

**VODAFONE IDEA LIMITED**

CIN: L32100GJ1996PLC030976

Registered Office: Suman Tower, Plot No. 18, Sector - 11, Gandhinagar - 382 011, Gujarat**E-mail:** shs@vodafoneidea.com **Website:** www.myvi.in**Tel.:** + 91-79-66714000 **Fax:** +91-79-23232251**NOTICE OF THE TWENTY NINTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Vodafone Idea Limited will be held on Wednesday, 28th day of August, 2024 at 4:00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Ravinder Takkar (DIN: 01719511), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sunil Sood (DIN: 03132202), 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 2024-25**

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 accounting records of the Company for the Financial Year ending March 31, 2025.

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

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

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Companies (Meetings of Board and

its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") (including any amendment, modification, variation or re-enactment to any of the foregoing), the Company's Policy on the Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to approve / ratify all existing contracts/ arrangements/ agreements/transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), including any modifications, alterations or amendments thereto, for an aggregate value of approximately ₹ 12,000 crore and ₹ 14,500 crore during the FY 2024-25 and FY 2025-26 respectively, entered into / to be entered in the ordinary course of business and on an arm's length basis with Indus Towers Limited ("**Indus**") a 'Related Party' within the meaning of the Act and the Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and Indus.

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

6. Appointment of Mr. Rajat Kumar Jain as an Independent Director of the Company for a period of five years effective August 31, 2024

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 other applicable Rules, if any, Regulations 17, 25(2A) and other applicable provisions, if any, of 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, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Rajat Kumar Jain (DIN: 00046053), being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations 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 an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, with effect from August 31, 2024 to August 30, 2029."

7. To increase the term of Mr. Ashwani Windlass as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and based on the recommendation of the

Nomination and Remuneration Committee and approval of the Board of Directors, the second term of Mr. Ashwani Windlass (DIN: 00042686), who holds office as an Independent Director not liable to retire by rotation, be and is hereby increased from 3 (three) consecutive years to a period of 5 (five) consecutive years with effect from August 31, 2021 upto August 30, 2026.”

8. To increase the term of Ms. Neena Gupta as an Independent Director

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

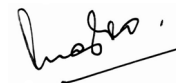
“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the second term of Ms. Neena Gupta (DIN: 02530640), who holds office as an Independent Director not liable to retire by rotation, be and is hereby increased from 3 (three) consecutive years to a period of 5 (five) consecutive years with effect from September 17, 2021 upto September 16, 2026.”

9. To increase the term of Mr. Suresh Vaswani as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the second term of Mr. Suresh Vaswani (DIN: 02176528), who holds office as an Independent Director not liable to retire by rotation, be and is hereby increased from 3 (three) consecutive years to a period of 5 (five) consecutive years with effect from February 8, 2022 upto February 7, 2027.”

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



Pankaj Kapdeo
Company Secretary
Membership No.:ACS-9303

Place : Mumbai
Date : July 29, 2024

Registered Office:

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

NOTES:

GENERAL:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September, 2023, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India (“SEBI”) (“the Circulars”), companies are allowed to hold Annual General Meeting (“AGM”) through video conference/other audio visual means (“VC / OAVM”) upto 30th September, 2024, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC / OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item Nos. 4 to 9 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 4 to 9 as Special Business as they are unavoidable in nature. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, (‘ICSI’) in respect of Director seeking appointment/re-appointment/increase in term at this AGM is annexed hereto.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. Suman Tower, Plot No. 18, Sector 11, Gandhinagar – 382 011, Gujarat, which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, the certificate from the Secretarial Auditor of the Company certifying that the ESOS Schemes of the Company are being implemented in

accordance with the SEBI 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. August 28, 2024. 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 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more Equity Shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
9. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to umesh@umeshvedcs.com with a copy marked to evoting@nsdl.com. Institutional members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

DISPATCH OF ANNUAL REPORT:

10. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent through e-mail to those members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and the Annual Report will also be available on the Company's website www.myvi.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.
11. Members who have still not registered their 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 environment friendly effort of the Company and get their e-mail IDs registered.

BOOK CLOSURE:

12. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from Wednesday, August 21, 2024 to Wednesday, August 28, 2024 (both days inclusive) for the purpose of Annual General Meeting.

