



5 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: Notice of 29th Annual General Meeting and Annual Report for the Financial Year ended 31st March, 2024

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

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of 29th Annual General Meeting ('AGM') of the Company along with the Annual Report for the Financial Year ended 31 March, 2024.

The Notice of the AGM and the Annual Report is being dispatched electronically to those members whose e-mail ids are registered with the Company / Depositories.

The Notice of the AGM and the Annual Report is also being uploaded on the Company's website and can be accessed at www.myvi.in.

The above is for your information and records please.

Thanking you,

Yours truly,
For **Vodafone Idea Limited**

Pankaj Kapdeo
Company Secretary
Encl: As above



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:**

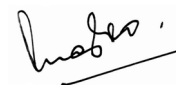
“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, if any, the Securities and Exchange Board of India (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:

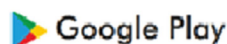
Type of Shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.	a. Existing IDeAS user can visit the e-services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the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

VI!

**together for
tomorrow**



**Vodafone Idea Limited
Annual Report 2023-24**

Be Someone's We

CHAIRMAN'S LETTER TO SHAREHOLDERS

Dear Shareholders,

Your Company, a partnership between two strong promoters Aditya Birla Group and Vodafone Group, is the third largest telecommunications provider in India, offering Voice, Data, Enterprise Services and other Value Added Services (“VAS”), including Short Messaging Services, Digital Services, IoT Services etc. As of March 31, 2024, the subscriber market share of your Company stands at 20.7% as per TRAI Subscription Report.

Your Company continues to follow its well-defined strategy to remain competitive in the market, despite being significantly limited on investments. VIL delivered a second successive year of revenue and EBITDA growth, clearly reflecting its ability to effectively operate and compete in the market.

Your Company provides 4G coverage to more than 1 billion Indians as it continues to make significant improvement in its voice quality and enhance data capacity to offer superior network experience for its customers. During the year a large part of 4G capacity expansion was achieved through re-farming the spectrum from 3G to 4G. In five circles, VIL has completely re-farmed its 3G spectrum to 4G and is working towards the same in the remaining circles. VIL has also expanded the Voice Over Wi-Fi (VoWiFi) service in most of the markets, enhancing the voice experience of its 4G customers.

Your Company has also been focusing on a digital-first approach, digitizing all its customer touchpoints as well as distribution channels. VIL has launched ‘Vi One’; a converged proposition for consumers, offering broadband + mobility + OTT services under one plan, which is an ‘Industry first’ for pre-paid segment. Further, VIL has integrated all content offerings; Movies, Web Series, TV channels, Games, etc. on the Vi app allowing easier access to all

its content offerings without having to download multiple apps. VIL is also working towards strengthening its content partnership portfolio to offer Telco++ experience to its customers.

For the Business Services, your Company remains on path of transforming itself from a Telco to a Techco and continues to expand its offerings beyond connectivity. The Vi Business Plus Mobility service offered by VIL includes mobile security features to safeguard sensitive data and mitigate cyber threats. The integrated IoT solutions offered by VIL across mobility, infrastructure and utility segments are expected to further improve your Company's position in these segments. VIL, through a combination of own assets and through strategic collaborations, also offers multi-cloud marketplace as well as is in the process of developing colocation and Infrastructure-as-a-Service (IaaS) services. VIL's 'ReadyForNext' digital assessment platform for SMEs and small office/home offices is positioned towards capturing a larger market share from these segments.

Further, in June 2024, your Company has undertaken several tariff interventions in the prepaid as well as postpaid offerings across all price points, including unlimited plans as well as combo vouchers. Staying true to its philosophy of supporting entry level users and progressively linking higher prices to increased usage, changes in entry level plans were kept minimal. However, the tariffs continue to remain low and need further increase to improve overall industry health and generate reasonable returns as well as to promote investments, including investments towards new and emerging technologies.

During June 2024 spectrum auction, your Company renewed its 900 MHz spectrum in UP West and West Bengal circles, while also enhancing its 900 MHz spectrum holding in 7 circles, namely Andhra Pradesh, Tamil Nadu, Karnataka, Punjab, Rajasthan,

UP East and Kolkata. This will enable VIL to dedicate adequate 900 MHz band spectrum for 4G thereby enhancing the experience of its 4G customers in these large markets, particularly the indoor experience. Your Company has also acquired 1800 MHz spectrum in Madhya Pradesh and 2500 MHz spectrum in Bihar, which will help in increasing the network capacity quickly.

During the calendar year 2024, your Company raised ~ ₹ 240 billion via equity issuance - ₹ 180 billion through a Follow-On Public Offer (FPO); ₹ 20.8 billion through preferential allotment to promoters; ₹ 24.6 billion via preferential allotment to Nokia and Ericsson, including ₹ 16 billion through conversion of OCDs into equity. Your Company remains engaged with lenders for debt fund raising. This equity and debt fund raising will enable the Company to make right set of network investments to execute its strategy and effectively compete in the market.

The mobility sector is expected to witness growing demand as the requirement of connectivity across various segments of population is increasing. Further, with the advancement of technology, various Industries are expected to benefit from the connectivity related services offered by mobile operators. These factors will continue to drive the demand for high-speed mobile broadband connectivity. VIL, with a strong subscriber base of 212.6 million (March 31, 2024), 4G population coverage of over 1 billion Indians, large and competitive spectrum profile, extensive distribution reach and a well-established brand along with differentiated digital offerings, is well positioned to effectively compete in the market.

Outlook

Your Company is on the path to achieve its long-term strategic objectives by offering a differentiated experience to its customers on both voice and data as well as to its enterprise customers. Post

the fund raise, your Company is now working towards executing its investment plan to expand its 4G coverage as well as launch 5G services which will enable it to compete more effectively in the market and strengthen its position.

Brand 'Vi' is gaining more affinity across all customer segments. The Company believes, this will enable it to achieve its vision of being a partner to its customers; in building a better today and a brighter tomorrow.

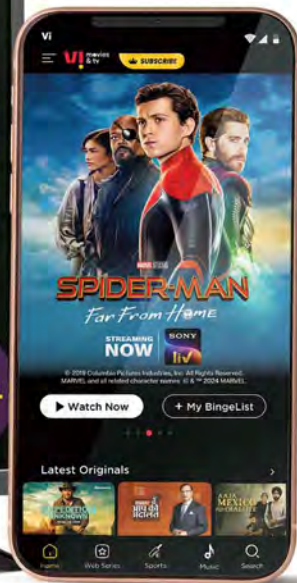
VIL continues to follow a partnership approach to expand its digital offerings to provide Telco++ experience to its mobile customers. Further, VIL is also exploring the potential opportunities using its platform capabilities in collaboration with its partners for its enterprise offerings as it transforms itself from a Telco to a Techco.

Finally, I would also like to take this opportunity to thank the Government of India, DoT, TRAI, State Governments, Lenders, Vendors, Suppliers and Partners who have continued to support in these difficult times and more importantly, acknowledge the unwavering efforts of the employees of your Company who remained focused on delivering their best during these challenging times.

Yours Sincerely,

A handwritten signature in black ink, appearing to read 'Ravinder Takkar', with a horizontal line underneath it.

Ravinder Takkar



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Weekend
Data Rollover



Data Delight

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BOARD OF DIRECTORS



Mr. Anjani Agrawal
Independent Director



Mr. Arun Adhikari
Independent Director



Mr. Ashwani Windlass
Independent Director



Mr. Himanshu Kapania
Non-Executive Director



Mr. Krishnan Ramachandran
Independent Director



Mr. Kumar Mangalam Birla
Non-Executive Director



Ms. Neena Gupta
Independent Director



Mr. Ravinder Takkar
Non-Executive Chairman



Mr. Sateesh Kamath
Non-Executive Director



Mr. Sunil Sood
Non-Executive Director



Mr. Suresh Vaswani
Independent Director



Mr. Sushil Agarwal
Non-Executive Director

CORPORATE INFORMATION

Mr. Akshaya Moondra

Chief Executive Officer

Mr. Murthy GVAS

Chief Financial Officer

Mr. Pankaj Kapdeo

Company Secretary

Statutory Auditors

S.R. Batliboi & Associates LLP
Chartered Accountants
12th Floor, The Ruby,
29, Senapati Bapat Marg,
Dadar (West),
Mumbai - 400 028

Cost Auditors

Sanjay Gupta & Associates
Cost Accountants
C-4E/135, Janakpuri
New Delhi - 110 058

Secretarial Auditors

Umesh Ved & Associates
Company Secretaries
304, Shoppers Plaza V,
Opp. Municipal Market,
C.G. Road, Navrangpura,
Ahmedabad - 380 009

Registrar and Share Transfer Agents

Bigshare Services Pvt. Ltd.
Office No. S6-2, 6th Floor,
Pinnacle Business Park,
Next to Ahura Centre,
Mahakali Caves Road, Andheri (East),
Mumbai - 400 093

Registered Office

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

Corporate Office

Birla Centurion, 10th Floor,
Century Mills Compound,
Pandurang Budhkar Marg,
Worli, Mumbai - 400 030

Corporate Identity Number (CIN)

L32100GJ1996PLC030976

Website

www.myvi.in



share a coffee

break the ice

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DIRECTORS' REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Shareholders,

We have pleasure in presenting the Twenty Ninth Annual Report, together with the audited financial statements of the Company for the Financial Year ended March 31, 2024.

INDIAN WIRELESS SECTOR

The mobile telecommunications industry being an integral part of the Indian economy has contributed significantly to the economic growth and the GDP of the country over a period of last three decades by providing seamless connectivity services to millions of Indians. The continued accessibility to mobile services and low priced tariffs has spurred the growth and deployment of wireless broadband internet. The growth of the mobile telecommunications industry, thus has had a positive influence on the overall economy. The Mobile telecommunication has supported the socio-economic development of India and has played a significant role to narrow down the rural-urban digital divide to some extent as well as it continues to be the pillar of support to the many tele enabled services launched to effectively tackle the needs of our nation. It generates revenue for the Government and creates large employment opportunities for multiple sections of the society, directly and indirectly as well as generate new business opportunities in the Digital Era.

The telecommunications sector is serving as a backbone to the economy and its presence in our lives has been bolstered by the sharp increase in digital adoption across India. It has led to the creation of subcategories that are thriving due to telecom. We are seeing a rise in the adoption of new-age technologies like M2M communication, IoT, drone technology, big data, cloud computing, ML/AI, and robotics that are growing on the bedrock of telecom.

India is the world's second-largest wireless market. Its total wireless subscriber base reached 1,165 million as of March 2024. It is pertinent to note that the industry added 21.6 million subscribers and witnessed a growth of ~2% during Financial Year 2023-24. The overall tele-density increased from 82.5% in FY23 to 83.3% in FY24. However, it is still low at ~83% in comparison with other global markets. As of March 2024, urban tele-density stood at 127.5% and rural tele-density stood at 58.9%. The low rural penetration provides significant headroom for further improvement as rest of India upgrades towards wireless broadband

connectivity. More importantly, the 4G penetration at ~60% in India, is low in comparison to 4G penetration of 118% in China, 126% in UK, 116% in US etc.

India also ranks as the world's second-largest market, in terms of wireless internet subscribers. The number of wireless internet subscribers in the country increased at a CAGR of over 10% during last 5 years to reach 884 million in FY24. The growth during the current financial year 2023-24 was 8.72%. Total wireless data usage in India grew 3.5x during the last 5 years from December 2018 to December 2023. Average Wireless Data Usage per wireless data subscriber per month stands as 19.47 GB in December 2023 as compared to 8.74 GB in December 2018.

The hyper-competition in the sector since FY17 led to unsustainable tariffs; forcing exit of multiple operators and sector consolidation leading to a negative revenue growth for the industry between FY16-FY19. However, from FY20-FY24 stable period followed due to regular price increases and customer upgrade from 2G to 4G and these factors should continue to support the industry growth going forward. The applicable gross revenue of the telecom sector stood at ~ ₹ 2,598 billion in FY24 as per TRAI data.

With low penetration and potential ARPU growth, India continues to remain an attractive market for telecom industry despite the past challenges of hyper-competition and subsequent financial stress in the sector. The consolidation of the industry to three private operators and one government operator positions the industry well to benefit from the growth opportunities on the back of India's digitalization trend and Government's vision of Digital India. The sector requires large investments to offer better services to the customers, as the technologies keeps on evolving so the customer needs. India have the lowest tariffs globally, while the proliferation of unlimited data bundles has led to India being one of the highest data usages (per subscriber) in the world. With this backdrop, all the private operators increased pre-paid as well as postpaid tariffs in June 2024 across price points. While the tariff hike was a step in the right direction, ARPU level reaching to a level which offer reasonable return on investment made by the operators, still has a long way to go.

While the operational challenges continue, the government has fast-tracked reforms in the telecom industry and continues

to be proactive in providing room for growth for telecom sector companies. Over the last few years, the following major initiatives were taken by the government:

- Effective April 2021, Production Linked Incentive schemes for manufacturing of telecom and networking products under Atmanirbhar Bharat Abhiyan for a period of 5 years.
- In September 2021, the government announced comprehensive Telecom Reforms package with measures to address the structural, procedural and liquidity issues.
- In October 2021, the government notified 100% foreign direct investment (FDI) via the automatic route from previous 49% in the telecommunications sector.
- Lowering the reserve price of spectrum in auctions and allowed spectrum payments to be spread over the spectrum validity period of 20 years which enabled the telecom operators to make large commitments in the spectrum auctions as well as towards rolling out the next generation wireless networks.
- Removed Spectrum Usage Charges on spectrum acquired through auctions after 2022.
- Telecommunication Act, 2023 was passed in December 2023, some of the main points addressed in the Act are:
 - o Clearly defined and progressive right of way framework;
 - o Central adjudicatory mechanism has been established;
 - o Penalty structure being rationalized;
 - o Scope of Digital Bharat Nidhi Fund has been expanded;
 - o Central Government may provide for security interest to lenders;
 - o Protection of Telecom Networks as critical infrastructure;
 - o Laying down both the rights as well as the duties of users;

In a separate development, the Spectrum Auction was conducted across 8 frequency bands i.e. Sub GHz band 800 MHz band, 900 MHz band, Supra GHz band - 1800 MHz, 2100 MHz, 2300 MHz, 2500 MHz, Mid 5G spectrum

band 3300 MHz and High spectrum band 26 GHz band. It commenced on June 25, 2024 and concluded on June 26, 2024 after 7 rounds of bidding spread over 2 days, with spectrum of ~ ₹ 113 billion acquired by the telcos.

India is witnessing a digital revolution since the last decade. The telecom industry occupies a unique position at the nexus of technological change, geopolitical strain, economic shift and societal development. The sector provides vital services on which billions of consumers and virtually all businesses rely. The telecom operators are not just offering voice and data services, but also a suite of digital service applications, own as well as through partnerships, and are thus transitioning from being pure telecom service providers to integrated digital service providers offering entertainment, information, security, cloud and storage services. The telcos are working in the broader ecosystems that are transforming this vast industry as they are determined not to rely solely on revenues from connectivity.

COMPANY OVERVIEW

Mobile Business Overview

Your Company, an Aditya Birla Group and Vodafone Group partnership, is a major telecommunication operator in India, offering Voice, Data, and other Value Added Services (“VAS”), business connectivity services including IoT, Cloud, Managed Services etc. Your Company is continuously engaged in introducing newer and smarter technologies for its retail and enterprise customers. Your Company offers technologies with innovative offerings that can be accessed conveniently through an ecosystem of digital channels as well as extensive presence on the ground.

1. Voice Services

Your Company offers Voice services in all 22 service areas. Your Company now covers more than 1.2 billion Indians in over 487,000 census towns and villages with its Voice services. Your Company also provides 4G VoLTE across all 22 circles to provide enhanced voice experience to its 4G subscribers. Your Company has now expanded Voice over WiFi (VoWiFi) calling feature for its subscribers in all circles.

2. Broadband Services

Your Company provides broadband data services on 3G and/or 4G platforms in all 22 service areas of India.

Your Company's broadband coverage is available in over 342,200 census towns and villages, covering more than 1 billion of the Indian population. The population coverage on 4G is more than 1 billion as well, as of March 31, 2024. Your Company has thus seen a steady rise in 4G subscriber penetration (as a percentage of reported subscribers) increasing from 54.3% in Q4FY23 to 59.4% in Q4FY24. As your Company continues to focus on 4G network expansion, 4G subscriber penetration should further improve in the coming years.

3. Content and Digital Offerings

Your Company offers not just enriched connectivity but also an array of digital products and services to complement the core business to address the requirements of today's digital society enabling individuals and enterprises to get a range of benefits and value-adds. As Vi continues to strengthen its partnership portfolio, your Company has integrated all content on Vi App to allow easier access to users without having to download multiple apps. With this integration now Vi users can watch Movies, Web Series, live TV channels, play Games and watch short Videos on the Vi App.

To enable access to the best in class content to the customers, your Company has relaunched Vi Movies & TV as a paid subscription service offering multiple OTTs under one plan, specifically targeting Smart TV consumers, who can get all their favourite OTTs through one plan. Company has brought 17 OTT partners onboard for this offering including the likes of Disney+ Hotstar, Zee5, SonyLiv, Fancode, Klikk, Atringii, Ullu, Manorama Max, Chaupal, Playflick, Namma Flix, Distro TV, Shemaroo ME, Hungama, YuppTV, NexGTV and Pocket Films. Additionally, the subscription also allows access to 400+ TV channels. In order to offer a superlative viewing experience with a convenience of discovering all the content from the partner apps, all new mobile apps have been developed for both Android & iOS as well as TV apps for multiple operating systems like Google TV, Samsung, Firestick & LG.

Your Company continues to scale the bundling play on OTTs by continually expanding the portfolio with existing partners as well as bringing new partners on board. Your Company had launched the first bundle proposition with Amazon Prime on prepaid and has now introduced a quarterly bundle with Prime Lite on prepaid.

