



27 August 2024

National Stock Exchange of India Limited
“Exchange Plaza”,
Bandra - Kurla Complex,
Bandra (E),
Mumbai – 400 051

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sirs,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) - Adoption of ‘Vodafone Idea Limited Employee Stock Option and Performance Stock Unit Scheme 2024’ (‘VIL Scheme 2024’)

Ref: “Vodafone Idea Limited” (IDEA/532822)

We wish to inform you that based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held today i.e. August 27, 2024, has considered and approved:

- (i) Formulation, adoption and implementation of an employee stock option scheme namely “Vodafone Idea Limited Employee Stock Option and Performance Stock Unit Scheme 2024” (‘**VIL Scheme 2024**’), contemplating grant of upto 34,85,00,000 Stock Options and Performance Stock Units, constituting 0.50% of the issued share capital of the Company as on 31 July 2024, to eligible employees of the Company, subsidiaries and associate companies, subject to approval of the shareholders of the Company.

The disclosure pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as Annexure - 1.

- (ii) Notice to be sent to the shareholders for seeking approval for VIL Scheme 2024, through Postal Ballot by means of electronic voting (remote e-voting) (“Postal Ballot Notice”) in accordance with relevant circulars issued by the Ministry of Corporate Affairs and SEBI.

The meeting of the Board of Directors commenced at 5:30 p.m. and concluded at 7:00 p.m.

The above is for your information, records and dissemination please.

Thanking you,

Yours truly,
For **Vodafone Idea Limited**

Pankaj Kapdeo
Company Secretary

Encl: As above



Annexure – 1

Sr. No.	Particulars	Remarks
1	Brief details of options granted	A maximum of 34,85,00,000 (Thirty-Four Crore Eighty Five lakhs) Stock Options ('Options') and Performance Stock Units ('PSUs'), constituting 0.50% of the issued share capital of the Company as on 31 July 2024, may be granted under Vodafone Idea Limited Employee Stock Option and Performance Stock Unit Scheme 2024" ('VIL Scheme 2024'), to the eligible employees as determined by the Nomination and Remuneration Committee ('NRC').
2	Whether the scheme is in terms of SEBI (SBE) Regulations, 2021 (if applicable)	Yes, the VIL Scheme 2024 is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
3	Total number of shares covered by these options	Maximum of 34,85,00,000 (Thirty Four Crore Eighty Five lakhs) Options and PSUs are covered under VIL Scheme 2024, which shall entitle 1 (one) fully paid-up equity share of face value of Rs. 10/- each against each Stock Option and PSU exercised.
4	Pricing formula	<p>Option Exercise Price: The Option Exercise Price shall be the Market Price of the Equity Shares one day prior to the date of the Grant of Options.</p> <p>Performance Stock Unit Exercise Price: The PSU Exercise Price shall be the face value of the Shares as on the date of Grant of PSUs.</p>
5	Options vested	Not Applicable at this stage
6	Time within which option may be exercised	The Options and PSUs Granted to a Grantee shall be capable of being Exercised within a maximum period of 5 (five) years from the date of Vesting of the respective Options and PSUs or such other period as may be determined by the NRC from time to time subject to Applicable Laws.
7	Options exercised	Not Applicable at this stage
8	Money realized by exercise of options	
9	The total number of shares arising as a result of exercise of option	
10	Options lapsed	



Sr. No.	Particulars	Remarks
11	Variation of terms of options	The Board or Nomination and Remuneration Committee may, if it deems necessary, alter, amend, suspend or terminate the VIL Scheme 2024, subject to compliance with the applicable laws and regulations.
12	Brief details of significant terms	<ul style="list-style-type: none">- The NRC Shall administer the VIL Scheme 2024- The Options and PSUs granted under the VIL Scheme 2024 shall vest not earlier than minimum period of 1 (One) year and not later than maximum period of 4 (Four) years from the date of grant.
13	Subsequent changes or cancellation or exercise of such options	Not Applicable at this stage
14	Diluted earnings per share pursuant to issue of equity shares on exercise of options	