DECLARATION OF VOTING RESULT:

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

UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:

15. In terms of the provisions of Section 124(5) of the Act, the unpaid / unclaimed dividend for the Financial Year 2012-13, 2013-14 and 2014-15 have been transferred to IEPF established by the Central Government.

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

During the Financial Year 2023-24, the Company has transferred to IEPF, the following unclaimed dividends and corresponding shares pertaining thereto:

Particulars	Amount of Dividend (In ₹)	Number of Shares
Final Dividend 2015-16	1,393,504	464,432

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

OTHER USEFUL INFORMATION:

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

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

Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at www.myvi.in, and website of the Registrar and Transfer Agent ('RTA') at www.bigshareonline.com. Members are requested to submit the

said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

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

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

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

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

PROCEDURE FOR JOINING AGM THROUGH VC / OAVM:

20. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access by following the steps mentioned herein below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join Meeting" menu against Company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Members who do

not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

21. Members are encouraged to join the Meeting through Laptops for better experience.
22. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
23. 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.
24. 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 from Wednesday, August 21, 2024 from 09:00 A.M. to Saturday, August 24, 2024 upto 5:00 P.M.
25. 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 from Wednesday, August 21, 2024 from 09:00 A.M. to Saturday, August 24, 2024 upto 5:00 P.M. The same will be replied by the Company suitably.
26. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

PROCEDURE FOR E-VOTING BEFORE/DURING THE AGM:

27. 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.
28. The remote e-voting period commences on Saturday, August 24, 2024 at 9:00 A.M. and ends on Tuesday, August 27, 2024 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. Wednesday, August 21, 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.
29. 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.
30. 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.
31. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. August 21, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 48867000 and 022 - 24997000.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 21, 2024 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

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

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

Step 1: Access to NSDL e-voting system

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.	a. Existing IDeAS user can visit the e-services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

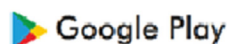
Type of Shareholders Login Method

b. If you are not registered for IDeAS e-services, option to register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>.

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

d. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

a. Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then using your existing Myeasi username & password.

b. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the 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 & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.

Type of Shareholders Login Method

- c. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- d. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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.
 - (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.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 to reset the password.
- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on the toll-free number +91-22-48867000 or send a request to Ms. Prajakta Pawle at 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.

- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN Card), AADHAR (self attested scanned copy of Aadhar Card) to shs@vodafoneidea.com. If you are an Individual 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 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 AGM ARE AS UNDER:

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/Shareholders, who will be present in the AGM 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 AGM.
- iii. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

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



Pankaj Kapdeo
Company Secretary

Membership No.:ACS-9303

Place : Mumbai
Date: July 29, 2024

Registered Office:

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

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 9 of the accompanying Notice dated July 29, 2024.

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 accounting 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, 2025, 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, 2025.

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

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

Item No. 5

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Section 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”), as amended from time to time, prior approval of the members through ordinary resolution is required for all material related party transactions, even where such transactions are entered into in the ordinary course of business and on an arm’s length basis. Under the Listing Regulations (as amended and applicable w.e.f. April 1, 2022), a transaction with a related party is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during the Financial Year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company, whichever is lower. Further, no related party of the Company shall vote to approve a resolution for such a related party transaction, irrespective of whether such related party is a party to the particular transaction.

Indus Towers Limited (“**Indus**”), is a ‘Related Party’ of the Company under Section 2(76) of the Act. The Company has existing arrangements with Indus which are in the ordinary course of business and on an arm’s length basis. Members may note that the Company has been undertaking transactions

with Indus in the past financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals from the Audit Committee as well as by the Shareholders of the Company.

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

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

Particulars	Information
Name of the Related Party	Indus Towers Limited (" Indus ")
Nature of Relationship	Entities having significant influence [includes Subsidiaries / JV / Associates of the entity to which the Company is a JV]
Name of the Directors or Key Managerial Personnel, who is related, if any and nature of relationship	Mr. Ravinder Takkar and Mr. Sunil Sood, Non-Executive Directors of the Company are nominees of Vodafone Group on the Board of Indus.
Nature of Contract	Availing of services under Master Service Agreement(s) (" MSA ") for Passive Infrastructure Services and related Operations & Maintenance Services, Rendering of service(s) including telecommunication services viz. mobile, leased line broadband facility etc.
Material terms, particulars and duration of the contract/ arrangement	Passive Infrastructure Services are provided by Indus mainly on co-sharing basis for each passive infrastructure site, after obtaining necessary approvals, which enables the Company to deploy active telecommunications equipment on sites for providing telecom services. The MSA provides for details of various terms and conditions under which the Company avails such services. The key terms and conditions include conditions for sharing of passive infrastructure at a site, Service Level Agreements (SLAs), related operations and maintenance services, deployment timelines, governance mechanism, etc. The MSA also provides for details of commercial arrangement on the basis of which the services are availed by the Company which include standard charges, annual increment, various site premiums and additional charges on the basis of equipment installed by the Company. The maximum term of each tenancy service contract executed for each passive infrastructure site under the MSA is 7 to 15 years or more, with either party having a right to terminate, subject to certain conditions.
Date of Approval of the Board/ Audit Committee	Audit Committee : May 16, 2024 Board Meeting : May 16, 2024