Your Company offers gaming service – Vi Games on Vi App. Vi Games offers a wide variety of individual hyper casual games in partnership with OnMobile and recently expanded its offerings with a strategic partnership with global leaders like Gameloft. It also has multiplayer or social games under Vi Games. This includes casual games like Solitaire, Carrom, Wordle, Ludo, Sudoku, Cricket, Soccer, Rummy, etc which one can play with friends or online players or even participate in ongoing daily tournaments. The App also has an eSports platform in partnership with GamerJi, enabling the gaming enthusiasts to participate in eSports tournaments on popular titles like Free Fire Max, Call of Duty, Clash Royale, Asphalt 9, World Cricket Championship 3 & more. Your Company recently launched CloudPlay – our proposition on Cloud Gaming that enables consumers to play AAA games on cloud without having to download and install these games on their devices. This service has been launched in partnership with CareGame, a Europe based cloud gaming company.

Your Company has 'Vi One', a converged proposition to the consumers, offering broadband + mobility + OTT under one plan. This has been launched in 3 circles as of now, in partnership with You Broadband and will be expanded to other circles in partnership with other ISPs.

With a view to establish Vi App as a preferred destination, your Company has integrated 'utility bill payment' functionality on Vi App enabling the users to pay their electricity bills, water bills, LPG bills, insurance premium, loan EMIs, recharge FASTAG or their DTH or broadband subscriptions.

Further, leveraging telco data and access capabilities to create a digital marketplace, your Company has launched 'shop' section on Vi App in partnership with leading players across categories like entertainment, food, shopping and travel.

4. Other Value Added Services (VAS) Offerings

Your Company offers a variety of other Value Added Services (VAS) offerings, including:

- Entertainment services such as sports (score updates), IVR based content, WAP based games;

- Voice and SMS based services such as caller tunes, voice and SMS chat, star talk, expert advice and subscriptions services; and
- Utility services such as missed call alerts, doctor on call, astrology services etc.

Long Distance Services and ISP

Your Company holds licenses for NLD, ILD, ISP and IP-1 services. These licenses are used to carry inter-circle voice traffic of your Company and also bring incoming voice traffic from top international carriers across the globe into India. Your Company also sends all of the outgoing International Voice traffic on its own network and the interconnections with these licenses enable it. These licenses also help your Company to offer various Enterprise Fixed Voice and Data Services to external customers like Enterprise, Government and Wholesale customers. Vodafone Idea ISP currently handles all captive subscriber traffic requirements.

Business Services

Vi Business provides total communications solutions to empower global and Indian corporations, public sector & government bodies, small & medium enterprises and start-ups. With well-established enterprise mobility, robust fixed line connectivity, world-class IoT solutions and insightful business analytics & digital solutions, your Company brings the smartest and newest technologies to serve businesses in the digital era. With the advantage of its global expertise and knowledge of local markets, Vi Business endeavours to be a trusted and valued partner for businesses in a digital world. As Vi Business progresses on the journey from **telco to techco**, your Company continues to strengthen engagement with customers with a range of offerings like Vi Secure, Integrated IoT, Managed SIP, and Vi Business Plus bundled mobility offering.

Competitive Strengths

Your Company believes that it is well positioned to exploit the growth opportunities in India's rapidly expanding mobile telecommunications industry. The key competitive strengths are set out below:

1. Large Subscriber Base

Your Company is the sixth largest telecommunications service provider in the world based on subscriber base (Source: GSMA Intelligence Dashboard). As of

March 31, 2024, your Company had over 219.8 million subscribers and our subscriber market share was 18.9% as per TRAI Subscription Report. The applicable gross revenue (ApGR) market share was 18% of the Indian mobile telecommunications services industry for the year ended March 31, 2024 as per TRAI Data. During the year ended March 31, 2024, your Company had a leading ApGR market share in the Kerala and Mumbai service areas, and the second largest ApGR market share in the Gujarat and Kolkata service areas. For the same period, ApGR market share was over 20% in the Haryana, Maharashtra, Uttar Pradesh (West) and Delhi service areas.

On a reported basis, your Company has 212.6 Mn subscribers as of March 31, 2024, of which 126.3 Mn are 4G subscribers. As it continues to expand broadband coverage and capacity, the large subscriber base provides a platform for us to communicate effectively and utilise data and analytics to enable personalisation at a large scale. This also enables to upgrade our voice only customers to users of data services and our large array of digital offerings, and helps maintain competitive position in the market. Your Company also utilizes artificial intelligence and data analytics to improve some of our services, including customer segmentation, targeted marketing, offering personalised recommendations, and location based services, among others.

2. Competitive Spectrum Profile

Your Company has a total of 8,030.4 MHz of spectrum (including spectrum acquired in June 2024 Auction) across different frequency bands out of which 8,012.8 MHz spectrum is liberalised and can be used towards deployment of any technology.

This includes the recently acquired sub GHz spectrum (900 MHz band) in 7 circles, namely Andhra Pradesh, Tamil Nadu, Karnataka, Punjab, Rajasthan, Uttar Pradesh (East) and Kolkata, enabling your Company to dedicate adequate 900 MHz band spectrum for 4G thereby enhancing the experience of 4G customers in these large markets, particularly the indoor experience. In addition to 900 MHz spectrum, the Company has also acquired 1800 MHz spectrum in Madhya Pradesh and 2500 MHz spectrum in Bihar, which will help in

increasing the network capacity quickly. Your Company has mid band 5G spectrum (3300 MHz band) in 17 priority service areas and mmWave 5G spectrum (26 GHz band) in 16 service areas.

Your Company, thus, has a solid portfolio of spectrum across all bands in all the priority circles. This large spectrum portfolio enables offering a superior

experience to the customers as your Company has the highest 4G spectrum available per million subscribers and sufficient capability to support migration of entire 4G subscriber base to 5G. With the emergence of 5G technology, it further enables strengthening the enterprise offerings and provide new opportunities for business growth.

Below table provides the spectrum held by your Company across all service areas:

Circle	Spectrum Frequencies (MHz)							Total FDD x2 + TDD
	FDD			TDD				
	900	1800	2100	2300	2500	3300	26000	
Andhra Pradesh	7.4	10.0	5.0	-	20.0	50	200	314.8
Bihar	-	13.4	5.0	-	20.0	50	-	106.8
Delhi	10.0	10.6	5.0	-	20.0	50	200	321.2
Gujarat	11.0	20.8	10.0	-	30.0	50	450	613.6
Haryana	12.2	15.8	15.0	-	20.0	50	400	556.0
Karnataka	7.2	15.0	10.0	-	-	50	200	314.4
Kerala	12.4	20.0	10.0	10.0	20.0	50	800	964.8
Kolkata	7.2	15.0	10.0	-	20.0	50	200	334.4
Madhya Pradesh	7.4	19.8	5.0	10.0	20.0	50	400	544.4
Maharashtra	14.0	12.4	15.0	10.0	30.0	50	400	572.8
Mumbai	11.0	10.2	10.0	-	20.0	50	200	332.4
Punjab	6.8	15.0	10.0	-	20.0	50	300	433.6
Rajasthan	6.8	10.0	15.0	-	20.0	50	300	433.6
Tamil Nadu	7.4	11.4	15.0	-	-	50	300	417.6
Uttar Pradesh (East)	6.8	10.0	20.0	-	20.0	50	250	393.6
Uttar Pradesh (West)	10.0	15.0	10.0	-	20.0	50	350	490.0
West Bengal	6.8	21.6	5.0	-	20.0	50	400	536.8
Priority Circles	144.4	246.0	175.0	30.0	320.0	850.0	5,350.0	7,680.8
Assam	-	25.0	5.0	-	20.0	-	-	80.0
Himachal Pradesh	-	11.2	5.0	-	10.0	-	-	42.4
Jammu & Kashmir	-	17.0	5.0	-	10.0	-	-	54.0
North East	-	25.8	5.0	-	20.0	-	-	81.6
Odisha	5.0	17.0	5.0	-	20.0	-	-	74.0
Other Circles	5.0	96.0	25.0	-	80.0	-	-	332.0
Total Liberalised Spectrum	149.4	342.0	200.0	30.0	400.0	850.0	5,350.0	8,012.8
Non-Liberalised Spectrum		8.8						17.6
Grand Total	149.4	350.8	200.0	30.0	400.0	850.0	5,350.0	8,030.4

3. Extensive Network Infrastructure and Coverage

Your Company has a strong network footprint across the country which enables it to offer comprehensive consumer offerings as well as have substantial capacity spectrum to address the growing data demand. Your Company has a large network infrastructure of 2G, 3G, and 4G equipment, along with a nationwide fibre optic cable (OFC) network. As of March 31, 2024, your Company operates approximately 183,800 unique tower locations across more than 487,000 towns and villages in India, and offer broadband services (3G and 4G) at more than 430,700 broadband (3G and 4G) units, covering over a billion people. Your Company has witnessed an increase in 4G population coverage following the Merger from 530 million for Vodafone and 655 million for Idea prior to the Merger, to over 1 billion Indians, as of March 31, 2024.

Your Company has OFC spanning over 299,300 kilometers, combining both own infrastructure and IRUs taken (excluding overlaps). We provide VoLTE services throughout India and voice over WiFi ("VoWiFi") services in selected regions, with potential for gradual nationwide expansion. All 4G sites are enabled for the provisions of VoLTE services.

Your Company continues to focus on enhancing its 4G infrastructure. During the year, your Company continued to aggressively upgrade its 3G network to 4G. Your Company has been deploying LTE on TDD band of 2300 MHz and 2500 MHz spectrum band to expand the capacity and on 900 MHz band on select sites to improve customer experience in dense areas. Your Company also deploys Dynamic Spectrum Re-farming (DSR), Massive MIMO and Small Cells to maximize spectrum efficiency.

4. Power Brand

Your Company's brand **VI**, which was launched in September 2020, continues to garner strong awareness, building brand affinity across all customer segments in the country. Your company continues to make extensive progress on the marketing front by communicating key differentiators to consumers, entering into alliances and introducing various innovative products and services.

Brand **VI** is building a competitive advantage by increasing customer engagement and heralding a

new digital ecosystem with Vi Movies & TV, Gaming, eSports, Cloudplay and digital marketplace. In line with the company's strategy of accelerating unlimited base & 4G adoption through differentiated product offerings, your Company promoted the Hero unlimited pack for prepaid users which highlighted the benefits of Unlimited night data, weekend data rollover across TV & digital and for postpaid users, your Company promoted 'Choose Your Benefit' on Vi Max postpaid - a pioneering feature allowing customers to customize plans based on their needs. Further, through the international roaming campaigns, your Company promoted the exclusive benefit of truly unlimited calls and data on international roaming available for both prepaid and postpaid customers. It was targeted to foreign travellers through contextual placements on travel portals and via WhatsApp messages.

Your Company recently launched its new brand campaign - 'Be Someone's We (VI)', rooted in the company's vision of being a partner to its customers; in building a better today and a brighter tomorrow. This is relevant in today's world as several studies indicate that people from all walks of life, especially the GenZ & millennials are struggling with challenges such as loneliness and social isolation; impacting their overall well-being. The campaign underscores the crucial need to establish genuine emotional connections in our ever evolving phy-gital world. This campaign is designed to deliver a powerful message of supporting one another through both good and challenging times and illustrate how a network can serve as a bridge for forming human/social bonds, promoting inclusivity and fostering a sense of togetherness. This campaign was promoted across TV, digital & on ground. To exhibit being someone's we, various on-ground engagements were carried with NGOs, old age homes etc. to celebrate the brand's promise with people who feel lonely. The employees, along with more than 500 kids from NGOs created a Guinness World Record for largest notebook sentence, with 23K+ notebooks across 1lakh sq.ft to generate awareness of 'Be Someone's We'. These notebooks were then distributed amongst the children, bringing a smile on their faces.

At The MOMMYs 2023 awards, Vi won 'Best Social Media Brand- Telecom' and 'Best use of memes'. At AFAQs Marketers 'Xcellence Awards 2023, Vi won

5 awards - 1 gold, 1 silver and 3 bronze for Best use of influencer marketing, Best use of Instagram, Best use of short form video, Best performance marketing and Best use of influencer on YouTube. At AFAQs Brand Storyz Awards 2023, Vi won Gold for Best Use of Data for “Doubling digital acquisitions for Postpaid via customised messaging & precise targeting and Gold for Best Use of Social Media for “Vi Sach mucch too mucch campaign”. Further, Vi Dabbawala campaign won Gold for Innovative Use of Influencers at Spikes.

OVERVIEW OF KEY STRATEGIC INITIATIVES

The key strategic pillars of your Company are:

1. Focus on Network Investments

Your Company's investments have been impacted on account of liquidity constraints over last few years. During Financial Year 2023-24, network investments were focused on refarming 2G & 3G spectrum to 4G, which has added incremental 4G sites with minimal capex for software upgrade. Your Company has closed around 26,700 3G sites during the year and since most of these sites already had one carrier of 2100 MHz band deployed towards 4G, the net addition in was around 5,000 sites. Resultantly, our broadband site count stands at 430,628 vs 443,537 a year ago. The re-farming of 3G spectrum to 4G on majority of sites in various cities has substantially enhanced the GIGAnet 4G capacity which is now over 3.1x compared to September 2018, just after the merger. Your Company has also been driving fiberization of 4G sites to support capacity expansion and the overall fiber footprint stands at ~294,000 km, including own built as well as IRU, excluding overlapping routes.

The Equity funding and proposed bank facilities are to be utilised primarily towards capex over next 3 years which is expected to be in range of ₹ 500 to 550 billion, which will enable your Company to effectively compete and participate in the industry growth opportunities.

The capex will be towards expanding 4G population coverage in 17 priority circles which contribute over 98% of our revenue and around 92% of Industry revenue, 5G launch in key cities or geographies and capacity expansion to address the increasing data demand. It is important to note that since your

Company will be launching 5G now, it will be well placed to effectively utilize the capex spend as it will be able to address a part of the capacity requirements via 5G instead of 4G.

During the Spectrum Auction 2024, in addition to renewal of 900 MHz spectrum in Uttar Pradesh (West) and West Bengal circles, your Company has also enhanced its 900 MHz spectrum holding in 7 circles, namely Andhra Pradesh, Tamil Nadu, Karnataka, Punjab, Rajasthan, Uttar Pradesh (East) and Kolkata, enabling it to dedicate adequate 900 MHz band spectrum for 4G thereby enhancing the experience of its 4G customers in these large markets, particularly the indoor experience. In circles of Andhra Pradesh, Tamil Nadu (excluding Chennai), Punjab and large parts of Karnataka and Uttar Pradesh (East), 4G on sub GHz 900 band will be offered for the first time which will result in better coverage and experience. Also, instead of DSR your Company will now have dedicated 900 MHz band spectrum for 4G, where the experience for 4G subscribers will also improve. Your Company has also acquired 1800 MHz spectrum in Madhya Pradesh and 2500 MHz spectrum in Bihar, which will help in increasing the network capacity quickly.

For 5G, your Company has the advantage of having latest 4G equipment and technologies which are capable of upgrade to 5G. Your Company's 4G network has been strategically deployed with a future-proof architecture, and all our new basebands and over 90% of our Time Division Duplex (“TDD”) 2500 MHz band radio units are 5G-ready with 10G bandwidth capability. We have also deployed various advanced 5G technologies including Massive Multiple-Input Multiple-Output (“Massive MIMO”) for improved capacity, and Open Radio access network (“ORAN”) for increased flexibility. As of March 31, 2024, we deployed ~74,850 TDD radios, ~13,950 Massive MIMO sites, and ~13,300 small cells. Moreover, your Company has completed the minimum rollout obligations by collaborating with Original Equipment Manufacturers (“OEMs”).

Your Company's network also includes new unified roadmap architectures of virtualized radio access network (“vRAN”) and ORAN solutions as well as E-band technology. The Pan-India core network is fully equipped to support 5G non-standalone (NSA)

technology. This advanced network architecture is designed to handle the high throughput and diverse use cases associated with 5G, encompassing both mobile and enterprise segments. Your Company's 5G-ready architecture enables latency reduction and helps us deliver an enhanced customer experience.

2. Market initiatives to improve ARPU

Your Company's priority remains on driving ARPU improvement. During Financial Year 2023-24, your Company had changed entry level pricing where the validity of ₹ 99 plan was reduced from 28 days to 15 days. In June 2024, your Company has taken several tariff interventions in the prepaid as well as postpaid tariffs across all price points including unlimited plans as well as combo vouchers.

While all these tariff interventions are steps in the right directions and will help in improving the ARPU, however such changes are not material enough to solve the structural issue that the industry is facing. Tariff hike remains critical to revive the sector and pricing structure has to change where operators have the ability to charge customers for incremental usage. India has amongst the lowest ARPUs in the world despite having one of the highest data usage per subscriber. Your Company believes the market will be able to absorb further tariff hikes, which is essential to operators to generate reasonable returns on their capital employed and support future investments, including investment towards advance technologies.

While tariff hike remains critical to improve the overall industry health, your Company has undertaken several market initiatives to improve ARPU with focus on driving 4G/UL plan penetration. Your Company is the only operator offering a range of unmatched benefits to its pre-paid customer by Offering Night Free Data and Weekend Data Roll Over with its 'Hero Unlimited' plans. Further, a unique night data pack "Chhota Hero" was launched to allow customers to snack on content during the night with unlimited data. Further, in our endeavor to offer unprecedented benefits, we introduced 'Choose Your Benefit' on Vi Max postpaid—a pioneering feature allowing customers to customize plans based on their needs. This marked the end of an era for postpaid plans that were one-size-fits-all. This

initiative enables our postpaid users the freedom to opt for exclusive lifestyle benefits across Entertainment, Food, Travel, and Mobile Security - a holistic solution that resonates with the digital lifestyle of today's users. Vi Max is a testament to your Company's dedication to driving value, power, and convenience for its cherished customers, enabling them to flourish in the digital era. Additionally, your Company is the only telecom operator in the country to offer truly unlimited data and call benefits on international roaming. It promotes its International Roaming packs with 'Truly unlimited data and calls' on Digital.

