

VODAFONE IDEA LIMITED
(Formerly Idea Cellular Limited)

CIN: L32100GJ1996PLC030976

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

Email: shs@vodafoneidea.com, Website: www.vodafoneidea.com

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

NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty fourth Annual General Meeting of the Members of Vodafone Idea Limited (Formerly Idea Cellular Limited) will be held on Tuesday, the 27th day of August, 2019 at 12:30 p.m. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Himanshu Kapania (DIN: 03387441), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ravinder Takkar (DIN: 01719511), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration payable to Cost Auditors of the Company for FY 2019-20

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 Rs. 15,00,000/- (Rupees Fifteen 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), appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

5. Re-appointment of Mr. Arun Thiagarajan as an Independent Director of the Company for another term of three years

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, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Arun Thiagarajan (DIN: 00292757), who was appointed as an Independent Director and who holds office of Independent Director upto the conclusion of this Annual General Meeting and who will be attaining the age of 75 years and being eligible and meets the criteria for independence as provided in the Act and the Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term of 3 (three) consecutive years commencing from August 27, 2019 to August 26, 2022.”

6. Appointment of Mr. Krishnan Ramachandran as an Independent Director of the Company for a period of three years effective December 27, 2018

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Krishnan Ramachandran (DIN: 00193357), who was appointed as an Additional Director (Independent) by the Board of Directors of the Company with effect from December 27, 2018, and being eligible and meets the criteria of independence as provided in the Act and the Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company for a term of 3 (three) consecutive years with effect from December 27, 2018, not liable to retire by rotation.”

7. Appointment of Mr. Suresh Vaswani as an Independent Director of the Company for a period of three years effective February 8, 2019

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Suresh Vaswani (DIN: 02176528), who was appointed as an Additional Director (Independent) by the Board of Directors of the Company with effect from February 8, 2019, and being eligible and meets the criteria of independence as provided in the Act and the Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company for a term of 3 (three) consecutive years with effect from February 8, 2019, not liable to retire by rotation.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to ratify/approve all existing contracts/ arrangements/ agreements/ transactions and to enter into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on 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 for the purpose of giving effect to this resolution, 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 for the purpose of giving effect to the above resolution.”

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

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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 for the purpose of giving effect to the above resolution.”

10. Approval for Increase in Authorised Share Capital of the Company and consequential amendment in Capital Clause in the Memorandum of Association 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 13 and 61 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, (including any amendment, modification, variation or re-enactment to any of the foregoing), the Authorised Share Capital of the Company be and is hereby increased from ₹ 3,02,93,00,20,000 (Rupees Thirty Thousand Two Hundred and Ninety Three Crore and Twenty Thousand only) divided into 28,79,30,02,000 (Two Thousand Eight Hundred and Seventy Nine Crore, Thirty Lacs and Two Thousand) equity shares of ₹ 10/- (Rupees Ten only) each and 1,500 (One Thousand Five Hundred) redeemable cumulative non-convertible preference shares of ₹ 1,00,00,000 (Rupees One Crore only) each to ₹ 5,00,00,00,00,000 (Rupees Fifty Thousand Crore only) divided into 48,50,00,00,000 (Four Thousand Eight Hundred and Fifty Crore) equity shares of ₹ 10/- each and 1,500 (One Thousand Five Hundred) redeemable cumulative non-convertible preference shares of ₹ 1,00,00,000 (Rupees One Crore only) by creating additional 19,70,69,98,000 (One Thousand Nine Hundred and Seventy Crore, Sixty Nine Lacs and Ninety Eight Thousand) equity shares of ₹ 10/- each.

RESOLVED FURTHER THAT, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

V. The Authorised Share Capital of the Company is ₹ 5,00,00,00,00,000 (Rupees Fifty Thousand Crore only) divided into 48,50,00,00,000 (Four Thousand Eight Hundred and Fifty Crore) equity shares of ₹ 10/- (Rupees Ten) each and 1,500 (One Thousand Five Hundred) redeemable cumulative non-convertible preference shares of ₹ 1,00,00,000 (Rupees One Crore) each, with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and to attach thereto respectively such preferential qualified or special rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.”

11. Approval of Amendment to Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder including any amendment, modification, variation or re-enactment to any of the foregoing, consent of the members of the Company be and is hereby accorded to the alteration to the Articles of Association of the Company as per the details provided in the Explanatory Statement annexed hereto.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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 for the purpose of giving effect to the above resolution.”