Particulars	Information
Value of Transaction for the year ended March 31, 2024	Availing of Services : ₹ 8,842 Crore
Estimated Value of Transactions	Approximately ₹ 12,000 Crore for FY 2024-25, Approximately ₹ 14,500 Crore for FY 2025-26
Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	<p>Based on the annual consolidated turnover of the Company for Financial Year 2023-24, the estimated transaction value with Indus for Financial Year 2024-25 and Financial Year 2025-26, shall account for around 28% and 34% respectively.</p> <p><i>Note: The percentage above is based on the consolidated turnover of Financial Year 2023-24 and the actual percentage for Financial Year 2024-25 and Financial Year 2025-26 shall depend upon consolidated turnover of the Company for Financial Year 2024- 25 and Financial Year 2025-26.</i></p>
Details about valuation/ arm's length and ordinary course of business	The proposed related party transactions are purely operational/ integral part of Company's operations given the nature of telecommunication industry and are under the ordinary course of business of the Company and on arm's length basis.
Rationale/ benefit of the transactions with Indus Towers Limited or the justification as to why the transactions with Indus Towers Limited are in the interest of the Company	<p>The strategic advantages for the Company in transacting with Indus / justification as to why the transactions with Indus Towers are in the interest of the Company, are as follows:</p> <ol style="list-style-type: none"> Indus is one of the world's largest telecom tower companies, with a nationwide presence covering all 22 telecom circles in India. Therefore, the Company remains in a better position with Indus Towers in terms of tower sharing process, site selection, speed and quality of acquisition and deployment, the service levels, uptime, site electrification requirements and the governance process etc. Availability of such synergies in the operational processes helps the Company in providing improved quality of services and maintaining consistent high service standards across the business. Network requires site infrastructure to be established for providing mobility & enterprise services. Sites planned in the network are defined so that they can provide best coverage & performance for services provided by the Company. As establishment of infrastructure is capital intensive, the contracts/ agreements with infrastructure partners are built for long term period. Therefore, to enable Company maintain continuity of services, experience & contractual obligations, the Company needs to continue to use such passive infrastructure established with Indus Towers on long-term basis. Switching the passive infrastructure sites may not be prudent for the Company as switching off such sites comes with disruption in the network as well as surrender penalty

Particulars	Information
	<p>for the infrastructure, the terms of which are part of such infrastructure contracts. The arrangement with Indus Towers places the Company well to benefit from optimization of sites (within the eligibility of the contracts) thereby bringing in optimized cost structure driven by scale, reduction in operational expenditure and improvement of expenditure.</p>
	<p>d) The Company also fiberizes required passive infrastructure sites for backhaul which again is long term cost once incurred. Therefore, switching to other new partners or moving such sites would need fiber infrastructure to be adjusted accordingly which may adversely impact the cost-effectiveness and also impact Company's backhaul topology as multiple sites are inter-connected for creating end to end backhaul network.</p>

Based on the audited financial statements for the year ended March 31, 2024, the estimated value of transactions with Indus in respect of Financial Year 2024-25 and the estimated value of transactions for the Financial Year 2025-26 is likely to exceed the threshold prescribed under the Listing Regulations. Thus, the transactions with Indus will be considered as material related party transactions under the Listing Regulations and would require the approval of the members by way of an ordinary resolution.

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

The Board of Directors of the Company, at its meeting held on May 16, 2024, on the approval and recommendation of the Audit Committee and subject to approval of the members, approved the above proposals such that the maximum value of the Related Party Transaction with Indus in any one financial year does not exceed the amounts specified above with regard to the estimated value of transaction.