As a part of Customer excellence drive, your Company continues to aggressively focus on digitalization of customer servicing as well acquisition across all touch points with a clear focus towards shift to digital. Your Company now has digital acquisition across major cities in India, for both prepaid and postpaid customers, including same day door step delivery and digital KYC processes, serviced through its dedicated delivery partners as well as own stores.

3. Focus on Business Services and new fast growing segments

Business Services or enterprise segment, is one of your Company's strength areas owing to its long standing relationships with enterprise customers as well as its ability to leverage from the experience of Vodafone group in various global markets. Your Company continues to make progress in line with its stated strategy of transformation from Telco to TechCo for enterprise offerings. The planned expansion of services beyond connectivity has seen good traction and your Company continues to work with multiple partners to make the offerings more relevant to enterprise customers. Despite the challenging environment, your Company has seen strong growth in several of the non-mobility enterprise segments during the year.

Your Company recognizes the role of reliable and high-speed connectivity and aims to further grow the core connectivity infrastructure, ensuring seamless data and voice communication for all customers. It aims to enhance our Vi Business Plus Mobility service by offering mobile security features to safeguard sensitive data and mitigate cyber threats. Vi remains steadfast

in its mission to deliver innovative solutions while upholding the highest standards of security. With data security becoming increasingly critical in today's digital landscape, Vi consistently makes efforts to strengthen its security posture and validate its position as a trusted custodian of customer data. Another significant achievement has been that we became the first Indian telecom operator to achieve the SOC2 Type II attestation. This attestation signifies that we are maintaining the highest standards when it comes to data security and safeguarding sensitive customer information.

Your Company offers IoT and integrated IoT solutions across smart mobility, smart infrastructure and smart utility, and aims to strengthen its market leadership in IoT connectivity across key sectors such as vehicle tracking, utilities, point of sale and automotives. It also seeks to drive category growth through research and development initiatives around new IoT use cases, offering dedicated IoT lab and consultation services.

Your Company also provides integrated end-to-end customer solutions. By creating a multi-cloud marketplace through a combination of own assets and through strategic collaborations, it aims to offer customers greater flexibility and choice in connection with their preferred service providers. Your Company is in the process of developing colocation and IaaS (Infrastructure-as-a-Service) services to accelerate digital transformation by simplifying and optimizing IT infrastructure management for businesses. Your Company aims to streamline mobile device deployment, management, and security, and provide cybersecurity solutions through Vi Secure.

Your Company aims to drive segmented go-to-market strategies, focusing on acquiring a larger share of the large enterprise customer markets and prioritizing growth of the SME and small office/home office markets. By leveraging the 'ReadyForNext' digital assessment platform, your Company also aims to empower these businesses through digital adoption. On World MSME Day, Vi Business has conducted India's largest MSME assessment covering nearly 1 Lakh respondents across 16 Industries, published 'Unlocking MSME Growth Insights Report' containing findings on the digital readiness of MSMEs. Your Company further launched a 360 degree 'ReadyForNext2.0' program to focus on

growth from this segment covering the learnings from the above report, upgraded Digital Self Evaluation tool to help MSMEs harness technology and exclusive MSME offers.

During the year, Vi Business has been lauded with seven CIO Choice recognitions for our IoT, Cloud Telephony, SD-WAN, Rich Business Messaging, Telecom Carrier (Mobile Access), Telecom Carrier (International Access) services on the basis of an extensive Pan-India CIO referral voting process that spans across industry verticals. Your Company has been honoured as the Digital Transformation Enabler for its ReadyForNext Assessment for MSMEs. Adding more stars to glory, your Company has been awarded the Asian Telecom Awards 2024 for end-to-end multimodal logistic solution – Vi Business Sanchaar Shakti under the category IoT Initiative of the Year – India. Vi Business IoT Smart Central Platform too bagged a victory at the Voice & Data Excellence Awards 2023.

4. Driving Partnerships and Digital Revenue Streams

Your Company has entered into strategic collaborations with content providers, entertainment providers, financial institutions, network and IT vendors and e-commerce players. This network allows to combine expertise and resources, creating a powerful ecosystem that benefits all stakeholders, and enables your Company to deliver a differentiated experience. Further, the entertainment and media collaborations support ARPU growth through the delivery of an enhanced user experience. This enables your Company to combine its core strengths in connectivity and digital solutions with these collaborations, creating unique service offerings that address specific customer needs.

Vi Movies & TV was relaunched in a new avatar as a paid subscription service offering multiple OTTs under one plan, specifically targeting Smart TV consumers, who can get all their favourite OTTs through one plan. Company has brought 17 OTT partners onboard for this offering. Additionally, the subscription also allows access to 400+ TV channels. In order to offer a superlative viewing experience with a convenience of discovering all the content from the partner apps, all new mobile apps have been developed for both Android

& iOS as well as TV apps for multiple operating systems like Google TV, Samsung, Firestick & LG.

During the year, your Company enhanced its gaming proposition with the launch of multiplayer or social games on Vi App enabling users to play various games with their family or friends or compete in daily tournaments with other players on the platform. Your Company also launched eSports into Vi Games which is a growing phenomenon, especially amongst youth, in partnership with eSports start-up Gamerji. Your Company also launched CloudPlay as a subscription service, an offering on Cloud Gaming that allows consumers to play the best of the games without having to download and install them on their devices.

Your Company launched its own Ad-tech platform called 'Vi Ads', which empowers marketers to engage with Vi users, as per their own targeting requirements, on both, Vi media assets as well as external media channels and publisher partners of Vi Ads. It is helping the Company drive the monetization of its digital users as the Company aggressively builds and scales its digital assets. Vi Ads is now empaneled with almost all the top media agencies and it is part of the media plan for some of the big brands in the country.

Your Company has also integrated 'utility bill payment' functionality on Vi App enabling users to pay their electricity bills, water bills, LPG bills, recharge FASTAG, renew their DTH or broadband subscriptions or pay insurance premium / Loan EMIs. Further, leveraging telco data and access capabilities to create a Digital marketplace, your Company has launched 'shop' section on Vi App in partnership with leading players across categories like entertainment, food, shopping and travel.

Further, your Company launched a converged proposition 'Vi One' bundling mobility, fiber and over-the-top (OTT) subscriptions bringing convenience and value to the consumers under a single plan. It is the first industry for prepaid market. It has been launched across 3 circles of Mumbai, Maharashtra and Gujarat. While it is currently offered with its own You Broadband, your Company shall soon roll-out this proposition in other markets in partnership with other Broadband players.

On the back of all these digital initiatives, your Company has witnessed considerable growth in its

Monthly Average Users on the digital app. The focus on platform capabilities to build a digital ecosystem with the partners for a differentiated experience will help drive customer stickiness as well as provide incremental monetization opportunities. Based on the transformation Vi App has seen over the last year and a half, the customer ratings on Play Store have consistently improved.

Your Company has thus been making significant progress on various strategic initiatives and continues to strive towards transforming from a pure play mobile operator to a truly integrated digital service provider. Your Company is thus committed to delivering best-in-class services to their subscribers and bridging the digital divide that separates urban from rural.

As a result, your Company reported annual revenue and EBITDA (pre-IndAS 116) growth for the second consecutive year on the back of consistently improving performance for last several quarters despite significantly lower investments vs competition; clearly reflecting its ability to execute and compete effectively in this market. Your Company reported eleven quarters of sequential growth in key metrics of ARPU and 4G subscribers. Further, out of 3 private mobile operators your Company's share of gross ads is higher than its CMS showing that it is able to attract customers to its network. All of this is possible as your Company is following its well defined strategy and remained focus on providing great data and voice experience and is building a differentiated digital experience adding several digital offerings in the recent months.

Separately, your Company marked an important milestone in April 2024, by raising ₹ 180 billion through Further Public Offer (FPO), the largest FPO in the country. The overwhelming success of this FPO is testimony to the confidence and trust that has been reposed in your Company by each and every one of its investors who have rallied behind the Company us in large numbers leading to the issue being subscribed almost 7 times. In addition to FPO,

- One of promoter group entity (Aditya Birla Group) contributed ₹ 20.8 billion through preferential issuance of equity shares at an issue price of ₹ 14.87 per equity share.
- All the outstanding 16,000 Optionally Convertible Debentures (OCDs) amounting to ₹ 16 billion were converted into equity shares.

- Additionally, the Company did preferential allotment for an aggregate consideration of ₹ 24.6 billion at an issue price of ₹ 14.80 per share to Nokia Solutions and Networks India Private Limited and Ericsson India Private Limited.

Considering all above, your Company has successfully raised equity of ~ ₹ 240 billion in calendar year 2024, including conversion of 16,000 OCDs amounting to ₹ 16 billion into equity shares.

FINANCIAL RESULTS AND SUMMARY

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

The standalone and consolidated financial highlights of your Company for the Financial Year ended March 31, 2024 are summarised as follows:

Particulars	(in ₹ Mn)			
	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Income from sale of goods and services	422,454	418,841	425,727	421,426
Other Operating Income	757	330	790	346
Other Income	614	2,707	1,132	3,113
Total Income	423,825	421,878	427,649	424,885
Expenses	258,009	256,412	255,257	253,602
EBITDA	165,816	165,466	172,392	171,283
Depreciation and Amortisation	219,883	223,622	226,335	230,497
EBIT	(54,067)	(58,156)	(53,943)	(59,214)
Finance cost	257,630	233,439	257,655	233,543
EBT	(311,697)	(291,595)	(311,598)	(292,757)
Exceptional Items (Net)	7,555	(1,483)	7,555	(224)
Share of JV/Associates	-	-	(55)	5
Profit / (Loss) Before Tax	(304,142)	(293,078)	(304,098)	(292,976)
Taxes	8,220	-	8286	35
Profit / (Loss) after Tax	(312,362)	(293,078)	(312,384)	(293,011)

Standalone revenue of your Company stood at ₹ 423,211 Mn, an increase of 1.0% over previous year. The EBITDA stood at ₹ 165,816 Mn, registering an increase

of 0.2% over the previous year. The Loss after tax of the Company for the Financial Year 2023-24 stood at ₹ 312,362 Mn, vis-à-vis ₹ 293,078 Mn, for the previous year.

On a consolidated basis, the revenue of your Company stood at ₹ 426,517 Mn, an increase of 1.1% over the previous year. The EBITDA at ₹ 172,392 Mn reflects increase of 0.6% as compared to the previous year. The Consolidated Loss after tax of the Company stood at ₹ 312,384 Mn, for Financial Year 2023-24 vis-à-vis ₹ 293,011 Mn for the previous year.

Discussions on consolidated financial results

Revenue: Revenue from operations for the financial year ended March 31, 2024 increased by ₹ 4,745 Mn from ₹ 421,772 Mn for financial year ended March 31, 2023 to ₹ 426,517 Mn for financial year ended March 31, 2024, primarily due to improving subscriber mix, 4G subscriber additions and change in entry level plan.

Other Income comprising of interest income, gain on investments in mutual funds and others decreased by ₹ 1,981 Mn from ₹ 3,113 Mn for financial year ended March 31, 2023 to ₹ 1,132 Mn for financial year ended March 31, 2024. The decrease was primarily due to decrease in interest income by ₹ 2,038 Mn.

Operating Expenses: Total operating expenditure increased by ₹ 1,655 Mn from ₹ 253,602 Mn for financial year ended March 31, 2023 to ₹ 255,257 Mn for financial year ended March 31, 2024.

Cost of trading goods: Cost of trading goods increased by ₹ 78 Mn from ₹ 78 Mn for the year ended March 31, 2023 to ₹ 156 Mn for the year ended March 31, 2024 primarily due to an increase in volume of data cards sold during the year.

Employee Benefit Expenses: Employee benefit expenses increased by ₹ 2,561 Mn from ₹ 18,663 Mn for the year ended March 31, 2023 to ₹ 21,224 Mn for the year ended March 31, 2024 primarily due to increments in salary during the year.

Network Expense and IT Outsourcing Cost: Network Expense and IT Outsourcing Cost decreased by ₹ 2,679 Mn from ₹ 100,783 Mn for the year ended March 31, 2023 to ₹ 98,104 Mn for the year ended March 31, 2024 primarily due to decrease in power and fuel expenses, repairs and maintenance - plant and machinery expenses and Other network operating expenses.

License Fees and Spectrum Usage Charges (SUC):

License Fees and Spectrum Usage charges decreased by ₹ 3,295 Mn from ₹ 40,021 Mn for the financial year ended March 31, 2023 to ₹ 36,726 Mn for the financial year ended March 31, 2024, primarily due to decrease in SUC rates on account of acquisition of spectrum in August 2022.

Roaming and Access Charges: Roaming and Access Charges increased by ₹ 2,186 Mn from ₹ 38,991 Mn for the financial year ended March 31, 2023 to ₹ 41,177 Mn for the financial year ended March 31, 2024, primarily on account of increase in access charges including international termination charges.

Subscriber Acquisition and Servicing Expenditure:

Subscriber Acquisition and Servicing Expenditure, increased by ₹ 6,026 Mn from ₹ 36,780 Mn for financial year ended March 31, 2023 to ₹ 42,806 Mn for financial year ended March 31, 2024 primarily on account of higher amortization of contract cost capitalized based on assessment of customer life cycle

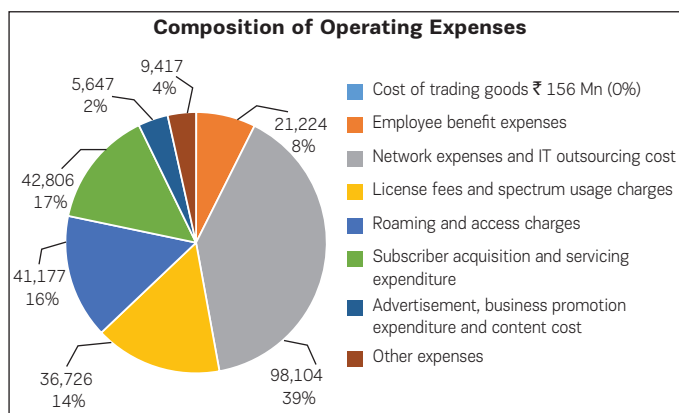
Advertisement, Business Promotion Expenditure and Content Cost:

Advertisement, Business Promotion Expenditure and Content Cost decreased by ₹ 3,765 Mn from ₹ 9,412 Mn for financial year ended March 31, 2023 to ₹ 5,647 Mn for financial year ended March 31, 2024 due to a decrease in content cost and advertisement and business promotion expenditure during the year.

Other Expenses:

Other expenses increased by ₹ 543 Mn from ₹ 8,874 Mn for financial year ended March 31, 2023 to ₹ 9,417 Mn for financial year ended March 31, 2024 primarily due to higher provision for doubtful debts and advances and travel and conveyance cost

The composition of total operating expenses (amount and percentage to total operating expenses) are as follows:



Earning before Finance Costs, Depreciation, Amortisation, Exceptional Items and Taxes (EBITDA):

The EBITDA has increased by ₹ 1,109 Mn from ₹ 171,283 Mn for financial year ended March 31, 2023 to ₹ 172,392 Mn for financial year ended March 31, 2024. EBITDA as a percentage of total Income remains at 40.3% for financial year ended March 31, 2024 and March 31, 2023.

Depreciation, Amortisation and Finance Costs:

The depreciation charge for the year has decreased by ₹ 3,869 Mn from ₹ 142,584 Mn for financial year ended March 31, 2023 to ₹ 138,715 Mn for financial year ended March 31, 2024. The amortisation charge for the year has decreased by ₹ 293 Mn from ₹ 87,913 Mn for financial year ended March 31, 2023 to ₹ 87,620 Mn for financial year ended March 31, 2024.

Finance Charges for financial year ended March 31, 2024 increased by ₹ 24,112 Mn from ₹ 233,543 Mn to ₹ 257,655 Mn, primarily due to increase in interest on deferred payment obligation towards spectrum and AGR dues and interest on accrual towards one time spectrum charges (OTSC).

Exceptional Items: Exceptional Items for the year ended March 31, 2024 amounts to ₹ 7,555 Mn arising out of the Telecom Disputes Settlement and Appellate Tribunal ruling and accepted by the Department of Telecommunications.

Profits and Taxes: The loss before tax for the financial year ended March 31, 2024 stood at ₹ 304,098 Mn as compared to a loss of ₹ 292,976 Mn for financial year ended March 31, 2023. The loss after tax for financial year ended March 31, 2024 stood at ₹ 312,384 Mn as compared to a loss of ₹ 293,011 Mn for financial year ended March 31, 2023.

Capital Expenditure: During the financial year 2023-24, the capital expenditure (including capital advances and excluding RoU assets and Spectrum) incurred was ₹ 16,967 Mn. Further, the Company has incurred ₹ 1,520 Mn towards Bandwidth. In addition to this, the Company has acquired spectrum of ₹ 149 Mn.

Balance Sheet: The Gross and Net Block of Property, Plant and Equipment and Intangible assets (including Capital Work in Progress and Intangible Assets under development) stood at ₹ 3,311,617 Mn and ₹ 1,583,139 Mn respectively. Investment in joint venture and associate stood at ₹ 3 Mn (net of provision for impairment). Non-current and

current financial assets decreased by ₹ 20,241 Mn from ₹ 119,089 Mn to ₹ 98,848 Mn primarily due to reduction in settlement asset and balances with banks in current accounts. Other Assets (Non-current and current) decreased by ₹ 43,980 Mn from ₹ 211,336 Mn to ₹ 167,356 Mn primarily due to reduction in advance tax, payment under protest and GST recoverable. Deferred tax assets as at March 31, 2024 stood at ₹ 138 Mn as compared to ₹ 135 Mn as at March 31, 2023. Assets classified as held for sale (AHFS) stood same at ₹ 493 Mn as at March 31, 2024 and March 31, 2023.

The paid-up equity share capital of the Company increased by ₹ 14,401 Mn during the year pursuant to issuance of 1,440,000,000 equity shares of face value of ₹ 10/ each at an issue price of ₹ 10/- per equity share to ATC as part of conversion of 14,400 OCDs and pursuant to issuance of 131,170 equity shares to the employees on exercise of stock options granted under Employee Stock Option Scheme, 2013.

