vodafone Group	15,72,08,26,860	22.56	17,47,61,46,008	24.46
	<b>Total Promoters' Shareholding (A)</b>	<b>26,00,95,60,182</b>	<b>37.32</b>	<b>27,76,48,79,330</b>	<b>38.86</b>
<b>(B)</b>	<b>Public</b>				
<b>1</b>	<b>Government of India (B)(1)</b>	<b>16,13,31,84,899</b>	<b>23.15</b>	<b>16,13,31,84,899</b>	<b>22.58</b>
<b>2</b>	<b>Institutions</b>				
(a)	Mutual Funds / AIF/SWF	3,02,60,81,105	4.34	3,02,60,81,105	4.23
(b)	Insurance Companies	39,71,92,746	0.57	39,71,92,746	0.55
(c)	Financial Institutions/ Banks	19,00,324	0.00	19,00,324	0.00
(d)	Foreign Portfolio Investors	7,17,91,78,629	10.30	7,17,91,78,629	10.05
	<b>Sub-Total (B)(2)</b>	<b>10,60,43,52,804</b>	<b>15.21</b>	<b>10,60,43,52,804</b>	<b>14.83</b>
<b>3</b>	<b>Non-Institutions</b>				
(a)	Bodies Corporate	3,45,09,73,550	4.95	3,45,09,73,550	4.83
(b)	Public	13,09,78,59,077	18.79	13,09,78,59,077	18.33
(c)	Non-Resident Indians	34,81,38,687	0.50	34,81,38,687	0.49
(d)	Others	5,57,47,441	0.08	5,57,47,441	0.08
	<b>Sub-Total (B)(3)</b>	<b>16,95,27,18,755</b>	<b>24.32</b>	<b>16,95,27,18,755</b>	<b>23.73</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b>	<b>43,69,02,56,458</b>	<b>62.68</b>	<b>43,69,02,56,458</b>	<b>61.14</b>
	<b>TOTAL (A)+(B)</b>	<b>69,69,98,16,640</b>	<b>100.00</b>	<b>71,45,51,35,788</b>	<b>100.00</b>

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

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

**(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:**

<b>Sr. No.</b>	<b>Details of Proposed Allottee(s)</b>	<b>Name of Ultimate Beneficial Owner of the Proposed Allottee(s)</b>
1.	Omega Telecom Holdings Private Limited	Omega Telecom Holdings Private Limited and Usha Martin Telematics Limited does not have an ultimate beneficial owner. It is an indirect wholly-owned subsidiary of Vodafone Group Plc, which is a listed entity in the U.K. No individual holds a majority stake or exercise significant influence over Vodafone Group Plc.
2.	Usha Martin Telematics Limited	

**(xii) The percentage of the post-preferential issue that may be held by the Proposed Allottee(s):**

<b>Sr. No.</b>	<b>Name of the Proposed Allottee(s)</b>	<b>Category</b>	<b>Pre Issue % Holding</b>	<b>Number of Equity Shares proposed to be allotted</b>	<b>Post Issue % Holding (Proposed)</b>
1.	Omega Telecom Holdings Private Limited	Promoter	0.40%	Upto 1,13,47,51,773	1.98%
2.	Usha Martin Telematics Limited	Promoter	0.13%	Upto 62,05,67,375	1.00%

**(xiii) Change in control**

There will be no change in control of the Company consequent to the Preferential Issue.

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

Not applicable as the Preferential Issue will be undertaken for cash consideration.

**(xv) Current and proposed status of the Proposed Allottee(s) post the preferential issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made**

As mentioned above, the Proposed Allottees are promoters of the Company and their status will continue post the Preferential Issue.

**(xvi) Lock-in period**

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

### **(xvii) Report of Registered Valuer**

No report of the Registered Valuer is required for the Preferential Issue under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014 (as amended from time to time), read with ICDR Regulations.

### **(xviii) The Company hereby undertakes that:**

- (a) It would re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so;
- (b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottees;
- (c) Neither the Company, nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower;
- (d) None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;
- (e) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- (f) The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations.