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

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

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

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors approved the appointment of Mr. Rajat Kumar Jain (DIN: 00046053) as Director qualifying as Independent Director of the Company for a term of five consecutive years w.e.f. August 31, 2024 upto August 30, 2029, not liable to retire by rotation, subject to approval of the Members. Mr. Rajat Kumar Jain has consented to act as a Director of the Company, if appointed. The Company has received declaration from Mr. Rajat Kumar Jain 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. Rajat Kumar Jain 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. Rajat Kumar Jain is a person of integrity and possess 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 Annual General Meeting and is also available on the website of the Company <https://www.myvi.in/investors/corporate-governance>.

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

A brief resume in respect of appointment of Mr. Rajat Kumar Jain including the disclosures as required under the provisions of Listing Regulations and 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. Rajat Kumar Jain 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, the Board accordingly recommends the Special Resolution as set out at Item No. 6 of this Notice for your approval.

Item No. 7

At the Annual General Meeting of the Company held on September 29, 2021, the shareholders of the Company had, by way of a special resolution, approved the re-appointment of Mr. Ashwani Windlass as an independent director, not liable to retire by rotation, for a second term and for a period of 3 (three) years with effect from August 31, 2021 to August 30, 2024.

Under the provisions of Section 149 of the Companies Act, 2013 (“Act”), an independent director may be appointed for 2 (two) consecutive terms and each term should not exceed 5 (five) years. Given his professional background, experience and contributions made by him during his tenure, the Board of Directors of the Company at its meeting held on July 29, 2024 on the recommendation of the Nomination and Remuneration Committee believe that it would be in the interest of Company to increase the second term of Mr. Ashwani Windlass from 3 (three) consecutive years to a period of 5 (five) consecutive years with effect from August 31, 2021 upto August 30, 2026 in accordance with the provisions of the Act.

In the opinion of the Board, Mr. Ashwani Windlass fulfills the conditions specified in the Act and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the increase in his term of appointment as an Independent Director of the Company and is independent of the management. A copy of the amended letter for appointment of Mr. Ashwani Windlass as an Independent Director setting out the terms and conditions would be available for inspection in the manner specified in the Notice up to the date of the Annual General Meeting.

Except Mr. Ashwani Windlass 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.

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

Item No. 8

At the Annual General Meeting of the Company held on September 29, 2021, the shareholders of the Company had, by way of a special resolution, approved the re-appointment of Ms. Neena Gupta as an independent director, not liable to retire by rotation, for a second term and for a period of 3 (three) years with effect from September 17, 2021 to September 16, 2024.

Under the provisions of Section 149 of the Companies Act, 2013 (“Act”), an independent director may be appointed for 2 (two) consecutive terms and each term should not exceed 5 (five) years. Given her professional background, experience and contributions made by her during her tenure, the Board of Directors of the Company at its meeting held on July 29, 2024 on the recommendation of the Nomination and Remuneration Committee believe that it would be in the interest of Company to increase the second term of Ms. Neena Gupta from 3 (three) consecutive years to a period of 5 (five) consecutive years with effect from September 17, 2021 upto September 16, 2026 in accordance with the provisions of the Act.

In the opinion of the Board, Ms. Neena Gupta fulfills the conditions specified in the Act and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the increase in her term of appointment as an Independent Director of the Company and is independent of the management. A copy of the amended letter for appointment of Ms. Neena Gupta as an Independent Director setting out the terms and conditions would be available for inspection in the manner specified in the Notice up to the date of the Annual General Meeting.

Except Ms. Neena Gupta and her 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.

The Board accordingly recommends the Special Resolution as set out in Item No. 8 of this Notice for your approval.

Item No. 9

At the Extraordinary General Meeting of the Company held on March 26, 2022, the shareholders of the Company had, by way of a special resolution, approved the re-appointment of Mr. Suresh Vaswani as an independent director, not liable to retire by rotation, for a second term and for a period of 3 (three) years with effect from February 8, 2022 to February 7, 2025.

Under the provisions of Section 149 of the Companies Act, 2013 ("Act"), an independent director may be appointed for 2 (two) consecutive terms and each term should not exceed 5 (five) years. Given his professional background, experience and contributions made by him during his tenure, the Board of Directors of the Company at its meeting held on July 29, 2024 on the recommendation of the Nomination and Remuneration Committee believe that it would be in the interest of Company to increase the second term of Mr. Suresh Vaswani from 3 (three) consecutive years to a period of 5 (five) consecutive years with effect from February 8, 2022 upto February 7, 2027 in accordance with the provisions of the Act.