Other equity of the Company decreased from ₹ (1,230,388) Mn for Financial Year ended March 31, 2023 to ₹ (1,542,866) Mn for Financial Year ended March 31, 2024 mainly due to net loss during the year ₹ 312,384 Mn.

As on March 31, 2024, the total equity stood at ₹ (1,041,668) Mn as compared to the total equity of ₹ (743,591) Mn for Financial Year ended March 31, 2023.

Long term and short term borrowings increased by ₹ 60,438 Mn and stood at ₹ 2,076,298 Mn as on March 31, 2024 primarily due to annual accrued interest addition on spectrum and AGR obligation which is offset by repayment of bank loans and conversion of ATC OCDs into equity shares.

Non-current and other current financial liabilities decreased by ₹ 5,821 Mn and stood at ₹ 724,223 Mn for financial year ended March 31, 2024 primarily due to increase in accrual towards One Time Spectrum Charges (OTSC), payables for capital expenditure, interest accrued but not due, security deposits from customers and others and trade payables which is primarily off-set by decrease in settlement liability.

Non-current and other current Liabilities and Provisions increased by ₹ 9,364 Mn and stood at ₹ 91,120 Mn for the financial year ended March 31, 2024 mainly due to increase in Current tax liability and taxes, regulatory and statutory liabilities.

Deferred tax liability as at March 31, 2024 stood at ₹ 4 Mn.

Cash Flow Statement: The cash generated from operations of ₹ 208,261 Mn, proceeds from borrowings of ₹ 20,000 Mn, interest received of ₹ 422 Mn, Net sale of current investments amounting to ₹ 237 Mn, Maturity of Fixed Deposits with banks having maturity of 3-12 months of ₹ 55 Mn and proceeds from issue of shares under Employee Stock Option Scheme (ESOS) of ₹ 1 Mn which was primarily used for repayment of lease liabilities and borrowings of ₹ 181,126 Mn, payment of interest and finance charges ₹ 28,678 Mn, payment towards capital expenditure (net of sale proceeds) ₹ 15,299 Mn, payment of deferred payment obligation towards spectrum of ₹ 4,483 Mn. Consequently, Cash and Cash Equivalents as at March 31, 2024 stood at ₹ 1,678 Mn.

Significant Changes in Key Financial Ratios Based On Standalone Financials

The key financial ratios are as under:

Particulars	(in ₹ Mn)	
	2023-24	2022-23
Debtors Turnover Ratio (number of days) ⁽¹⁾	18	20
Current Ratio ⁽²⁾	0.34	0.38
Debt Equity Ratio ⁽³⁾	(2.01)	(2.73)
Debt Service Coverage Ratio ('DSCR') ⁽⁴⁾	0.24	0.25
Interest Service Coverage Ratio ('ISCR') ⁽⁵⁾	0.30	0.33
Operating Profit Margin (%) ⁽⁶⁾	-13%	-15%
Net Profit Margin (%) ⁽⁷⁾	-74%	-70%
Return on Net Worth (%) ⁽⁸⁾	NA ⁽⁸⁾	NA ⁽⁸⁾

¹ Debtors Turnover Ratio (number of days) = [(Average trade receivables)/(Revenue from operations)*Number of days during the year]

² Current Ratio = Current asset/ Current liabilities (excluding Short term borrowings)

³ Debt Equity Ratio = Debt (excluding interest accrued but not due)/ Equity

⁴ DSCR = [Profit/(loss) before exceptional items and tax + Depreciation & Amortisation expenses (excluding depreciation on ROU assets) + Finance costs (excluding fair value gains/losses on derivatives and interest on lease liabilities)] / [Finance costs (excluding fair value gains/losses on derivatives and interest on lease liabilities) + interest capitalised + scheduled long term principal repayments (excluding prepayments)]

⁵ ISCR = [Profit/(loss) before exceptional items and tax + Depreciation & Amortisation expenses (excluding depreciation on ROU assets) + Finance costs (excluding fair value gains/losses on derivatives and interest on lease liabilities)] / [Finance costs (excluding fair value gains/losses on derivatives and interest on lease liabilities) + interest capitalised]

⁶ Operating Margin (%) = $[Profit/(loss) \text{ before exceptional items and tax} + Finance \text{ costs} - Other \text{ Income}] / Revenue \text{ from Operations}$

⁷ Net Profit Margin (%) = $Net \text{ Profit}/(loss) \text{ after tax} / Revenue \text{ from operations}$

⁸ As the Net-worth is negative as on March 31, 2024 and March 31, 2023, hence not calculated.

DIVIDEND

As your Company has incurred net loss during the Financial Year 2023-24, your Directors have not recommended any dividend for the year.

TRANSFER TO RESERVES

During the Financial Year under review, the Board has not proposed to transfer any amount to Reserves.

CHANGES IN SHARE CAPITAL

During the year under review, your Company issued and allotted 131,170 Equity Shares of ₹ 10/- each, fully paid-up, to the RSU grantees pursuant to the exercise of Restricted Stock Units (RSU's) by the eligible employees under the Employee Stock Option Scheme, 2013 (ESOS-2013).

Further, pursuant to the exercise of option attached to the Optionally Convertible Debentures (OCDs), by the OCD Holder, issued by the Company in previous financial year 2022-23, the Board of your Company allotted 144,00,00,000 equity shares of face value of ₹ 10/- each on March 23, 2024, at an issue price of ₹ 10/- per equity share against the conversion of 14,400 OCDs.

Consequent to the above, the issued, subscribed and paid-up equity share capital of your Company as on March 31, 2024 stood at ₹ 501,198 Mn comprising of 50,119,820,375 Equity Shares of ₹ 10/- each.

Post the end of the financial year the following changes took place in the capital structure of the Company:

- Pursuant to the resolution(s) passed by the board of directors on February 27, 2024, and by the shareholders on April 2, 2024, your Company approved its Further Public Offering ("FPO") of equity shares aggregating to ₹ 180,000 million. Pursuant to the Red Herring Prospectus (RHP) dated April 11, 2024 and Prospectus dated April 22, 2024, the Company on April 23, 2024 issued and allotted 16,36,36,36,363 Equity Shares of

face value ₹ 10/- each at an Offer price of ₹ 11/- per Equity Share (including a premium of Re. 1 per Equity Share), aggregating to ₹ 180,000 million.

- Pursuant to the resolution(s) passed by the board of directors on April 6, 2024 and by the shareholders' on May 8, 2024, your Company on May 21, 2024, allotted 1,39,54,27,034 equity shares at an issue price of ₹ 14.87 per Equity Shares aggregating to ₹ 20,750 million on preferential basis to Oriana Investments Pte. Ltd. a Promoter Group on preferential basis.
- Further, pursuant to the exercise of option attached to the Optionally Convertible Debentures (OCDs), by the OCD Holder(s), issued by the Company in previous financial year 2022-23, the Board of your Company allotted 16,00,00,000 equity shares of face value of ₹ 10/- each on July 12, 2024, at an issue price of ₹ 10/- per equity share against the conversion of balance 1,600 OCDs. With the said conversion, all outstanding OCDs stand converted into equity shares.
- Pursuant to the resolution(s) passed by the board of directors on June 13, 2024 and by the shareholder's on July 10, 2024, your Company on July 18 and July 19, 2024, allotted 1,66,08,10,804 equity shares at an issue price of ₹ 14.80 per Equity Shares to Nokia Solutions and Networks India Private Limited (1,02,70,27,024 Equity Shares) and Ericsson India Private Limited (63,37,83,780 Equity Shares), vendors of the Company, aggregating to ₹ 24,580 million on preferential basis.
- Also, on July 29, 2024, 122,064 equity shares were allotted pursuant to exercise of Restricted Stock Units granted to eligible employees under Company's Employee Stock Option Scheme - 2013.

Consequent to the aforesaid issuance, the issued, subscribed and paid-up equity share capital as on date of this report stands at ₹ 696,998 million comprising of 69,69,98,17,180 equity shares of ₹ 10/- each.

Further post end of the Financial Year, the Authorised Share Capital of the Company was increased from existing ₹ 750,000 million to ₹ 1,000,000 million.

CASH, DEBT AND GOI OBLIGATION

On a standalone basis, the Company had Cash and Cash Equivalents of ₹ 1,542 Mn and Fixed Deposits with

banks having maturity of 3 to 12 months of ₹ 2 Mn as on March 31, 2024. The total debt from banks and financial institutions stood at ₹ 40,362 Mn, Inter-company loan stood at ₹ 2,556 Mn and Optionally Convertible Debentures at ₹ 1,600 Mn as of March 31, 2024. The payment obligations to the Government stood at ₹ 2,034,336 Mn as of March 31, 2024 including deferred spectrum payment obligations of ₹ 1,331,140 Mn and AGR liability of ₹ 703,196 Mn.

On a consolidated basis, the Company had Cash and Cash Equivalents of ₹ 1,678 Mn and Fixed Deposits with banks having maturity of 3 to 12 months of ₹ 4 Mn as on March 31, 2024. The total debt from banks and financial institutions stood at ₹ 40,362 Mn and Optionally Convertible Debentures at ₹ 1,600 Mn as of March 31, 2024. The payment obligations to the Government stood at ₹ 2,034,336 Mn as of March 31, 2024 including deferred spectrum payment obligations of ₹ 1,331,140 Mn and AGR liability of ₹ 703,196 Mn.

All scheduled loan repayments were made on respective due dates.

During the year, the Company had availed a Short Term Loan of ₹ 20,000 Mn.

CREDIT RATING

As on March 31, 2024, the rating of Long Term Bank Facilities is CARE B+ (Stable) and Short Term Bank Facilities is Care A4. During the year under review, the Company has retired all outstanding Non-Convertible Debentures and thus no rating is included in that regard.

Following the equity raise and other developments, the credit rating of the Long Term Bank Facilities stands upgraded to CARE BB+ (Stable) and Short Term Bank Facilities to A4+, as of date of this report.

CAPITAL EXPENDITURE

On a standalone basis, the capital expenditure (including capital advances and excluding RoU assets and Spectrum) incurred was ₹ 15,360 Mn in the Financial Year 2023-24. Further, the Company has incurred ₹ 1,520 Mn towards Bandwidth. In addition to this, the Company has acquired spectrum of ₹ 149 Mn. Further, on a consolidated basis, the

capital expenditure (including capital advances and excluding RoU assets and Spectrum) incurred was ₹ 16,967 Mn in the Financial Year 2023-24. Further, the Company has incurred ₹ 1,520 Mn towards Bandwidth. In addition to this, the Company has acquired spectrum of ₹ 149 Mn.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding, as on the date of the Balance Sheet.

SIGNIFICANT DEVELOPMENTS

- **Further Public Offering:**

Post the end of the financial year, your Company successfully completed capital raising of ₹ 180,000 million by way of Further Public Offering ('FPO') by way of fresh issue of 16,36,36,36,363 Equity Shares of face value ₹ 10/- each at an Offer price of ₹ 11/- per Equity Share (including a premium of Re. 1 per Equity Share). The Issue was made through book building process in accordance with regulation 129(1) of the SEBI ICDR Regulations, which opened on April 18, 2024 and closed on April 22, 2024 and the allotment was completed on April 23, 2024.

The FPO of the Company received strong support from investors and the issue was oversubscribed by 6.97 times. Post the completion of the FPO, the shareholding of the Promoter/Promoter Group reduced from 48.91% to 36.87%.

- **AGR Matter**

The Hon'ble Supreme Court had upheld the view considered by Department of Telecommunications ("DoT") in respect of the definition of Adjusted Gross Revenue ("AGR") ("AGR Judgment") and confirmed the principal demand, levy of interest, penalty and interest on penalty resulting in significant financial implications on the Company. The Hon'ble Supreme Court also had vide its final order dated September 1, 2020, inter-alia directed that telecom operators shall make payments in ten instalments commencing from April 1, 2021 to March 31, 2031 payable by 31st March of every succeeding financial year and file an yearly affidavit confirming compliance.

The Company had on August 10, 2021 filed a review petition with the Hon'ble Supreme Court for considering to hear the modification application on correction of manifest/clerical/arithmetic errors in the computation of AGR demands which is still pending to be heard.

The Union Cabinet on September 15, 2021 approved major structural and process reforms in the telecom sector to boost the proliferation and penetration of broadband and telecom connectivity. Further to address liquidity requirements, the Cabinet had also approved deferment of AGR dues which are payable in annual instalments as determined by the Hon'ble Supreme Court for up to four years without any change in the instalment period and deferment of spectrum auction instalments payable from October 1, 2021 to September 30, 2025 excluding the instalments due for spectrum auction conducted in 2021. It also provided upfront conversion on any of the interest amount arising due to such deferment into equity on a Net Present Value (NPV) basis. The Company had conveyed its acceptance for the deferment of Spectrum Auction instalments and AGR Dues by a period of four years and on January 10, 2022 conveyed its acceptance for conversion of such interest on the deferred instalments related to deferred annual spectrum liabilities and AGR dues into shares in the Company.

Subsequently on April 14, 2022, the Company confirmed the computation of the Net Present Value (NPV) of the interest liability on moratorium period amounting to ₹ 161,331 Mn towards AGR dues and deferred annual spectrum liabilities respectively as on the date of exercise of option i.e. January 10, 2022. The DoT, on February 3, 2023, issued an order under section 62(4) of the Companies Act, 2013, directing the Company to convert the loan representing NPV of the interest related to such deferment amounting to ₹ 161,332 Mn into Equity Shares. On February 7, 2023, the Company's Board approved the allotment of shares to Government of India.

During the previous financial year 2022-23, the DoT offered a moratorium on pending AGR related dues up to Financial Year 2018-19 along with an option of equity conversion of interest liability pertaining to the moratorium period for the additional amount of

₹ 88,372 Mn (including additional amounts for the period till Financial Year 2016-17 not forming part of the affidavit submitted to Supreme Court). On June 29, 2022, Company conveyed its acceptance for the deferment of AGR related dues for the period beyond Financial Year 2016-17 and till Financial Year 2018-19 as the figures till Financial Year 2016-17 were to be treated as final without any changes as per the AGR judgement. The DoT has also mentioned that these demands are subject to further correction on account of disposal of various representations submitted by the Company, outcome of other pending litigations etc. and the undisputed amounts finally determined by December 31, 2025 shall be paid in six equal instalments post the moratorium period. In September 2022, the Company informed the DoT that on the interest for the moratorium period on these yet to be finalized AGR dues beyond Financial Year 2016-17 till Financial Year 2018-19, it shall not be opting for conversion into equity.

Accordingly, as at March 31, 2024, the net liability towards AGR dues arising out of Honourable Supreme Court judgment amounting to ₹ 703,196 Mn (net of payment of ₹ 78,544 Mn) is disclosed as deferred payment obligation pursuant to AGR judgement under long term borrowings in the financial statements.

- **One Time Spectrum Charge Matter**

In respect of levy of One Time Spectrum Charge ('OTSC'), the DoT has raised demand on the Company and erstwhile Vodafone India Limited (VInI) and Vodafone Mobile Services Limited (VMSL) in January 2013 for spectrum beyond 6.2 MHz in respective service areas for retrospective period from July 1, 2008 to December 31, 2012 and for spectrum held beyond 4.4 MHz in respective service areas effective January 1, 2013 till expiry of the period as per respective licenses. In the opinion of the Company, the above demand amounts to alteration of financial terms of the licenses issued in the past and therefore the Company filed a petition in the Hon'ble High Court of Bombay, which vide its order dated January 28, 2013, had directed the DoT to respond and not to take any coercive action until the next date of hearing. Similarly erstwhile VInI and VMSL had filed a petition before the

Hon'ble Tribunal Telecom Disputes Settlement and Appellate Tribunal (TDSAT) which vide its order dated July 4, 2019 held that for spectrum below 6.2 MHz, OTSC is not chargeable and accordingly demand is set aside. For spectrum beyond 6.2 MHz, if spectrum is allotted after July 1, 2008, OTSC shall be levied from the date of allotment of such spectrum and if spectrum is allotted before July 1, 2008, OTSC shall be levied from January 1, 2013 till the date of expiry of licenses and ordered DoT to issue revised demands, if any, as per terms of direction given. The Company's appeal before the Hon'ble Supreme Court for levy of OTSC beyond 6.2 MHz, though initially dismissed was reinstated following a review petition filed in this regard. The DoT has also preferred an appeal against the TDSAT judgement for levy of OTSC on spectrum below 6.2 MHz. The matter is currently pending before the Hon'ble Supreme Court.

- **Tax Treatment of Revenue Share License Fee Judgement**

On October 16, 2023, the Supreme Court of India ruled that the tax treatment of the annual revenue share license fee ("RSLF") paid by telecommunication license holders to the Department of Telecommunications ("DoT") needed to be similar to the tax treatment as applicable for the upfront fee payable at the time of acquisition of such a license (the "RSLF 2023 Supreme Court Judgement").

For taxation purposes, the RSLF amount reflected in the profit and loss was being claimed as a period expense. However, following the RSLF 2023 Supreme Court Judgement, the Company was required to recompute the tax treatment of RSLF on a staggered basis for the term for all telecom licenses held by us. While this does not result in any permanent tax disallowance, this will however result in a lower taxable deduction during the initial period of the license and a higher taxable deduction during the latter period of the license.

Over the years, the Company acquired several telecommunication licenses from the DoT and also acquired other telecommunication companies that held active telecommunication licenses from the DoT, which have been merged into your Company. Based on

initial evaluation and after considering the allowable deductions for the periods and on a best estimate basis, a tax provision of ₹ 8,220 Mn and interest of ₹ 2,630 Mn are recorded under Current tax and Finance costs respectively, and corresponding effect has been recorded as Current tax liability of ₹ 5,217 Mn and adjusted ₹ 5,633 Mn in Other Non-Current Assets in the financial statements.