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



Pankaj Kapdeo
Company Secretary
Membership No.:ACS-9303

Place : Mumbai
Date : July 26, 2019

Registered Office:

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

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.
2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business as set out at Item Nos. 4 to 11 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Wednesday, the Tuesday, August 20, 2019 to Tuesday, the August 27, 2019, (both days inclusive) for the purpose of the Annual General Meeting.
5. As per Regulation 40 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited for assistance in this regard.
6. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id, mobile numbers, nominations, bank details to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agents of the Company.
7. Register of Directors and Key Managerial personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will also be available for inspection by the members at the AGM.
8. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect to Directors seeking appointment/ re-appointment at the Annual General Meeting, is annexed to this Notice.
9. The Annual Report of the Company for the Financial Year 2018-19, circulated to the members of the Company, is also uploaded on the Company's website www.vodafoneidea.com in the 'Investor Relations' Section.
10. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.

Shareholders, who have so far not encashed their dividend relating to the financial year 2012-13 are requested to claim the same at the earliest, by writing to the Secretarial Department at the Registered

Office of the Company or to the RTA, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and IEPF suspense account respectively.

11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s).

Members holding shares in physical mode are requested to register their E-mail Id with the Company or its RTA and members holding shares in demat mode are requested to register their E-mail Id with their respective Depository Participants (DP). If there is any change in the E-mail Id already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

12. The Notice of AGM alongwith Annual Report for the financial year 2018-19 is being sent by electronic mode to all the Members whose E-mail addresses are registered with the Company or Depository Participant(s), unless any member has requested for a physical copy of the same. Physical copy of the Notice of AGM along with Annual Report are being sent to those Members who have not registered their E-mail address with the Company or Depository Participant(s).
13. All documents referred to in the Notice shall be available for inspection at the registered office of the Company during normal business hours on working days up to the date of the AGM.
14. At the twenty-second AGM held on June 30, 2017 the members approved appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-seventh AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-fourth AGM.
15. Pursuant to Regulation 44(6) of SEBI Listing Regulations, the Company shall provide live webcast of proceedings of AGM from 12.30 p.m. onwards on Tuesday, August 27, 2019. Members can view the proceeding of AGM by logging on to the e-voting website of NSDL at <https://www.evoting.nsdl.com> using their remote e-voting credentials, where the E-voting Event Number ("EVEN") of Company will be displayed.
16. The route map showing directions to reach the venue of the AGM is annexed.

17. **E-voting**

- (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through E-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote E-voting").
- (ii) The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote E-voting shall be able to exercise their right at the AGM.
- (iii) The Members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- (iv) The remote E-voting period commences on Saturday, August 24, 2019 (9.00 a.m. IST) and ends on Monday, August 26, 2019 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Tuesday, August 20, 2019, 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.

The process and manner for remote E-voting are as under:

A. In case a Member receives an E-mail from NSDL (for Members whose E-mail addresses are registered with the Company/Depository Participants):

- (i) Open the attached PDF File "IDEA remote e-voting.pdf" attached to the mail, using your Client ID or Folio No. as password. The said PDF file contains your User ID and Password/ PIN for remote E-voting. Please note that the Password provided is an initial password. You will not receive this PDF file if you are already registered with NSDL for E-voting, in which case you can use your existing password for casting the vote.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click 'Login'.
- (v) Password change menu will appear. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any person and take utmost care of the same.
- (vi) Home page of remote E-voting will open. Click on remote E-voting - Active Voting cycles.
- (vii) Select Electronic Voting Event Number [EVEN] of Vodafone Idea Limited.
- (viii) Now you are ready for remote E-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through E-mail to umesh@umeshvedcs.com or shs@vodafoneidea.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose E-mail IDs are not registered with the Company/Depository Participant or Members requesting physical copy)

- (i) Initial Password in the format given below is provided at the bottom of the Attendance Slip for the AGM.

EVEN (Electronic Voting Event Number)	User ID	Password/PIN

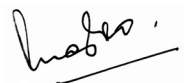
- (ii) Please follow all steps from Sr. No. (ii) to (xii) mentioned above in A, to cast your vote.

C. Other Instructions

- (i) In case of any queries, please refer to the Frequently Asked Questions (FAQs) for members and the remote E-voting user manual for members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.