In the opinion of the Board, Mr. Suresh Vaswani fulfills the conditions specified in the Act and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the increase in his term of appointment as an Independent Director of the Company and is independent of the management. A copy of the amended letter for appointment of Mr. Suresh Vaswani as an Independent Director setting out the terms and conditions would be available for inspection in the manner specified in the Notice up to the date of the Annual General Meeting.

Except Mr. Suresh Vaswani 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.

The Board accordingly recommends the Special Resolution as set out in Item No. 9 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 : July 29, 2024

Registered Office:

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

Details of Directors seeking appointment/ reappointment at the Twenty Ninth 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 is the Non-Executive Chairman of our Company. He holds a Bachelor's degree in Science from Loyola Marymount University, USA in 1991. He has an overall work experience of over 32 years of which 30 years is with Vodafone. Prior to his current role as the Non-Executive Chairman of the Company, Mr. Takkar was the Managing Director & CEO up till August 18, 2022. 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. He was also a CEO of Vodafone Romania for three years and CEO of Vodafone Partner Markets in London. Mr. Takkar 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 of Vodafone Group.

Mr. Sunil Sood (DIN: 03132202)

Mr. Sunil Sood, is a Non- Executive Director of the Company. He is an alumnus of Harvard Business School, and a distinguished alumni awardee of IIM, Calcutta and IIT Delhi. He started his telecom journey with Vodafone in 2000 and over the years has held several senior positions including MD & CEO for Vodafone India Ltd (April 2015 – August 2018). He was the Group Commercial Director, AMAP and Group M-Pesa & Financial Services Director of Vodafone Plc. from September 2018 to September 2020. He began his career in the FMCG industry with Lakme in various roles across India and also did roles in other emerging markets in Africa and South East Asia, including the role of CEO of PepsiCo in Bangladesh. His career and experience gained in FMCG, Telecommunications and Fin-Tech extends over 36 years. He is currently a Board member of Vodacom South Africa. He was the former Chairman of Cellular Operators Association of India (COAI), an industry body for GSM telecom operators in India as well as the former Chairman of the British Business Group (BBG) Mumbai, a confederation of organizations with interests in India and UK and a member of several prestigious industry bodies/associations/public policy forums.

Mr. Rajat Kumar Jain (DIN: 00046053)

Mr. Rajat Kumar Jain, an alumnus of IIT-Delhi and IIM Ahmedabad is a corporate leader turned into startup enthusiast. He is a Founder Director of PadUp Ventures, a Knowledge and Mentoring Platform, focusing on providing deep mentoring and incubation services to early stage tech startups as well as a knowledge partner to other Incubators in India. After a 30+ years career in Corporate India in leadership roles, Rajat is now a Non-Executive Independent Director on several Boards including Aditya Birla Finance Limited, Fino Payments Bank Limited and Mahindra Holidays & Resorts India Limited. He is also a trustee on the Board of the wellknown Make a wish Foundation, as well as Braj Foundation, an NGO focused on environment and water conservation and an Advisor to the E&H Foundation, working for the education and health of underprivileged kids in Uttar Pradesh. In his corporate career, he has worked in the FMCG, media & entertainment, technology and telecom sectors in India, both at young stage companies and MNCs like Unilever, Sony, Walt Disney and Xerox.

Mr. Ashwani Windlass (DIN: 00042686)

Mr. Ashwani Windlass is an MBA from Faculty of Management Studies, University of Delhi. He holds B.Com with a gold medal and a post-graduation in Journalism (B.J.) from Punjab University, Chandigarh. He is a leading strategy, telecom and technology professional, currently engaged in advisory/mentoring roles at the Board/CEO level, after over four decades of top management experience. Mr. Windlass has been the Founder Jt. Managing Director of Max India Limited, Founder Managing Director of Hutchison Max Telecom (since rechristened as Vodafone Idea Limited) and Vice Chairman & Managing Director of Reliance Telecom Limited. Apart from being Chairman of SA & JVs, MGRM Inc., USA a global research initiative on human life cycle based services and Chairman of Bata India Limited, he also serves on the Boards of Hitachi MGRM Net Limited, Bata India Limited and Jubilant Foodworks Limited, among others.