- **TDSAT Judgement**

On July 23, 2018, the Company had paid an amount of ₹ 39,263 Mn under protest for the differential amount of entry fees paid and market determined price of 4.4 MHz, as demanded by the DoT. The Company had thereafter filed a petition with TDSAT disputing ₹ 13,636 Mn as excess amount calculated by the DoT. The DoT accepted the Company's contention to the extent of ₹ 7,555 Mn resulting in TDSAT issuing order dated December 15, 2023, directing the DoT to adjust this amount. The DoT vide letter dated December 27, 2023 has communicated such adjustment.

- **Spectrum Auction**

DoT had issued the Notice Inviting Applications (NIA) on 8th March 2024 for Auction of Spectrum in 800 MHz, 900 MHz, 1800 MHz, 2100 MHz, 2300 MHz, 2500 MHz, 3300 MHz, and 26 GHz Bands. The spectrum auction commenced on 25th June 2024 and concluded on 26th June 2024 after 7 rounds of bidding spread over 2 days. The total spectrum placed for auction was valued at ~ ₹ 962 billion at reserve price. The cumulative pay-out by the Industry was ~ ₹ 113 billion.

REGULATORY DEVELOPMENTS

- **The Telecommunications Act, 2023:** On December 24, 2023, the Telecommunications Act 2023 was published. The objective of the Act is to amend and consolidate the law relating to development, expansion and operation of telecommunication services and telecommunication networks, assignment of spectrum and other connected matters. This Act will replace the Indian Telegraph Act, 1885, the Indian Wireless Telegraphy Act, 1933 and the Telegraph Wires (Unlawful Possession) Act, 1950. Key highlights of the

Act include provisions on:

- Legal enforceability of Right of Way permissions, processes & procedures;
- Assignment of spectrum;
- Protection of Telecom Network and Services;
- Protection of Users as also Duty of Users;
- Introduction of a Central adjudicatory mechanism before an appeal can be preferred to the Telecom Dispute Settlement and Appellate Tribunal;
- Rationalization of penalties, including enunciation of the principles to be kept in mind whilst determining penalties.

Rules in respect of the various provisions of the Act are yet to be formulated. The Company welcomes the Act and sees it as an important milestone in the development of a future ready legal framework paving the way for next generation infrastructure development.

- **Provisional Assignment of Expiring Spectrum:** As the spectrum assigned administratively to the Company was expiring prior to the spectrum auctions, that are now scheduled for June 2024, DoT decided to permit the Company to retain its spectrum till the conclusion of the auction process subject to payment of a provisional price for the retained spectrum, which would be adjusted based on final price discovered through the auction process. It was also clarified that in case the incumbent TSP does not win back the spectrum, a maximum transition period of two months will be given to the incumbent TSP. Accordingly, the Company has provisionally extended 5MHz spectrum in Uttar Pradesh (West) and 4.4MHz spectrum in West Bengal in the 900MHz band.
- **Amendment to Subscriber Verification Guidelines:** On August 21, 2023, the DoT issued instructions making it mandatory for the licensees to register each Point of Sale (franchisee, agent, distributor) before permitting them to enroll customers. On August 31, 2023, the DoT issued instructions mandating End-user KYC for all business connections. The DoT has also issued instructions for discontinuation of paper-based KYC effective January 1, 2024.

- **Digital Personal Data Protection Act, 2023:** On August 11, 2023, the government notified the Digital Personal Data Protection Act to provide for the processing of digital personal data in a manner that recognizes both the right of individuals to protect their personal data and the need to process such personal data for lawful purposes and other connected matters. The Act is based on the principles of consented, lawful and transparent use of personal data; purpose limitation; data minimization; data accuracy; storage limitation; reasonable security safeguards and accountability. The Act lays down the obligations of a Data Fiduciary, the Rights and duties of a data Principal, grievance redressal mechanism, setting up of a data protection board, penalties in respect of various breached. Rules in respect of various provisions of the Act are yet to be formulated. The Company is already required under licensed to maintain confidentiality of its subscriber data. The Company welcomes the Act and sees it as an important step towards a uniformly applicable approach for ensuring protection of personal data of the consumers.
- **Introduction of Calling Name Presentation (CNAP) Service in Indian Telecommunication Network:** TRAI submitted its recommendations to DoT on February 23, 2024, that CNAP Supplementary Service should be introduced in Indian telecom network and all access service providers should provide this service to their subscribers upon their request and that the name provided by subscribers in the Customer Application Form (CAF) should be used for this purpose. TRAI also recommended that the technical model for implementation be tested in 1 LSA with subscriber base of each TSP prior to pan-India implementation of this service and that after acceptance of these recommendations by the Government, appropriate instructions be issued to make CNAP feature available in all devices sold in India with a suitable cut-off date. A trail for assessing Proof of Concept is being planned by DoT.
- **Telecommunication Infrastructure Sharing, Spectrum Sharing, and Spectrum Leasing:** On April 24, 2024 TRAI submitted its recommendations to DoT on Infrastructure Sharing, Spectrum Sharing, and Spectrum Leasing. Key recommendations include

mandatory roaming, sharing of infrastructure in cases where the projects have been partially or fully funded by Government through the USO Fund and allowing inter-band spectrum sharing and spectrum leasing. In addition, TRAI has recommended DoT to explore possibility and conduct field trials with willing TSPs for allowing Authorized Shared Access (ASA) of spectrum assigned to Government agencies/other entities, for secondary use to TSPs. Final decision in this regard will be taken by DoT.

- **Digital Consent Acquisition:** On June 2, 2023, TRAI issued a Direction regarding implementation of Digital Consent Acquisition (DCA) under Telecom Commercial Communications Customer Preference Regulations 2018 (TCCCPR 2018) which envisages creation of a uniform platform and process to register customer's consent digitally across all service providers and Principal Entities.

BRAND OVERVIEW

The brand **VI** of your Company has completed over 3 years. In this short journey, the brand has already garnered strong awareness and continues to build brand affinity & consideration across all customer segments in the country.

Your brand's health has improved significantly as reflected in brand NPS as well as on key KPIs like Spontaneous Awareness & Total Awareness. It has also shown significant improvements across many other brand Imagery Parameters. Further, your Company continued to grow on its NPS (Net Promoter Score) – a mark of its splendid customer service being appreciated whole-heartedly by its users.

Your Company also continued its numero uno position on the Social Media front with the credit of being the only telco with +ve NPI (Net Positivity Index) and a whopping 86% SoPV (Share of Positive Voice) on Social Media amongst all the telco brands in the country.

MARKETING AND OTHER INITIATIVES

Building upon the success of the previous year, your Company has elevated both product and marketing differentiation to new heights, offering unique and industry-first digital solutions to our customers.

- Your Company launched 'Be Someone's We' campaign,

rooted in the company's vision of being a partner to its customers; in building a better today and a brighter tomorrow. This is relevant in today's world as several studies indicate that people from all walks of life, especially the GenZ & millennials are struggling with challenges such as loneliness and social isolation; impacting their overall well-being. The campaign focused on deepening emotional affinity to build positive momentum and consumer connect for Vi. This campaign was promoted across TV, digital and on-ground. To exhibit being someone's we, various on-ground engagements were carried with NGOs, old age homes etc. to celebrate the brand's promise with people who feel lonely. The employees, along with more than 500 kids from NGOs created a Guinness World Record for largest notebook sentence, with 23K+ notebooks across 1lakh sq.ft to generate awareness of 'Be Someone's We'. These notebooks were then distributed amongst the children, bringing a smile on their faces.

- Vi also did a Human Network Testing Network Campaign in Mumbai as a challenge to cater to the crucial connectivity requirement for the constantly moving Mumbaikars. Vi partnered with Mumbai's best human network, the Dabbawalas, who know the city like no other, to test Vi's network and thereby help to improve the network for offering a superior network experience to its users. The dabbawalas torture tested Vi GIGAnet across 22 wards and over 550 locations, covering the length and breadth of Mumbai which helped us understand where the network was seamless and where it needed strengthening. They tested the network on data as well as voice through voice calls & video calling, video streaming, online gaming & speed tests etc. Based on their feedback, a team of Vi network engineers continued to reinforce the network in the locations needing a stronger experience. Today, we are confident that Vi offers superior network connectivity across the nooks & corners of the city & the dabbawalas are testimony to it. This campaign was promoted across TV, digital and on ground.
- A pilot run of our new convergence proposition, Vi One, was conducted by your Company, in collaboration with You Broadband. Vi One seamlessly integrates high-speed broadband, OTT subscriptions, and prepaid

mobile connections into one offering, with tests conducted across Maharashtra and Gujarat markets.

- Responding to the ever-increasing data demands and evolving usage patterns, your Company introduced new data packs such as Super Hour, Super Day, and Chhota Hero, tailored to meet the needs of today's users. These packs were strategically promoted in below-the-line activities within high data consumption markets, resulting in significant growth in consumption.
- During the roaming season, your Company reached new milestones with innovative products in the prepaid portfolio and continued to differentiate itself in the industry with Truly Unlimited Data and Calls for postpaid roaming. New packs were extensively promoted across target groups through digital campaigns and a unique partnership with MakeMyTrip.
- Putting customers at the forefront of our business, your brand launched Vi Thank You, a distinctive initiative aimed at expressing gratitude to our customers for their contributions to society and the country. Additionally, Vi Priority, a priority customer care service, was introduced for selecting long-standing network users and premium postpaid customers.
- To further enhance our postpaid offerings, your Company introduced the 'Choose Your Benefit' feature on Vi Max postpaid plans, allowing customers to personalize their plans by selecting benefits from various categories such as OTT, travel, food, and mobile security. This pioneering move, accompanied by visually striking and innovative TV creative promotions, challenged the industry norms of one-size-fits-all plans.
- Lastly, your Company unveiled Vi Movies and TV in a revamped avatar as a connected TV application, available on various platforms including Android, Google TV, Firestick, and Samsung Smart TVs. This comprehensive app aggregates content from 13 OTT platforms and 400 TV channels, providing users with a seamless entertainment experience.

On the Digital front, your Company continued to further strengthen its flagship Digital Asset – Vi App. With an objective to increase customer engagement and herald a new Digital ecosystem, your Company has transitioned Vi app into multifaceted super app which now provides

its customers with a large repertoire of telco++ services like – Live TV, Movies & Web-Series, Casual Online Games, eSports, Cloud Games, Utility Bill Payments & OTT & other Digital subscriptions. Through Vi App, your Company has also significantly scaled online recharge sales for its prepaid plans, new postpaid customer acquisition, sale of international roaming packs as well as service requests being made on Vi App by both, prepaid & postpaid customers.

Vi Movies & TV – our OTT App has also been integrated with Vi App giving customers access to their favorite shows & movies right on Vi App itself. And to provide the best in class content, the Company partnered with various content creators and OTT apps like SonyLiv, Hotstar, Zee5, SunNXT, ShemarooMe, Hungama, TV Today, Atrangi, Nammaflix, Klikk, Choupal, Playflix, Fancode and others. The app provides a range of content including Movies, TV shows & Live TV from over 400 TV channels, original shows and short format videos in 16+ languages. It has rich content ranging from GEC (general entertainment), news, religious, regional, documentaries, sports & kids. Vi Movies & TV also offers a combo plan to users wherein they get 13 OTT subscriptions & access to 400+ TV channels through a single plan.

With the objective of driving high-end/heavy data users with premium content, the Company also has product bundling tie ups with leading content providers like Disney+ Hotstar, Amazon Prime, SonyLiv & SunNXT.

Your Company has also integrated an eSports platform in partnership with one of the leading eSports start-up, Gamerji. Vi's eSports platform allows consumers to participate in eSports tournaments across some very popular titles like Free Fire Max, Call of Duty, Asphalt9 & more. Your Company also expanded Vi Games proposition with the launch of Social or Multiplayer games offering that included popular games like Ludo, Solitaire, Rummy, TeenPatti, Uno, Cricket, Football, Wordle & more. Extending its play into gaming, your company launched Cloudplay – a cloud gaming service, in partnership with a French gaming company, CareGame. Cloudplay boasts of a rich highly advanced game catalogue allowing users to play high-end gaming without having to download or install a game on their devices.

With the objective of driving Data & Media monetization, your Company had also commissioned its AI/ML driven ad-tech platform. Launched under the brand **VI** Ads, it offers advertisers unique audience segments, interest groups &

targeting parameters and advertising opportunity across all telco owned channels as well as 3rd party digital inventory under a single platform, thereby simplifying media buying, especially for the SMBs.

Your Company, last year, had also commissioned a state-of-the-art Consumer & Marketing Analytics Platform - India's 1st Big Data AI/ML & Advanced Cloud Analytics Platform among Telcos, which now gives us the capability to compute and process at scale apart from the ability to also access open source knowledge banks. This has enabled us to entrust the task of defining the next best action (NBO) to machines and has really helped enhance outcomes of CVM machinery through sharper targeting and targeted offerings with significant uptake in revenue & adoption/acquisition counts. Your Company won the prestigious Frost & Sullivan award in the telco category for leading Artificial Intelligence & Machine Learning practices and their application across Indian Telecom Service Providers.

Launch of Self KYC for Prepaid and Postpaid Home Delivery

Vi was the first operator in the industry to launch the Self KYC (Know Your Customer) process for Prepaid and Postpaid in March 2023. The Self KYC process made the customer on-boarding faster and easier as customers were no longer required to visit the retail store and go through the physical KYC process. This is currently available in 9 circles – DEL, MUM, KOL, KAR, GUJ, MNG, RAJ, HAR & Assam. The service will be further expanded to 4 more circles in the coming months – APT, UPE, ROB & TNC.

Your Company launched another Industry First proposition – Vi Max Postpaid Choose Your Benefit (CYB) offering consumers a choice amongst OTTs, Travel, Food & Device security. This is first of its kind globally wherein Postpaid customers can choose benefits of their liking from a wide range of non telco options across various categories of OTT Entertainment, Travel, Food and Device security. This led to a significant increase in Gross acquisition on Postpaid and reduction in churn leading to positive net adds on a consistent month on month basis.

Vi launched a slew of initiatives to fuel growth in the IR business in the last financial year. A new IR portfolio was launched to democratize roaming experience through affordable packs at ₹ 133/day. Vi expanded the IR Pack

country footprint to cover 115+ destinations which include high footfall ones such as Maldives & Azerbaijan and launched Volte services in USA/Australia/Japan to offer seamless voice experience.

Big Data, Advanced Analytics (Artificial Intelligence & Data Science) and Business Intelligence Edge

Vi launched India's 1st Big Data AI/ML Cloud Advanced Analytics Platform over AWS Cloud enabling massive parallel voluminous big data processing for smarter and faster marketing interventions & plan recommendation generated by our Data Science & AI/ML based predictive & prescriptive models. Enhancing business growth both for its Prepaid & Postpaid business offerings especially in UL Recruitment, UL Renewals, Plan Upgrades especially Long Validity Plan Upgrades & Upsell / Cross Sell, Churn Reduction, Digital Adoption / Engagement, International Roaming (IR) offerings, curbing hoppers subscribers, enhancing family plan adoptions and is indeed a step taken forward in our journey of transition from Telco-Techco. Thereby, migrating from conventional ML algorithms to Deep Learning & Generative AI Algorithms on extensive and varied datasets necessitates significant computing and processing power.

While promoting purposeful innovations in AI and Data Science, the Company has roadmap to improve customer experience and business value. For instance, it conducts research and development (R&D) experiments on unstructured data, including text, speech, image, and video analytics to build value-impacting use cases such as improvements in digital assistants (GPT3), content recommendation, photo/movie resolution improvement, smart augmented reality/virtual reality use cases for field training etc.

- Our Artificial Intelligence & Data Science driven Big Data Analytics Platform brings in massive parallel processing & compute capability enabling faster GTM along with speed, scale capability across multiple AI/ML Models to run on Pan-India subscriber base at once. It also enables enterprise grade Real-Time Stream Analytics Capability in defining and deploying AI/ML Use Cases and Models along with Gen AI capabilities across Large Language Models (LLMs), Visual Data Synthesis & Intelligence and Audio/Speech Analytics.

Vodafone Idea's state-of-the-art team with its in-house trained and skilled Data Scientists, AI Engineers, Business Intelligence experts, Cloud computing engineers combined with its cutting-edge cloud technology stack continues to build, refine, track, and update tailored AI and Data Science models for hyper-personalization & automation of need basis customer behavior, customer feedback, and social media inputs such as text/logs, voice/speech, images/videos, and reliable external data parameters.

- Today our Big Data Analytics Platform enables enhanced Customer Acquisition, Engagement, Retention, Digital/Vi App Adoption/Engagement, Churn Reduction, Upsell/ Cross-Sell, Data Monetization, Text/Social Media/ Sentiment Analytics and accelerates migration of 2G/3G subscribers to 4G as part of our both ARPU & market share growth strategy. Our AI/ML based 5G prioritization and ranking is able to predict and optimize customer offering with Hyper-Personalization at scale provides us pre-emptive decision making support. It leverages data-driven decision-making processes using massive amounts of data to overcome industry-restraining challenges and improve business decisions, ultimately enhancing customer experience in the digital era.
- GTM time for AI/ML Models execution reduced from monthly to weekly frequency and now has capability to perform near Real-Time Predictive & Prescriptive Analytics at scale while the target is to roll out real time analytics to enable better customer delight and data monetization opportunities. This also enhances our capability to apply Deep Learning Algorithms including compute resource intensive Generative AI Algorithms over large volume of data concurrently instead of just experimenting with conventional Ensemble Machine Learning Algorithms thereby enabling better and scalable campaign performance. The Generative AI algorithms capabilities is being reinforced at Vi to optimize our NLP, Computer Vision and Video Analytics based use cases.
- The deployed Big Data Analytics Platform over AWS Cloud has the most cost-effective architecture generating over 60% cost reduction that leverages both Data Lake & AWS Cloud storage & compute

components optimally to keep the cost as low as possible. CAPEX reduced almost to Zero with OPEX flexible and elastic to incorporate additional business impacting AI/ML Models that have high Business impact/value. We have been able to reduce AI model building and scoring time by more than 80% with Big Data AI/ML Cloud Analytics platform at scale and speed thereby supporting faster decisions and Go-to-Market strategy.