- (ii) You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- (iii) The voting rights of Members shall be in proportion to their share of the paid-up Equity Share capital of the Company as on the cut-off date i.e. Tuesday, August 20, 2019.
- (iv) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. Tuesday, August 20, 2019, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in.
- (v) 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 have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (vi) A Member may participate in the AGM even after exercising his right to vote through remote E-voting but shall not be allowed to vote again at the AGM.
- (vii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote E-voting, as well as voting at the AGM.
- (viii) Mr. Umesh Ved, proprietor of Umesh Ved & Associates, Practicing Company Secretaries (CP No.2924) has been appointed as the Scrutinizer to scrutinize the remote E-voting process and voting at the AGM in a fair and transparent manner.
- (ix) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote E-voting facility.
- (x) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xi) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.vodafoneidea.com and on the website of NSDL www.evoting.nsdl.com immediately after the results declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be available for inspection at the Registered Office of the Company.

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



Pankaj Kapdeo
Company Secretary
Membership No.:ACS-9303

Place : Mumbai
Date : July 26, 2019

Registered Office:

Vodafone Idea Limited
Suman Tower, Plot No. 18, Sector - 11,
Gandhinagar - 382 011, Gujarat
CIN: L32100GJ1996PLC030976
Email: shs@vodafoneidea.com,
Website: www.vodafoneidea.com
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 11 of the accompanying Notice dated July 26, 2019.

Item No. 4

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

The Board of Directors of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020, at a remuneration of Rs. 15,00,000/- 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, 2020.

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

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

Item No. 5

Mr. Arun Thiagarajan (DIN: 00292757) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement for a term of 5 years with effect from September 26, 2014 and shall hold office upto the conclusion of the ensuing Annual General Meeting (AGM). Pursuant to Section 149(10) and 149(11) of the Companies Act 2013, an Independent Director can be appointed for two consecutive terms not exceeding 5 years each. Accordingly, it is proposed to consider the appointment of Mr. Arun Thiagarajan as an Independent Director of the Company for another term of three years subject to the approval of the shareholders.

Further, Mr. Arun Thiagarajan will attain the age of 75 years in September 2019. In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the members by way of special resolution is required for continuation of directorship of non-executive directors who have attained the age of 75 years. Mr. Thiagarajan can continue as a Director of the Company only after obtaining the approval of the shareholders of the Company by way of special resolution.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Listing Regulations, Mr. Arun Thiagarajan is eligible to be appointed as an Independent Director of the Company and has consented to act as an Independent Director of the Company and provided declarations that he meets the criteria of independence as provided under the Act and Listing Regulations.

The Board based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that given the background, experience and significant contribution made by him during his tenure and above all him being in good health and of sound and alert mind, recommended, the re-appointment of Mr. Arun Thiagarajan as an Independent Director for another term of three years commencing from August 27, 2019 to August 26, 2022.

In the opinion of the Board, Mr. Arun Thiagarajan fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations, and is independent of the management.

A copy of the letter of appointment of Independent Directors, setting out the terms and conditions for the appointment of Independent Directors 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 www.vodafoneidea.com.

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. Arun Thiagarajan to be re-appointed as an Independent Director as per the provisions of the Act.

A brief resume of Mr. Arun Thiagarajan including the disclosures as required under the provisions of the Act and the Listing Regulations are set out as an Annexure to the Notice.

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

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services and accordingly recommends the Special Resolution as set out in Item No. 5 of this Notice for your approval.

Item No. 6 and 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Krishnan Ramachandran (DIN:00193357) and Mr. Suresh Vaswani (DIN: 02176528) as Additional Directors qualifying as Independent Director(s) of the Company for a term of three years w.e.f. 27 December 2018 and 8 February 2019, not liable to retire by rotation, subject to approval of the Members.

The Company has received declarations from Mr. Krishnan Ramachandran and Mr. Suresh Vaswani confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. Mr. Krishnan Ramachandran and Mr. Suresh Vaswani are also not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors of the Company.

In the opinion of the Board, Mr. Krishnan Ramachandran and Mr. Suresh Vaswani fulfil the conditions for their appointment as an Independent Director as specified in the Act and the Listing Regulations, and are independent of the management.

A copy of the letter of appointment of Independent Directors, setting out the terms and conditions for the appointment of Independent Directors 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 www.vodafoneidea.com.

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. Krishnan Ramachandran and Mr. Suresh Vaswani to be re-appointed as an Independent Director(s) as per the provisions of the Act.