Ms. Neena Gupta (DIN: 02530640)

Ms. Neena Gupta is a law graduate from Delhi University and has a management degree in Marketing and HR from Fore School of Management, Delhi. She also holds B.A. degree in History from Delhi University. She has worked as an Executive Director (Strategy and M&A) and is currently Group General Counsel with InterGlobe Enterprises United. Prior to InterGlobe, she was a partner with law firm J. Sagar & Associates. She has vast experience in the field of strategic sale and divestments, capital market transactions, mergers and acquisitions and legal and international taxation.

Mr. Suresh Vaswani (DIN: 02176528)

Suresh Vaswani holds a Bachelor of Technology (Honours) degree in Metallurgical Engineering from Indian Institute of Technology, Kharagpur and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He is Senior Director and Operating Partner at Everstone Capital, Board member of US based IT Services companies Servion Global Solutions Inc., Board member of Tech/SAAS companies Innoveo AG Switzerland and Acqueon US where he is also the Chairman. He also serves as an Independent Director on the Board of Mastek Limited and ICICI Prudential Life Insurance Company Limited. He has several years of experience in IT/IT leveraged/ Tech business and has served as President of Dell Services globally, Chairman of Dell India, Co-CEO of Wipro IT Business and as General Manager at IBM Global Technology Services.

B. Other Details

Particulars	Mr. Ravinder Takkar	Mr. Sunil Sood	Mr. Rajat Kumar Jain
Directors Identification Number	01719511	03132202	00046053
Age / Date of Birth	56 years / July 5, 1968	63 years / February 9, 1961	60 years / September 13, 1963
Qualifications	Bachelors degree in Science from Loyola Marymount University, Los Angeles.	B.Tech (IIT-Delhi), MBA (IIM – Kolkata)	PGDBM from IIM-Ahmedabad B-Tech (Electrical Engineering) from IIT, Delhi
Nature of Appointment / re-appointment	Re-appointment (pursuant to retirement by rotation)	Re-appointment (pursuant to retirement by rotation)	Appointment as an Independent Director
Terms and conditions of appointment/re-appointment	His office shall be liable to retire by rotation.	His office shall be liable to retire by rotation.	He shall hold office for a term of 5 (five) consecutive years, that is from August 31, 2024 to August 30, 2029. His office shall not be liable to retire by rotation.
Experience	32+ Years	38+ Years	31+ Years
Nature of his expertise in specific functional areas	Industry knowledge & Innovation Financial Expertise Risk Management Sales and Marketing Strategy Technology & Networks Corporate Governance Sustainability Human Resource Development General Management	Industry knowledge & Innovation Financial Expertise Legal Compliance Sales and Marketing Strategy Technology & Networks Sustainability Human Resource Development General Management	Industry knowledge & Innovation Risk Management Sales and Marketing Strategy Technology & Networks Sustainability Human Resource Development General Management
Remuneration sought to be paid and last drawn	Nil	Nil	Nil
Date of First appointment in the Company	August 31, 2018	February 24, 2021	August 31, 2024
Number of shares held in the Company as on March 31, 2024	Nil	7,217	8,727
Relationship with other Directors/ Manager/ KMPs	None	None	None
Number of meetings of the board attended during the year	8/8	8/8	Not Applicable
Directorships of other Indian Companies	1. Indus Towers Limited 2. Cable and Wireless Global (India) Private Limited	1. Indus Towers Limited 2. Jalpak Foods India Private Limited 3. White Spread Foods Private Limited 4. Harvard Business School Club of India	1. Aditya Birla Finance Limited 2. Mahindra Holidays & Resorts India Limited 3. Fino Payments Bank Limited 4. Sanderson Solutions International (India) Private Limited 5. Padup Ventures Private Limited
Chairmanships/ Memberships of Committees in other Indian Companies	Indus Towers Limited CSR Committee (Member) HR & NRC Committee (Member) Cable and Wireless Global (India) Private Limited CSR Committee (Member)	Indus Towers Limited Stakeholders' Relationship Committee (Member)	Fino Payments Bank Limited IT Strategy Committee (Member) Committee of Directors (Chairman) Nomination & Remuneration Committee (Member) Business Corporate Restructuring Committee (Member)