Partnerships & Alliances

In partnership with top security providers including FirstWave, Fortinet, Cisco, TrendMicro, IBM, and Netscout Arbor, **VI** Business has introduced **VI** Secure, a comprehensive cyber security portfolio. This initiative equips enterprise clients with a suite of dependable, cutting-edge security solutions that cater to their present and future cyber security requirements.

Integrated IoT Solutions

- Committed to enhancing digital experiences and strengthen its market leadership in IoT and other emerging technology businesses, Vi Business's year-round focus has been to empower businesses to be 'Ready For Next'. Our innovative IoT solutions have transformed the way businesses operate, reinventing processes, operations, and customer experiences.
- Our integrated IoT solutions cover a wide spectrum of industries, including Smart Infrastructure, Smart Mobility, and Smart Utilities. From connected vehicles to advanced energy management, **VI** Business is at the forefront of driving digital transformation across various sectors.
- We have pioneered many industry's first initiatives that have made us the most trusted IoT partner for enterprises across India. We are the only Indian telecom company to offer a secured end-to-end IoT solution, encompassing hardware, network, analytics, security, and managed services. We are the first telco to launch GSMA certificated eSIM commercially and with advanced features like remote provisioning, Vi IoT eSIM ensures seamless connectivity for IoT devices. Our commitment to innovation in IoT remains unwavering with initiatives like Sanchaar Shakti —an end-to-end

multimodal IoT logistics solution that help business achieve a substantial reduction in logistic cost.

- With over 175+ test scenarios and global testing expertise, our IoT Lab-as-a-service in collaboration with C-DOT, offers device testing & certification, ensuring the reliability and scalability of your IoT solutions. Our constant innovation is envisioned with the launch of our self-care platform, IoT Smart Central that enables enterprises to centrally manage, control and monitor connectivity options for their IoT devices across industries and use cases.

SME Focus

- The 'Ready for Next' initiative from Vi Business supports MSMEs throughout their digital journey. Through the 'Ready for Next' digital self-assessment process, over 80,000 MSMEs have evaluated their digital maturity in three key areas: Digital Customer, Digital Workspace, and Digital Business. This empowers them to select appropriate digital solutions.
- Vi Business Plus offers Mobility Bundling solutions, catering to today's mobile workforce. These plans facilitate connection, communication, collaboration, and more, with features such as data pooling. Vi Business Plus ensures a superior customer experience with seamless, uninterrupted high-speed data. Moreover, it provides device security and Google Workspace solutions tailored for SMEs and startups, enhancing their productivity and efficiency.

Awards and Recognitions

Some key awards and recognitions received by your Company during the period are:

- Vi Business won multiple recognitions at the Voice & Data Excellence Awards 2022 under Enterprise Business Services and Customer Experience categories
- Vi Business won multiple recognition at the CIO Choice Awards 2023 under various categories
 - Telecom Services Vendor - Telecom Carrier (Mobile Access)
 - Telecom Services Vendor - Telecom Carrier (International Access)
 - Enterprise Mobility Vendor - Managed Mobility

- Telecom Services Vendor - Cloud Telephony
- Telecom Services Vendor - SIP Trunk
- Vi won CX Awards 2023 for 'Best Customer Experience Team of the Year'
- Vi won multiple recognition at the ET Brand Equity – India DigiPlus Awards 2023
 - Best Use of Performance Marketing – Silver
 - Digital Campaign in the B2B Category - Bronze
- Vi won multiple recognitions at Afaqs! Marketers' Xcellence Awards '23
 - Best use of Short Form Video (Vi Max Postpaid) – Bronze
 - Best Performance Marketing: Digital Customer Acquisitions (Vi Postpaid) – Bronze
 - Best Use of Instagram (Vi Mood Jukebox) – Silver
 - Best Use of Influencer on You Tube (#SpeedSeBadho with Raftaar) – Bronze
 - Best Influencer Marketing (#SpeedSeBadho with Raftaar)
- Vi won multiple recognitions at Afaqs! Brand Storyz Awards 2023
 - Best use of Data for "Doubling digital acquisitions for Postpaid via customized messaging & precise targeting" – Gold
 - Best Use of Social Media for "Vi Sach mucch too much campaign" – Gold
- Vi was awarded with 'Technology SIP Trunk' for Managed SIP Trunk by Frost & Sullivan – under Technology Innovation Leadership awards category
- 'Enabling Technology Leadership Award' for Vi Smart Mobility Solutions by Frost & Sullivan – under Enabling Technology Leadership awards category
- Vi won awards across 7 categories at CIO Choice Awards 2024
 - Cloud Telephony – 4th time winner
 - Internet of Things – 6th time winner
 - SDWAN Services – 1st nomination and win
 - Telecom Carrier International Access – 3rd time winner

- Telecom Carrier Mobile Access – 10th consecutive win
- Rich Business Messaging – 1st nomination and win
- Digital Transformation Enabler – Ready for Next Assessment for MSMEs
- Vi was recognized among the Top 100 companies for women in India by Avtar The Power of Diversity
- Vi was awarded the best social media brand in the telecom domain and was also awarded for the best use of memes by Mad Over Marketing
- Vi was awarded for best digital innovation at the e4m Indian Digital Marketing Awards 2023- Silver
- Vi Dabbawala campaign was awarded Innovative Use of Influencer at Spikes - Gold

SUBSIDIARIES AND JOINT VENTURES

As on March 31, 2024, your Company has nine subsidiary companies, one joint venture company and one associate company, details are given below:

Subsidiaries

1. Vodafone Idea Telecom Infrastructure Limited (VITIL)

VITIL is engaged in renting out passive infrastructure to telecommunication service providers for hosting their active equipment on existing fibre portfolio of ~170,534 kms. During the year under review, the total income stood at ₹ 9,552 Mn as compared to ₹ 8,455 Mn in previous year.

2. Vodafone Idea Business Services Limited (VIBSL)

VIBSL is an outsourcing hub for backend IT support, data centre operations and hosting services to the Company and its subsidiaries. It also has an OSP license business. During the year under review, the total income stood at ₹ 1,901 Mn as compared to ₹ 1,364 Mn in the previous year.

3. You Broadband India Limited (YBIL)

YBIL is engaged in providing high speed broadband internet access through cable network, high

bandwidth internet broadband services to retail, enterprise segment, infrastructure support to licensed telecommunication service providers. During the year under review, the total income stood at ₹ 1,191 Mn as compared to ₹ 1,372 Mn in the previous year.

4. Vodafone Idea Manpower Services Limited (VIMSL)

VIMSL is engaged in the business of providing manpower services to the Company. During the year under review, the total income stood at ₹ 764 Mn as compared to ₹ 743 Mn in the previous year.

5. Vodafone Idea Communication Systems Limited (VICSL)

VICSL is engaged in the business of trading of Mobile handsets, data card and related accessories and services. During the year under review, the total income stood at ₹ 387 Mn as compared to ₹ 453 Mn in the previous year.

6. Vodafone Idea Shared Services Limited (VISSL)

VISSL is an outsourcing hub for Finance & Accounts, Human Resources, Supply Chain Management, Credit & Collection Support, Customer Support and catering to the Information Technology (IT) needs for data consolidation, back end IT support for the Company and its subsidiaries. During the year under review, the total income stood at ₹ 944 Mn as compared to ₹ 1,195 Mn in the previous year.

7. Vodafone Idea Technology Solutions Limited (VITSL)

VITSL is engaged in providing Technology, Software, Hardware, Value Added Services (VAS), Application Software, Contents and related products and services that facilitate and develop access to IT enabled VAS products and services whether on single or multiple platform(s) or operating system(s). VITSL is also engaged in the business of providing Data Centre related services and IT Solutions (including E-SIMs) to its customers. During the year under review, the total income stood at ₹ 399 Mn as compared to ₹ 191 Mn in the previous year.

8. Vodafone Foundation (VF)

VF is a Section 8 Company as per Companies Act 2013. Pursuant to the enactment of Companies Act, 2013 and Section 135 of the Companies Act, 2013, VF is an implementing agency and carries out Corporate Social Responsibility ('CSR') activities for the Company, its subsidiaries, associate and joint venture, promoter group companies in line with the Schedule VII of the Companies Act, 2013. VF primarily focuses on CSR activities that includes promoting and development of (a) education, (b) financial literacy, (c) empowerment of women, (d) healthcare, (e) environment, (f) eradication of poverty, (g) improving socio-economic condition of farmers.

9. Vodafone M-pesa Limited (VMPL)

VMPL was in the business of Prepaid Payment Instruments (PPI) and Business Correspondence and provided customers with a mobile wallet and money transfer services in the form of M-pesa. VMPL has ceased all operations and surrendered its Prepaid Payments Instruments Licence issued by the Reserve Bank of India (RBI) under the Payment and Settlement System Act, 2007 with effect from 30th September, 2019 as per the guidance and approval of RBI - Department of Payment and Settlement System (DPSS) and also terminated its Business Correspondence Agreement with ICICI Bank with effect from 31st July 2019.

Post completion of the three year period on 30th September, 2022, as was directed by the RBI while approving the surrender of the PPI Licence, VMPL had written to the RBI on way forward relating to compliances to be continued, post which the RBI has advised to continue maintaining the unextinguished liability towards PPI holders and merchant in the escrow account till further communication from their end. As Per the latest communication from RBI dated 2nd August, 2023, the Company has been advised to follow the same practice.

Joint Venture Company

Firefly Networks Limited, is a joint venture with Bharti Airtel Limited, with each partner having equal (50% each) shareholding. The main objective of Firefly is to conduct the

business of site acquisition, installation, commissioning, operations and maintenance of Infrastructures at the Hotspots to enable telecommunication and internet service providers, to offer customers Wi-Fi access across the territory. Revenue from operations for the Financial Year ended March 31, 2024 was ₹ 97 Mn as compared to previous year's ₹ 196 Mn.

Associate Company

Aditya Birla Idea Payments Bank Limited (ABIPBL), an associate of the Company had decided to wind up business voluntarily on July 19, 2019, due to unanticipated developments in the business landscape of payments bank that have made the economic model unviable. ABIPBL had filed for voluntary winding up before the Bombay High Court and the Hon'ble High Court vide its order dated September 18, 2019, approved voluntary winding up of ABIPBL. ABIPBL is in process of winding-up.

In accordance with the provisions contained in Section 136(1) of the Companies Act, 2013 (Act), the Annual Report of the Company, containing therein its standalone and the consolidated financial statements are available on the Company's website <https://www.myvi.in/investors/annual-reports>.

Further, pursuant to the said requirement, the financial statements of each of the aforesaid subsidiary companies are available on the Company's website <https://www.myvi.in/investors/annual-reports> and shall be available for inspection during business hours at the Registered Office of the Company. Any member who is interested in obtaining a copy of the financial statements may write to the Company Secretary at the Registered Office of the Company.

In terms of provisions contained in Section 129(3) of the Act, read with Rule 5 of the Companies (Accounts) Rules, 2014, a report on the performance and financial position of each of the subsidiaries and joint venture companies in Form AOC-1 is provided as '**Annexure A**' to this report.

EMPLOYEE STOCK OPTION SCHEMES

Your Company values its employees and is committed to adopt the best HR practices for rewarding them suitably. In this direction your Company had implemented the Employee Stock Option Scheme, 2006 (ESOS-2006) and Employee Stock Option Scheme, 2013 (ESOS-2013) with

an objective of enabling the Company to attract and retain talented human resources by offering them the opportunity to acquire a continuing equity interest in the Company and made grants to eligible employees under ESOS-2006 and ESOS-2013 from time to time.

The Board of your Company has also approved broad parameters for implementing a new Employee Stock Option Scheme – 2018 (ESOS-2018), which has also been approved by the members at the Annual General Meeting held on December 22, 2018. The said Scheme is in the process of being implemented. Further, details of plans also form part of Notes to Financial Statements.

In terms of the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2014, the details of the Stock Options and Restricted Stock Units granted under the above mentioned Schemes are available on your Company's website <https://www.myvi.in/investors/annual-reports>.

A certificate from M/s. Umesh Ved & Associates, Company Secretaries, Secretarial Auditors, certifying that the Company's Stock Option Plans are being implemented in accordance with the ESOP Regulations would be placed at the Annual General Meeting for inspection by Members.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY

Your Company has in place adequate internal control systems commensurate with the size of its operations. The Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal auditors and the reviews performed by management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2023-24.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 and Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Consolidated Financial Statements forms part of this Annual Report and shall also be laid before the shareholders in the ensuing Annual General Meeting of the Company. The Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

RISK MANAGEMENT

In compliance with the requirements of regulations contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013, your Company has constituted a sub-committee of Directors known as Risk Management Committee, details whereof are set out in the Corporate Governance Report forming part of the Annual Report to oversee Enterprise Risk Management Framework. The role of the Risk Management Committee is inter-alia to approve the strategic risk management framework of the Company, and review the risk mitigation strategies and results of risk identification, prioritization & mitigation plans.

Your Company has a well-established Enterprise-wide Risk Management (ERM) framework in place for identification, evaluation and management of risks, including the risks which may threaten the existence of the Company. In line with your Company's commitment to deliver sustainable value, this framework aims to provide an integrated and organized approach for evaluating and managing risks.

A detailed exercise is carried out to identify, evaluate, manage and monitor the risks. As required the Committee/ Board meets to review the risks and steps to be taken to control and mitigate the same.

HUMAN RESOURCE MANAGEMENT

Your Company's people architecture has been built on the principles of being a consumer centric company with technology as the bedrock. The organization has equipped itself for high change agility, has embedded trust at the foundation of its people agenda, and has adopted digital as the first port of call for all solution building.

Health & Safety

At VIL, Health, Safety and Wellbeing (HSW) are not just priority, these are our core values. We are committed to “not doing business by putting people at risk”. Our continued efforts and focus on our Absolute Safety rules and standards backed by a strong governance mechanism has helped us end the year with Zero work related fatality.

Diversity and Inclusion

At VIL, we realize that Diversity and Inclusion at the workplace helps foster an open and healthy work environment and is critical to our business strategy. Our constant connect with our women colleagues through small group discussions and pulse surveys, sensitization workshops with managers and leaders allow us to build a larger appreciation of the challenges our women colleagues shoulder and build various enabling platforms and policies to help them be effective at work.

VIL has been recognized second time in a row for being amongst Top 100 companies for Women in India 2023 by a study conducted by Avtar and Seramount BCWI Study 2023. During the Financial Year ended 2023-24, female representation in the VIL workforce increased by 1.64%. At least 50% hiring of women has been ensured in various campus hiring programs. Development programs have been rolled out for senior, middle and junior level women employees for career acceleration. Policies have been made more inclusive by introducing primary care givers and same sex partners as beneficiaries. Pulse checks and focused group discussions with all women colleagues and maternity return employees have been conducted to assess experience and impact of programs. Child care assistance, elder care assistance and mental well-being assistance continues for all employees. Infrastructure support has been improved with dedicated parking facilities to expectant mothers and differently abled people in all major office locations. A large intervention has been initiated to provide geo tagged hygienic restroom facilities in sales beats where women are deployed.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance. Your Company continues to be compliant with the requirements of

Corporate Governance as enshrined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). A Report on Corporate Governance as stipulated under the Listing Regulations forms part of the Annual Report. A certificate from the Statutory Auditors of the Company, confirming compliance with the conditions of Corporate Governance, as stipulated in the Listing Regulations forms part of the Annual Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility & Sustainability Report ('BRSR') forms part of this Annual Report. The BRSR report describes initiatives undertaken by the Company from an environmental, social and governance perspective. Further, SEBI vide its circular no. SEBI/HO/CFD/CFD SEC 2/P/CIR/2023/122 dated 12 July 2023, updated the format of BRSR to incorporate BRSR core, a subset of BRSR, indicating specific Key Performance Indicators (KPIs) under nine ESG attributes, which are subject to mandatory reasonable assurance by an independent assurance provider. In accordance with this requirement, the Company has appointed Emergent Ventures India Pvt. Ltd as the assurance provider for BRSR core. The assurance statement on BRSR Core issued by Emergent Ventures India Pvt. Ltd., forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

In terms of the provisions of section 135 of the Companies Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report which forms part of this report.

The Company has policy on Corporate Social Responsibility ('CSR') recommended by the CSR Committee and approved by the Board and the same can be accessed on the Company's website at <https://www.myvi.in/investors/corporate-governance>.

In view of the losses incurred by the Company during the last three financial years, the Company has no obligation for CSR spend during the Financial Year 2023-24.

Further, for ensuring compliance of provisions of section 135 of the Companies Act, 2013 and the applicable Rules framed thereunder, the brief outline of the CSR Policy for the Company and a “NIL” Annual Report on CSR Activities is annexed as **“Annexure B”** which forms part of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

DIRECTORS’ RESPONSIBILITY STATEMENT

The Audited Financial Statements for the year under review are in conformity with the requirements of the Companies Act, 2013 and the applicable Accounting Standards. The financial statements reflect fairly the form and substance of transactions carried out during the year under review and reasonably present your Company’s financial condition and results of operations. Your Directors, to the best of their knowledge and belief, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- b) the accounting policies selected have been applied consistently and judgements and estimates are made that are reasonable and prudent, so as to give a true and fair view of the state of affairs of your Company as at the end of the financial year and of the financial performance and cash flows of the Company for that period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts were prepared on a going concern basis;
- e) your Company had laid down internal financial controls and that such internal financial controls are adequate and were operating effectively; and
- f) your Company has devised a proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. K.K. Maheshwari (representing Aditya Birla Group) resigned from the Board of the Company with effect from close of business hours on April 19, 2023. Further, Mr. Diego Massidda (representing Vodafone Group) resigned from the Board of the Company with effect from May 25, 2023. The Board places on record its sincere appreciation for the valuable guidance and contribution made by Mr. K. K. Maheshwari and Mr. Diego Massidda in the deliberations of the Board during their tenure as Director(s).