### **(xix) Practicing Company Secretary's Certificate**

A certificate from M/s VKMG & Associates, Company Secretaries dated December 9, 2024, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations. The certificate can be accessed at <https://www.myvi.in/investors/annual-reports> and shall be placed before the general meeting of the shareholders.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms and conditions of the aforementioned issuance of Equity Shares by way of a Preferential Issue. 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.

Other than Mr. Ravinder Takkar, Mr. Sunil Sood and Mr. Selcuk Karacay, Directors of the Company and who are nominees of Vodafone Group on the Board of the Company and may be considered as deemed to be concerned or interested in the said resolution due to their Directorship on the Board of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company, and to the extent of any Equity Shares that may be subscribed by the companies in which they are directors or members.

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

## **Item No. 2**

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Selcuk Karacay as an Additional Director (Non-Executive and Non-Independent) of the Company w.e.f. October 30, 2024, liable to retire by rotation, subject to the approval of the Members. As an Additional Director, Mr. Selcuk Karacay holds office upto the date of the ensuing General Meeting and is eligible to be appointed as a Director of the Company.

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

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(1) of the Act proposing his candidature for the office of Director of the Company. Mr. Selcuk Karacay 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. Selcuk Karacay is not related to any other Director or Key Managerial Personnel of the Company

A brief profile of Mr. Selcuk Karacay, 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. Selcuk Karacay, 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. 2 of this Notice.

Considering the rich experience and knowledge of Mr. Selcuk Karacay, the Board accordingly recommends the Ordinary Resolution pertaining to his appointment as a Non-Executive Director, as set out at Item No. 2 of this Notice for your approval.

### **Item No. 3**

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sunirmal Talukdar (DIN: 00920608) as an Additional Director qualifying as Independent Director on the Board of the Company w.e.f. December 27, 2024 upto December 5, 2026, not liable to retire by rotation, subject to approval of the Members. As an Additional Director, Mr. Sunirmal Talukdar holds office upto the date of the ensuing General Meeting and is eligible to be appointed as a Director of the Company.

Mr. Sunirmal Talukdar has consented to act as a Director of the Company. The Company has received declaration from Mr. Sunirmal Talukdar confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Mr. Sunirmal Talukdar has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act, has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority and that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India. He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Sunirmal Talukdar is a person of integrity and possesses relevant expertise and experience and is eligible to be appointed as an Independent Director. His association will be of immense benefit and interest to the Company. A copy of the letter of appointment of Independent Director, setting out the terms and conditions for the appointment of Independent Director is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Extra-ordinary General Meeting and is also available on the website of the Company <https://www.myvi.in/investors/corporate-governance>.

In terms of Section 160(1) of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Sunirmal Talukdar to be appointed as an Independent Director as per the provisions of the Act.

A brief profile of Mr. Sunirmal Talukdar, including the disclosures as required under the provisions of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, other requisite information, as required, is set out as an Annexure to the Notice.

Except Mr. Sunirmal Talukdar 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 resolution.

Considering the rich experience, vast knowledge in diverse areas of Mr. Sunirmal Talukdar, the Board accordingly recommends the Special Resolution pertaining to his appointment as an Independent Director, as set out at Item No. 3 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: December 9, 2024

**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



**Details of Directors seeking appointment at the Extra-Ordinary General Meeting of the Company to be held on January 7, 2025 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. Selcuk Karacay (DIN: 10788902)**

Mr. Selcuk Karacay (aged 61 years) holds a Bachelor's degree in law from the Istanbul University in Turkey and is a member of the Istanbul Bar Association.

Mr. Karacay began his professional career as a lawyer and legal counsel in 1983 and has over 41 years of experience. He has worked as the Chief Legal Officer and part of the management team of Vodafone Turkey since 2006. He is currently serving as the executive board member and consultant for Vodafone Turkey and is a Non-Executive Director on the Board of Directors of a number of Vodafone Turkey companies (including as the Chairman/Deputy Chairman on the board of certain companies). He also acted as the member of Board of Directors and Audit Committee of Vodafone Egypt, Legal HUB Leader of Vodafone Turkey Egypt Qatar, Vodafone Group Legal Leadership Team Member, Compliance Leadership Team Member and AMAP Region Crisis Committee Legal Representative. Prior to Vodafone, he has also been the Chief Legal Counsel of many organizations, including Site Bank, Ege Çelik Group & Liman Hizmetleri ve Nakliyecilik A.S. & Surmeli Group and Star Media Group Companies.