Particulars	Mr. Ravinder Takkar	Mr. Sunil Sood	Mr. Rajat Kumar Jain
			Aditya Birla Finance Limited IT Strategy & Information Security Steering Committee (Chairman) Audit Committee (Member) CSR Committee (Member) Mahindra Holidays & Resorts India Limited Audit Committee (Member) Nomination & Remuneration Committee (Member) Securities Allotment Committee (Member)
Listed Companies from which the person has resigned in the past 3 years	None	None	None

B. Other Details

Particulars	Mr. Ashwani Windlass	Ms. Neena Gupta	Mr. Suresh Choithram Vaswani
Directors Identification Number	00042686	02530640	02176528
Age / Date of Birth	68 years / July 2, 1956	49 years / April 13, 1975	64 years / January 2, 1960
Qualifications	B. Com and Journalism (B.J.),- Punjab University, MBA (FMS-Delhi University)	B.A. (History - Delhi University) L.L.B. (Delhi University) MBA (Marketing & HR - Fore School of Management, Delhi)	BE (IIT – Kharagpur) PG Diploma (IIM-Ahmedabad)
Nature of Appointment / re-appointment	Increase in term of appointment as Independent Director	Increase in term of appointment as Independent Director	Increase in term of appointment as Independent Director
Terms and conditions of appointment/ re-appointment	His term of office as an Independent Director is being increased form 3 years to 5 years w.e.f. August 31, 2021 to August 30, 2026. His office shall not be liable to retire by rotation.	Her term of office as an Independent Director is being increased form 3 years to 5 years w.e.f. September 17, 2021 to September 16, 2026. Her office shall not be liable to retire by rotation.	His term of office as an Independent Director is being increased form 3 years to 5 years w.e.f. February 8, 2022 to February 7, 2027. His office shall not be liable to retire by rotation.
Experience	43+ Years	25+ Years	38+ Years
Nature of his expertise in specific functional areas	Industry knowledge & Innovation Financial Expertise Legal Compliance Sales and Marketing Strategy Technology & Networks Corporate Governance General Management	Risk Management Legal Compliance Sales and Marketing Strategy Corporate Governance Sustainability Human Resource Development General Management	Industry knowledge & Innovation Financial Expertise Risk Management Sales and Marketing Strategy Technology & Networks Corporate Governance Human Resource Development General Management
Remuneration sought to be paid and last drawn	Nil	Nil	Nil
Date of First appointment in the Company	August 31, 2018	September 17, 2018	February 8, 2019
Number of shares held in the Company as on March 31, 2024	Nil	Nil	Nil
Relationship with other Directors/ Manager/ KMPs	None	None	None

Particulars	Mr. Ashwani Windlass	Ms. Neena Gupta	Mr. Suresh Choithram Vaswani
Number of meetings of the board attended during the year	8/8	5/8	7/8
Directorships of other Indian Companies	1. Bata India Limited 2. Jubilant Foodworks Limited 3. HT Media Limited 4. Hitachi MGRM Net Limited 5. Vodafone India Services Private Limited	1. Inter Globe Education Services Limited 2. Srilanand Mansion Private Limited 3. Techpark Hotels Private Limited 4. Caddie Hotels Private Limited 5. Accent Hotels Private Limited 6. Triguna Hospitality Ventures (India) Private Limited 7. InterGlobe Hotels Private Limited 8. AAPC India Hotel Management Private Limited 9. Interglobe Real Estate Ventures Private Limited 10. Interglobe Enterprises Private Limited 11. Motherland Joint Ventures Private Limited 12. HMS Real Estate Private Limited 13. InterGlobe Aircraft Management Services Private Limited	1. Mastek Limited 2. ICICI Prudential Life Insurance Company Limited 3. Instavans Logistics Private Limited
Chairmanships/ Memberships of Committees in other Indian Companies	Bata India Limited Corporate Social Responsibility Committee (Chairman) Nomination & Remuneration Committee (Member) Jubilant Foodworks Limited Audit Committee (Chairman) Sustainability & Corporate Social Responsibility Committee (Member) Risk Management Committee (Member) Investment Committee (Member) HT Media Limited Audit Committee (Member) Hitachi MRGM Net Limited Audit Committee (Member)	None	Mastek Limited Audit Committee (Member) Nomination & Remuneration Committee (Member) Stakeholders Relationship Committee (Member) ICICI Prudential Life Insurance Company Limited Audit Committee (Member) Investment Committee (Chairman) Risk Management Committee (Member) Information Technology Committee (Chairman)
Listed Companies from which the person has resigned in the past 3 years	Hindustan Media Ventures Limited	None	None