The Board based on the recommendation of the Nomination & Remuneration Committee appointed Mr. Kumar Mangalam Birla as an Additional Director (Non-Executive and Non-Independent), representing Aditya Birla Group effective April 20, 2023. The Nomination and Remuneration Committee also appointed Mr. Sateesh Kamath as an Additional Director (Non-Executive and Non-Independent), representing Vodafone Group effective May 25, 2023. The appointment of Mr. Kumar Mangalam Birla and Mr. Sateesh Kamath have been confirmed at the last Annual General Meeting of the Company held on July 17, 2023.

In accordance with the provisions of the Companies Act, 2013, Mr. Ravinder Takkar and Mr. Sunil Sood are liable to retire from office by rotation, and being eligible, have offered themselves for re-appointment at the ensuing Annual General Meeting of the Company.

Mr. Ashwani Windlass, Ms. Neena Gupta and Mr. Suresh Vaswani, Independent Directors were appointed for second term of three years and their term is due to end on August 30, 2024, September 16, 2024 and February 7, 2025, respectively. The Board based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of shareholder’s approved the increase in second term of Mr. Ashwani Windlass, Ms. Neena Gupta and Mr. Suresh Vaswani from three years to five years and accordingly, now their term as an Independent Director will cease on August 30, 2026, September 16, 2026 and February 7, 2027 respectively.

Further, post the end of the financial year, upon the recommendation of the Nomination & Remuneration Committee, the Board has considered and approved the appointment of Mr. Rajat Kumar Jain as an Independent

Director of the Company for a term of five years w.e.f. August 31, 2024, in place of Mr. Arun Adhikari whose term will end on August 30, 2024. The appointment of Mr. Rajat Kumar Jain is subject to shareholder approval at the ensuing Annual General Meeting.

All Independent Directors have submitted their declaration of independence, pursuant to the provisions of Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations, stating that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience, expertise and hold highest standards of integrity.

All Independent Directors of your Company have registered their name in the data bank maintained with the Indian Institute of Corporate Affairs, in terms of the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014.

A brief profile of the Directors proposed to be appointed/re-appointed / whose term is proposed to be increased are annexed to the Notice convening Annual General Meeting forming part of this Annual Report.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Akshaya Moondra, Chief Executive Officer, Mr. Murthy GVAS, Chief Financial Officer and Mr. Pankaj Kapdeo, Company Secretary. There has been no change in the positions of the Key managerial personnel of the Company during the year under review.

BOARD EVALUATION AND FAMILIARIZATION PROGRAMME

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a formal evaluation mechanism is in place for evaluating the performance of the Board, the Committees thereof, individual Directors and the Chairman of the Board. The evaluation of Directors was done based on the criteria which includes, amongst others, providing strategic perspective, attendance and preparedness for the meetings, contribution at meetings, effective decision making ability and independent judgement etc.

The Board has carried out an annual evaluation of its own performance, its Committees, Independent Directors, Non-

executive Directors and the Chairman of the Board. The Directors expressed their satisfaction with the evaluation process and the performance of the Board as a whole. It was also noted that the Committees are functioning well and besides the Committee's terms of reference as mandated by law, important issues are brought up and discussed in the Committees. The Board was also satisfied with the contribution of the Directors, in their respective capacities, which reflected the overall engagement of the Individual Directors.

The details of programme for familiarization of Independent Directors of your Company is available on your Company's website <https://www.myvi.in/investors/corporate-governance>.

REMUNERATION POLICY

The Company has a Remuneration Policy in place encompassing the appointment and remuneration philosophy of the Company. The Policy comprises of the various elements and terms of appointment. The Policy consists of various aspects in connection to Remuneration Program applicable for Directors, Key Managerial Personnel and Senior Management of the Company, Performance Goal Setting, Benefit & Perquisites, Compliance and other such elements.

The policy was formulated by the Nomination and Remuneration Committee in terms of Section 178(3) of the Companies Act, 2013 and it also includes the criteria for determining qualifications, positive attributes, independence of a Director and other matters. A copy of the said policy is available on the website of the Company <https://www.myvi.in/investors/corporate-governance>.

DIVIDEND DISTRIBUTION POLICY

The Board has in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, formulated Dividend Distribution Policy. This policy will provide clarity to the stakeholders on the dividend distribution framework of the Company. The Policy sets out various internal and external factors which shall be considered by the Board in determining the dividend payout. The Dividend Distribution Policy is attached as 'Annexure G' to this report and is also available on the website of the Company <https://www.myvi.in/investors/corporate-governance>.

BOARD MEETINGS

During the year, eleven meetings of the Board of Directors were held. The details of the meetings and the attendance of the Directors are provided in the Corporate Governance Report. Further, maximum interval between two meetings of the Board of the Directors has not exceeded 120 days.

BOARD COMMITTEES

Your Company has in place the Committee(s) as mandated under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are currently seven committees of the Board, namely:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders' Relationship Committee
4. Risk Management Committee
5. Corporate Social Responsibility Committee
6. Capital Raising Committee
7. Finance Committee

Details of the Committees along with their charter, composition and meetings held during the year, are provided in the Corporate Governance Report, which forms part of this report.

CONTRACT AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the Financial Year with the related parties are detailed in the Note 58 of the Standalone Financial Statements. They were in ordinary course of business and on arm's length basis.

The related party transaction which are considered material during the year is the existing arrangement with Indus Towers Limited (Indus), which provides Passive Infrastructure Services and related operations and maintenance services to various telecom operators in India, including your Company. Indus is continuing as a related party, as the same is a Joint Venture of the Promoter Group.

Indus is currently one of the world's largest independent passive infrastructure providers. Your Company had entered

into a Master Service Agreement (MSA) with Indus in 2008 (which has been amended from time to time) 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 period for ensuring continuity. Such terms are similarly applicable to all other telecom providers having arrangement with Indus. The details of the material related party transaction with Indus for the Financial Year ended March 31, 2024 is provided in Form AOC-2, which is attached as '**Annexure C**' to this report.

None of the related party transactions entered into by the Company were in conflict with the Company's interest. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. Member's approval for Material Related Party Transaction, as defined under the Listing Regulations shall be obtained at the ensuing Annual General Meeting.

All Related Party Transactions are placed before the Audit Committee/Board, as applicable, for their approval. Omnibus approvals are taken for the transactions which are repetitive in nature. The Company has implemented a Related Party Transaction Manual and Standard Operating Procedures for the purpose of identification and monitoring of such transactions. The details of the transactions with Related Parties are provided in the accompanying financial statements as required under Ind AS 24.

The policy on Related Party Transactions is uploaded on the Company's website <https://www.myvi.in/investors/corporate-governance>.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

As your Company is engaged in the business of providing infrastructural facilities, the provisions of Section 186 of the Companies Act, 2013 relating to loans made, guarantees given or securities provided are not applicable to the Company. The details of such loans made and guarantees given are provided in the standalone financial statements.

Also, particulars of investments made by the Company are provided in the notes to standalone financial statements.

VIGIL MECHANISM – SPEAK UP POLICY

Your Company has in place a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of your Company's Code of Conduct. Adequate safeguards are provided against victimization to those who avail of the mechanism and direct access to the Chairman of the Audit Committee in exceptional cases.

The Vigil Mechanism – Speak Up policy is available on your Company's website <https://www.myvi.in/investors/corporate-governance>.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be disclosed pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, are given to the extent applicable in 'Annexure D' forming part of this report.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as 'Annexure E' to this report.

In accordance with the provisions of Section 197(12) of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees drawing remuneration in excess of the limits set out in the aforesaid Rules, forms part of this Report. However, in line with the provisions of Section 136(1) of the Act, the Report and Accounts as set out therein, are being sent to all Members of your Company excluding the aforesaid information about the employees. Any Member, who is interested in obtaining these particulars about employees, may write to the Company Secretary at the shs@vodafoneidea.com.

AUDITORS AND AUDIT REPORTS

Statutory Auditors

The members of the Company pursuant to the recommendation of the Audit Committee and the Board of Directors; had at the 27th Annual General Meeting held on August 29, 2022, appointed M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Firm Registration No. 101049W/E300004, as the Statutory Auditors of the Company for another period of five years till the conclusion of 32nd Annual General Meeting of the Company to be held in the Calendar Year 2027. Consequently, the existing Statutory Auditors have been re-appointed for another term pursuant to Section 139(2) of the Act.

Auditors' Report and Notes to Financial Statements

The Board has duly reviewed the Statutory Auditors' Report on the Financial Statements at March 31, 2024. The report does not contain any qualification, disclaimer or adverse remarks.

As regards the comments under para i(a)(A) of Annexure 1 to the Independent Auditors' Report regarding certain assets where Company is in the process of updating situation and quantitative information in the records maintained by the Company it is to be noted that the Company had undertaken a large scale network integration activity in earlier years and post completion of this activity, the Company has completed updating its records as regards situation and quantitative details of location for majority of assets and for the balance, the Company is in the process of updating the same.

Also, as regards the comments under para ix(d) of Annexure 1 to the Independent Auditors' Report regarding utilisation of funds raised on short term basis (in form of trade payable and other liabilities) for long term purposes (representing acquisition of property, plant and equipment and to fund the losses of the Company), it is to be noted that the funds have been utilised in line with the purpose for which it was raised.

Cost Audit and Cost Auditors

The Company is required to make and maintain cost records pursuant to Section 148 of the Companies Act, 2013.

In terms of the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors of your Company on the recommendation of the Audit

Committee appointed M/s. Sanjay Gupta & Associates, Cost Accountants, as the Cost Auditors, to conduct the Cost Audit of your Company for the Financial Year ended March 31, 2024. The Cost Auditors will submit their report for Financial Year 2023-24 within the timeframe prescribed under the Companies Act, 2013 and rules made thereunder. The Cost Audit report for the Financial Year 2022-23 did not contain any qualification, reservation, disclaimer or adverse remark.

The Board, on the recommendation of Audit Committee, has re-appointed M/s. Sanjay Gupta & Associates, Cost Accountants, as Cost Auditors of the Company for Financial Year 2024-25 at a remuneration of ₹ 1.2 Mn plus applicable taxes and reimbursement of travel and out of pocket expenses. The Company has received consent from M/s. Sanjay Gupta., Cost Accountants, to act as the Cost Auditor of your Company for Financial Year 2024-25, along with the certificate confirming their eligibility.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, since the remuneration payable to the Cost Auditors has to be ratified by the shareholders, the Board recommends the same for approval by shareholders at the ensuing Annual General Meeting.

Secretarial Auditor

In terms of the provision of the Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, as the Secretarial Auditor for conducting the Secretarial Audit of your Company for the Financial Year ended March 31, 2024. The report of the Secretarial Auditor is annexed to this report as '**Annexure F**'. The contents of the Secretarial Audit Report are self-explanatory and do not contain any qualification, reservation or adverse remark.

As per Regulation 24A of the Listing Regulations, material unlisted subsidiaries of a listed entity incorporated in India is required to annex a Secretarial Audit Report issued by a Company Secretary in practice. Due to networth of the Company being negative, Vodafone Idea Communication Systems Limited, Vodafone Idea Shared Services Limited and Vodafone Idea Manpower Services Limited, having positive networth were material subsidiaries of the Company. In compliance with the requirement, the Secretarial Audit

Report of material subsidiaries is attached as **Annexure F-1 to F-3** to the Annual Report.

SECRETARIAL STANDARDS

The Company has generally complied with all the applicable provisions of Secretarial Standard on Meetings of Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2), respectively issued by Institute of Company Secretaries of India.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors, Cost Auditors and the Secretarial Auditor have not reported to the Audit Committee, any instances of fraud committed against the Company by its officers and employees, the details of which would need to be mentioned in Board's Report under Section 143(12) of the Act.

ANNUAL RETURN

As provided under Section 92(3) and 134(3)(a) of the Act, read with Rule 12 of Chapter VII Rules of the Companies (Management and Administration) Amendment Rules, 2020, Annual Return in Form MGT-7 for Financial Year 2023-24 is uploaded on the website of the Company and can be accessed at <https://www.myvi.in/investors/annual-reports>.

OPPORTUNITIES, RISKS, CONCERNS AND THREATS

The Indian mobile industry has witnessed hyper-competition over the last decade leading to duplication of investments and significant reduction in prices. As a result the market has consolidated from 8-10 operators to three private operators and one government operator; a structure which offers long term opportunity to each of the player. Considering the critical role of telecom sector in the economic development, the Government also extended the support in form of 'The telecom reform package of 2021'. The compelling macro-economic backdrop, growth in smartphone usage and growing digital adoption and a large population will further add to the sector growth.

The Telecommunications Industry is a vital part of the global economy, connecting people and businesses through various devices and networks providing a platform for innovation and growth. In India, mobility is the key medium to offer connectivity as the growth of wired internet has

been restricted to major cities due to lack of adequate infrastructure. India is one of the largest and fastest-growing digital economies in the world, with more than 800 Mn internet subscribers and an array of digital services for consumers and businesses. Increasing data consumption, especially through video, social media usage, gaming as well as increasing online commerce is driving strong demand for high speed internet which is expected to further increase in future. Tech innovators are increasingly leveraging the reach and convenience of mobile networks and services to deliver a host of digital lifestyle and life-saving services, including e-commerce, digital entertainment, digital health and disaster response. Further, adoption of wireless internet by those in the oldest and youngest age group has grown markedly since about a decade ago. India's largest world population, rapid urbanization and growing middle class ensure a growing subscriber base. Company's well-defined strategy along with its competitive spectrum footprint across its key circles, significant network investments and customer affinity to its unified brand **VI** positions it well to benefit from these trends.

Your Company has several ongoing litigations and any adverse determination of these remains a risk. Your Company works with various local, state and central government agencies for specific permissions to operate its mobile licenses and is required to meet various regulatory/policy guidelines of the DoT and may be subjected to various regulatory demands, penalties/fines or increased cost of compliance. Your Company makes best effort to adhere to all such requirements. Your Company believes in sound corporate governance practices and believes that these litigations would be settled in due course in the best interest of all stakeholders.

The telecom sector is characterized by technological changes and competition from new technologies is an inherent threat. Your Company has a competitive spectrum portfolio and robust network footprint and continues to invest in the new emerging network solutions to adapt to any future technological changes. Your Company has been deploying an array of 5G concepts and technologies such as Massive MIMO, DSR, Open RAN, Cloudification of core and edge cloud/deployment. Your Company has completed minimum roll-out obligation for 5G network and gearing itself to offer 5G services soon.

Your Company's business is dependent on key Network and IT equipment suppliers for management and continuity of its Network, IT and business processes. These networks may also be vulnerable to technical failures or any natural calamity. Your Company has robust network & IT security processes and disaster recovery plans. Your Company is in partnership with global leaders in Network equipment and IT services and enjoys very long standing healthy relations with all its suppliers.

Your Company believes that with the recent equity infusion as described in the report and its ability to raise additional funds as required, it shall be able to successfully negotiate with lenders on continued support, generate cash flow from operations that it needs to settle its liabilities as they fall due and continue to have the necessary government support as per Telecom Reforms Package.

OUTLOOK

Your Company is cognizant of the need for continued investments and innovation in order to remain competitive in the face of evolving technological developments and changing customer preferences. Its ability to evolve and adapt has been instrumental in its survival thus far despite various challenges and it remains committed to exploring new opportunities and staying ahead of the curve. Your Company will continue its journey of becoming a truly integrated digital service provider through its several strategic initiatives as well as continue to make investments for expanding 4G coverage and capacity especially in its 17 priority circles and introduce 5G services. After the recent tariff hike, your Company will continue to focus on improving ARPU by driving the penetration of Unlimited Data (ULD) pricing plans as well as digitalization of customer servicing and distribution channels with an aim to provide the best of customer experience to retail and enterprise customers.

Your Company will strive to grow using innovative technologies and convergence offerings that redefine businesses and from rising adoption of smart devices, digital lifestyle as well as expansion of digital connectivity. In Business Services, your Company will increasingly focus on new and fast growing segments such as Cloud services and IoT. To further drive the digital agenda, your Company will look for deeper integration opportunities with its partners using its platform capabilities to provide a differentiated telco++ experience and value for partners as well as customers.

Your Company will remain focused on providing superior data and voice experience and building a differentiated digital experience with focus on increasing 4G subscribers. With this objective, your Company recently acquired additional 900 MHz spectrum releasing a dedicated 5 Mhz carrier for 4G, which will improve coverage, particularly indoor coverage and improve VoLTE experience.

During the calendar year 2024, your Company raised equity of ~₹240billion - ₹180billion through FPO, ~₹20.8billion through preferential allotment to promoters and ~₹24.6 billion through preferential allotment to Nokia and Ericsson, including conversion of OCDs amounting to ₹16 billion into equity shares. Your Company remains engaged with lenders for debt fund raising. Your Company is well positioned to effectively compete in the market with all these initiatives coupled with the support provided by the Government Reforms Package, a strong subscriber base of 212.6 million (March 31, 2024), 4G population coverage of over 1 billion Indians, competitive spectrum profile, extensive distribution reach and a well-established brand along with differentiated digital offerings.

SUSTAINABILITY JOURNEY

Telecom sector provides connectivity to individuals & communities that fosters empowerment and inclusion. The near ubiquitous reach of the mobile makes it the most relevant channel for last mile outreach. The mobile phone has become the fastest window to a world of information, better education, livelihood, employment, health, inputs on agricultural practices and governance.

Being a telecom company, VIL has been adopting various solutions/approaches to ensure that its networks are run in an energy efficient manner.

Our primary focus has been on reducing energy cost and minimizing environmental impact of the Company's operations. We prioritize adaptability, agility and foresight to ensure that our business models, operations, acquisitions and projects are not locked into unsustainable paths. Our sustainability journey gets complimented with our corporate responsibility agenda which is directed towards addressing some of India's critical social and developmental challenges in both rural and urban communities using the inherent potential and reach of the mobile technology and platform and reducing the environmental impact with increasing preference and usage of digital.