**Mr. Sunirmal Talukdar (DIN: 00920608)**

Mr. Sunirmal Talukdar (aged 73 years) is a Chartered Accountant and B.Sc. (Bachelor of Science) from St. Xavier's College, Calcutta University.

He has over three decades of rich & comprehensive experience backed by benchmark competencies in the areas of Strategic & Tactical Planning, Mergers & Acquisitions, Corporate Governance, Project Evaluation & Financing, Equity & Debt Syndication, Internal Control / Audit Compliance, Direct, Indirect & International Taxation, Organizational Restructuring etc.

In the past he occupied the position of Group Executive President and Chief Financial Officer of Hindalco Industries Limited and retired in December 2011. He has also worked with Haldia Petrochemicals Limited as CFO for two years.

He holds Independent Directorship in various listed and unlisted companies viz. Aditya Birla Real Estate Limited, Aditya Birla Fashion and Retail Limited, Heubach Colorants India Limited, Sasken Technologies Limited, Innvol Medical India Limited and Indvinity Clothing Retail Private Limited.

## B. Other Details

<b>Particulars</b>	<b>Mr. Selcuk Karacay</b>	<b>Mr. Sunirmal Talukdar</b>
Directors Identification Number	10788902	00920608
Age / Date of Birth	61 years / May 25, 1963	73 years / December 6, 1951
Qualifications	Bachelor's degree in law from the Istanbul University in Turkey	Chartered Accountant, BSc. (St. Xavier's College, Calcutta University)
Nature of Appointment / re-appointment	Appointment as Non-Executive Director	Appointment as an Independent Director
Terms and condition of appointment	His office shall be liable to retire by rotation.	He shall hold office from December 27, 2024 to December 5, 2026. His office shall not be liable to retire by rotation.
Experience	41+ years	45 + years
Nature of his expertise in specific functional areas	Industry knowledge & Innovation Risk Management Legal Compliance Sales and Marketing Strategy Corporate Governance Sustainability Human Resource Development General Management	Financial Expertise Risk Management Legal Compliance Strategy Corporate Governance General Management
Remuneration sought to be paid and last drawn	Nil	Nil
Date of First appointment in the Company	October 30, 2024	December 27, 2024
Number of shares held in the Company as on the date of the Notice	Nil	8,223
Relationship with other Directors/ Manager/ KMPs	None	None
Number of meetings of the board attended during the year	1/1	Not Applicable
Directorships of other Indian Companies	None	Aditya Birla Real Estate Limited Aditya Birla Fashion and Retail Limited Indivinity Clothing Retail Private Limited Heubach Colorants India Limited Innvol Medical India Limited Sasken Technologies Limited

<b>Particulars</b>	<b>Mr. Selcuk Karacay</b>	<b>Mr. Sunirmal Talukdar</b>
Chairmanships/ Memberships of Committees in other Indian Companies	None	<p><b>Aditya Birla Fashion and Retail Limited</b></p> <p>Audit Committee – Chairperson Nomination and Remuneration Committee – Member Risk Management Committee – Chairperson</p> <p><b>Sasken Technologies Limited</b></p> <p>Audit Committee – Chairperson Risk Management Committee – Member Investment Committee - Chairperson</p> <p><b>Heubach Colorants Limited</b></p> <p>Audit Committee – Chairperson Nomination and Remuneration Committee – Chairperson Stakeholders’ Relationship Committee - Member Risk Management Committee – Chairperson</p> <p><b>Aditya Birla Real Estate Limited</b></p> <p>Audit Committee – Chairperson Nomination and Remuneration Committee – Member Stakeholders’ Relationship Committee – Member Risk Management Committee – Chairperson Finance Committee - Member</p>
Listed Companies from which the person has resigned/retired on completion of tenure in the past 3 years	None	<p>Titagarh Rail Systems Limited India Carbon Limited</p>