We are fully committed towards creating value for all stakeholders from customers to partners, to employees, to communities and to the larger planet. We achieve this through our passion for customer satisfaction, supporting our partners as they build capacity, engaging with and valuing our employees in an inclusive agenda to instill pride in the work we do and develop sustainable business practices. This is being done with our responsible support towards digital inclusion as a national goal and in continuing with our practices of community development in areas like education & skilling, women empowerment and agriculture.

We also firmly believe that sustainable development cannot be achieved with mere focus within own boundary of business practices. The Company has forged meaningful and impactful partnerships with its vendors and partners to address the needs and challenges related to sustainability. We will continue to be future-ready by staying ahead of the curve and being charged up to thrive in a sustainable tomorrow by building sustainable businesses and propositions. The Company has a robust Sustainability Framework of Policies, Technical Standards etc. which help in Sustainability journey of the Company.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Committee have been set up in business units to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the Financial Year 2023 - 2024, 6 complaints pertaining to sexual harassment were received and as on March 31, 2024 and all 6 have been resolved.

OTHER DISCLOSURES

- There are no material changes and commitments affecting the financial position of your Company between end of financial year and the date of report, other than those disclosed in the significant developments section of the Board's Report.

- Your Company has not issued any shares with differential voting rights.
- There was no revision in the financial statements.
- Your Company has not issued any sweat equity shares.
- There was no application made or proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.
- There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations, other than the order passed by the Hon'ble Supreme Court on the AGR matter in October, 2019, which has been disclosed in the significant developments section of the Board's report.

CAUTIONARY STATEMENT

Statements in the Directors' Report and the Management Discussion and Analysis describing your Company's objectives, projections, estimates, expectations, or predictions may include certain 'forward-looking statements' within the meaning of applicable securities laws and regulations. Such forward looking statements are made on the basis of certain assumptions which we believe are reasonable in all material respects. Actual results could differ materially from those expressed or implied assumptions. Some of the important factors that could make a difference to your Company's operations or financials include factors like availability and

prices of telecom equipment, concentration of supply side, technological shift impacting consumer behavior, changes in government regulations or policies, tax regimes etc. Your Company is not obliged to publicly amend, modify, or revise any forward-looking statements on the basis of any subsequent development, information, or events, or otherwise.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation to the Department of Telecommunications, Telecom Regulatory Authority of India, the Central Government, the State Governments, all its investors & stakeholders, equipment suppliers, technology providers and other vendors, bankers, value added service partners, all the business associates and above all, our subscribers for the co-operation and support extended to the Company. Your Directors also wish to place on record their deep appreciation to the employees for their hard work, dedication and commitment.

For and on behalf of the Board

Ravinder Takkar
Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania
Non-Executive Director
(DIN : 03387441)

Place : Mumbai
Date : July 29, 2024

ANNEXURE 'A'

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

₹ Mn

Sr. No.	Particulars	Name of Subsidiary											
		Vodafone Idea Manpower Services Limited	Vodafone Idea Communication Systems Limited	Vodafone Idea Business Services Limited	Vodafone Idea Foundation	Vodafone Idea Shared Services Limited	Vodafone m-pesa Limited	Vodafone Idea Telecom Infrastructure Limited	Vodafone Idea Technology Solutions Limited	You Broadband India Limited			
1	The date since when subsidiary was acquired	October 3, 2007	August 31, 2018	August 31, 2018	August 31, 2018	August 31, 2018	August 31, 2018	August 31, 2018	August 31, 2018	August 31, 2018	August 31, 2018	August 31, 2018	August 31, 2018
2	Reporting period	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024	April 1, 2023 - March 31, 2024
3	Reporting currency	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR
4	Equity Share Capital	-*	4,053	-*	-*	20	2,371	18	5	750			
5	Other Equity	33	(1,631)	(375)	1	247	(3,244)	(7,188)	(93)	(1,961)			
6	Total Assets	107	2,524	5,237	480	1,988	200	38,877	169	1,990			
7	Total Liabilities	73	102	5,611	479	1,721	1,073	46,047	257	3,201			
8	Investments other than investments in Subsidiary	-	-	-	-	-	-	-	-	-			
9	Turnover (Total Income)	764	387	1,901	465	944	15	9,552	399	1,191			
10	Profit/(Loss) before Taxation	9	139	611	2	33	11	(150)	40	(487)			
11	Provision for Taxation	3	37	4	-	10	-	-	9	-			
12	Profit/(Loss) after Taxation	6	102	607	2	23	11	(150)	31	(487)			
13	Other Comprehensive Income/(Loss)	-	-	-	-	-*	-	(2)	-	-*			
14	Total Comprehensive Income/(Loss)	6	102	607	2	22	11	(152)	31	(487)			
15	Proposed Dividend	-	-	-	-	-	-	-	-	-			
16	% of Shareholding	100%	100%	100%	100%	100%	100%	100%	100%	100%			

Note:

*Numbers below one million under the rounding off convention adopted by the Company and accordingly not reported.

Part "B": Associates and Joint Ventures

₹ Mn

Sr. No.	Particulars	Associate	Joint Venture
		Aditya Birla Idea Payments Bank Limited [@]	Firefly Networks Limited
1	Last Audited Balance Sheet Date	March 31, 2019	March 31, 2023
2	Date on which the Associate or Joint Venture was associated or acquired	February 19, 2016	August 31, 2018
	Number of Shares held by the Company as on March 31, 2024	-	1,000,000
	Amount of Investment in Joint Venture / Associate [#]	-	10
	Extent of holding %	49.00%	50.00%
3	Description of how there is a significant influence	-	-
4	Reason why the Joint Venture is not consolidated	N.A.	N.A.
5	Net worth attributable to Shareholding as per latest audited Balance Sheet*	-	3
6	Profit / (Loss) for the year		
	i. Considered in Consolidation	-	(55)
	ii. Not Considered in Consolidation	-	-
7	Other Comprehensive Income / (Loss) for the year		
	i. Considered in Consolidation	-	-
	ii. Not Considered in Consolidation	-	-
8	Total Comprehensive Income / (Loss) for the year		
	i. Considered in Consolidation	-	(55)
	ii. Not Considered in Consolidation	-	-

Note:

- There were no joint ventures liquidated during the Financial Year 2023-24.
- # Amount of investment in joint venture/associate is based on the carrying value of investments in the standalone financial statements of the Company.
- * Represent networth attributable to the Company based on March 31, 2024.
- @ Aditya Birla Idea Payments Bank Limited (ABIPBL), had decided to wind up business voluntarily (voluntary winding up) on July 19, 2019 subject to requisite regulatory approvals and consent. The Company is currently under liquidation. Accordingly, the Company had made a provision for impairment of the entire amount of investments in ABIPBL of ₹ 2,788 Mn additionally an amount of ₹ 98 Mn was contributed in proportion to shareholding towards liquidation expenses in earlier years.

For and on behalf of the Board of Directors of **Vodafone Idea Limited**

Ravinder Takkar

Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania

Non-Executive Director
(DIN : 03387441)

Place : Mumbai
Date : May 16, 2024

Akshaya Moondra
Chief Executive Officer

Murthy GVAS
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

ANNEXURE 'B'

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2023-24

1. Brief outline on CSR Policy of the Company:

To actively contribute to the social and economic development of the communities by leveraging technology and purposeful innovation to catalyse social prosperity, digital literacy and inclusivity. The focus areas of intervention are - Education, Agriculture, Health, Livelihood and Women Empowerment. The CSR policy can be accessed on the Company's website: <https://www.myvi.in/investors/corporate-governance>.

2. Composition of CSR Committee:

In compliance with Section 135 of the Companies Act, 2013, the Company has in place a CSR Committee, which comprises mainly of Independent Directors. The following Directors served as members of the CSR Committee during the Financial Year ended March 31, 2024

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Neena Gupta	Chairperson (Independent Director)	1	1
2	Mr. Arun Adhikari	Member (Independent Director)	1	1
3	Mr. Krishnan Ramachandran	Member (Independent Director)	1	1
4	Mr. Ravinder Takkar	Member (Non-Executive Chairman)	1	0

3. Weblink to access the Composition of CSR Committee, CSR Policy and CSR Projects:

- Composition of CSR Committee: <https://www.myvi.in/investors/corporate-governance>
- CSR Policy: <https://www.myvi.in/investors/corporate-governance>
- For CSR Projects: The average net profits for the last three financial years was negative hence, no spent was made on CSR Projects during the Financial Year 2023-24. Accordingly, the Company was not required to approve and display any projects under Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014.

4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8:

Not applicable.

5. Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the amount required for set-off for the Financial Year, if any:

None

6. CSR Obligation for the Financial Year:

(a) Average net profit of the Company as per section 135(5) –

Not Applicable, as the average net profits for the last three financial years is negative.

(b) Two percent of the average net profit of the company as per section 135(5) –

Nil

(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years

Not Applicable

(d) The amount required to be set-off for the financial year, if any

Not Applicable

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]

Nil

7. Amount Spent for the Financial Year:

(a) Amount spent on CSR Projects:

- Ongoing projects – Not applicable
- Other than ongoing projects – Not applicable

(b) Amount spent on Administrative Overheads – Not applicable

(c) Amount spent on Impact Assessment, if applicable – Not applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] – Not applicable

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹ Mn)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Nil	Nil	NA	NA	Nil	NA

(f) Excess amount for set-off, if any: Not Applicable

Sr. No.	Particulars	Amount (in ₹ Mn)
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

8. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Not Applicable

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	2020-21	Nil	-	-	Nil	NA	Nil	-
2	2021-22	Nil	-	-	Nil	NA	Nil	-
3	2022-23	Nil	-	-	Nil	NA	Nil	-

9. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year : NO

If Yes, enter the number of Capital assets created / acquired : Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR spent	Details of entity / Authority / beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
(1)	(2)	(3)	(4)	(5)	(6)		
	NA	NA	NA	NA	NA	NA	NA

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135:

Not Applicable. The average net profits calculated for last three Financial Years is negative for the Financial Year 2023-24.

Arun Adhikari
Member - CSR Committee &
Independent Director
(DIN : 00591057)

Ravinder Takkar
Non-Executive Chairman
(DIN : 01719511)

Date : May 16, 2024
Place : Mumbai

ANNEXURE 'C'

Form AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto for Financial Year 2023-24:

1. Details of contracts or arrangements or transactions not at arm's length basis: None
2. Details of material contracts or arrangements or transactions at arm's length basis:

Sl. No.	Particulars	Information
(a)	Name(s) of the related party and nature of relationship	Indus Towers Limited (Indus) Entities having significant influence [includes Subsidiaries / JV / Associates of the entity to which the Company is a JV]
(b)	Nature of contracts/ arrangements/ transactions	Master Service Agreement (MSA) for Passive Infrastructure services and related Operations & Maintenance services.
(c)	Duration of the contracts/ arrangements/ transactions	The maximum term of each tenancy service contract executed for each passive infrastructure site under the MSA is 7 to 10 years or more year, with either party having a right to terminate, subject to certain conditions.
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	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 equipment on sites for providing telecom services. The aggregate value of the transaction for Financial Year 2023-24, towards availment of services from Indus is ₹ 88,421 Mn.
(e)	Date(s) of approval by the Board, if any; and Audit Committee	Audit Committee : May 16, 2024 Board Meeting : May 16, 2024
(f)	Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors of **Vodafone Idea Limited**

Ravinder Takkar
Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania
Non-Executive Director
(DIN : 03387441)

Date : May 16, 2024
Place : Mumbai

Akshaya Moondra
Chief Executive Officer

Murthy GVAS
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

ANNEXURE 'D'

Disclosure of particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY

Indian telecom industry has been able to penetrate well across the country, where even the grid has not been able to reach in more than half a century. As per license conditions, a telecom operator needs to maintain network availability higher than 99.5%. Assured power 24x7 supply ranging from the load of 15 KW each is, therefore, a pre-requisite for any telecom tower site. One of the biggest challenges being faced now is power deficiency in most of the areas along with lack of power infra, considering the focus of the telecom sector on rural penetration. While expanding the network infrastructure exponentially across the geography of India, Vodafone Idea Limited ("VIL" or "Company") maintained the need for increasing energy efficiency and reducing energy consumption.

Accordingly, cost-effective energy-efficiency initiatives were continued across all spectrum of network expansion in the last Financial Year. This includes, more emphasis on infrastructure-sharing, deployment of high efficient network hardware, replacement of high consuming hardware with more efficient telecom hardware, increasing the energy efficiency of existing installations etc. The Company has recently also instituted an Energy and Carbon Management Policy.

(a) Steps taken or impact on conservation of energy:

During the year under review, several steps were taken for conservation of energy, some of which are listed below:

Networks

On the Network front, the Company continued to adopt environmentally sustainable practices in their transactions with the same foundational objectives laid down as part of Company's Energy and Carbon Management Policy:

- Consider Energy performance when operating VIL's infrastructure;
- Continue with the procurement of most energy efficient Telecom Hardware; and
- Encourage Infrastructure Provider partners to adopt low carbon operations.

The initiatives undertaken are as below:

- Over 75% of VIL BTS portfolio - Outdoor BTS (20% reduction in energy consumption compared to Indoor BTS);
- Diesel elimination project initiated by VIL to reduce carbon footprint currently continued at over 11,700 sites;
- 100% of the telecom hardware procured by the Company is low power consuming telecom hardware;
- New Sites Deployment on Sharing Basis: >95% of the sites deployed were at existing 2G sites and/or shared sites as part of the mandated initiative to reduce carbon emissions and energy consumption;
- The Company continued active equipment energy saving initiatives like power saving features during low traffic period. All new packet-core deployments as well as new MSS/VoLTE circuit-core deployments use cloud architecture; and
- RET – solar based generation at over 400 tower co-owned sites.

Green IT

Apart from Network operations, the Company has also made conscious efforts to make its IT operations greener and more efficient. This has been made possible by adopting sustainable practices and new technologies as listed below:

- Cloud Computing & Virtualization: The Company has set-up multiple, inter-connected, high capacity servers to provide a huge resource pool and centralized management through Cloud Computing enabling the delivery of Infrastructure as a Service (IaaS). This Cloud Computing initiative has resulted in reduction of hardware footprint & energy consumption as well as optimal utilization of resources; VIL Data Centre virtualization is 80% and all the critical services are hosted on Virtualization platform except Database node.

- Moving to MPS (Managed Print Services): The Company has initiated the process of deploying managed print services for the working environment; VIL uses MPS services and it is deployed across.
 - Electronic Billing: The Company constantly attempts to reduce the usage of paper, resulting in physical copies of bills and receipts. This is done through the deployment of best-in-class digital assets and user-friendly payment options. VIL promotes electronic billing to the customers and create awareness on its impact on environment; VIL billing system is electronic and we are not printing invoices and end to end billing service works on electronic model.
 - Video Conferencing: To reduce Green House Gases (GHG) emissions, the Company actively promotes the use of Video Conferencing (VC) as an alternative to travelling for meetings both inter and intra-city, especially for internal purposes; VIL is using Gmeet services for Video Conference and all the meetings are happening through Gmeet and doesn't require any travelling.
 - Night-watchman: A script was deployed at System Centre Configuration Manager (SCCM) level, which checked for Powered ON & will shut down machines during off business hours; and
 - Power saving features implemented to reduce energy consumption. VIL has implemented a 10 Minutes idle power policy in all the end user machines.
- saving on energy consumption and to reduce related emissions;
 - Active Floor based cooling system - directing the cool air to the area where it is required rather than flooding the entire Area;
 - False Flooring & False Ceiling void for better cooling;
 - Different Temperature Zones to reduce air loss;
 - Thermal Insulation along the flooring/ceiling to reduce heat dissipation including Utility (UPS, Transformer, Battery, Panel) Rooms;
 - Usage of Blanking panel in empty space of server Racks to reduce short cycling of cold air and hence for improved HVAC efficiency;
 - Usage of Precision Air Conditioner (PAC) - Non DX units (without compressor and HVAC gases);
 - Variable Frequency Drives (VFDs) have been installed in the Data Center's HVAC systems to automatically reduce the speed and power consumption of motors when there is lower system load including chilled water pump motors and cooling tower fan motors;
 - Based on power audits and an extensive study of energy usage, various initiatives have been undertaken over the years to optimize the usage of electricity, such as:
 - Identification and rectification of hot spots; and
 - Optimization of lighting and AC Usage (By utilizing LED and occupancy sensor).
 - Advanced chilled water optimization routines are a part of the chilled water system;
 - Implemented LED lighting system in DC and most of the office floors and also office area lighting is scheduled and on need basis in areas where the actual staff is present after the office hours. By practicing this, VIL is achieving power saving without compromising lux level in required office areas;
 - Reduction in frequency of Daily DG Test Run, which has resulted in saving of fuel & DG running hours without compromising the reliability/availability of Data Centre backup power;
 - Carrying all the planned preventive maintenance activities of the Utility systems like HT Panels, Transformers during the scheduled MSEB Power shutdown, which has resulted in reducing the DG running hours/Fuel Consumption.

Data Centre - Airoli Navi Mumbai

Your Company has 1 National Data Centre located at Airoli. The Data Centre is well under the "Efficient" category on the Standard Parameter of Power Usage Effectiveness (PUE). The Company measures Data Centre Energy efficiency on an ongoing basis and the Average PUE is 1.70 for Airoli Data Centre (which falls under the "Efficient" Category). The following measures are being undertaken to reduce energy use and/or save energy and related emissions in your Data Centre:

- Water cooled chillers are used at Airoli Data Centre to reduce energy consumption;
- Hot & Cold Aisle concept for better air circulation in Data Centre - Usage of Pro-curtain for separation of cold aisle and hot aisle for better cooling. Cold aisle containment implemented to increase Heating Ventilation and Air-Conditioning (HVAC) efficiency,

Facilities

- Your Company is working to reduce its Carbon footprint by adoption of newer technologies and changing the consumption mix to include more renewable energy generators. The Company's new Projects are conceptualized giving high priority to the energy efficient design. The Company operates with lux levels below 300 and keeps a good mix of natural and artificial illumination for conserving energy.
- Your Company's office facilities have lighter surface colours and patterns, which absorb less and contribute to better lighting. The Company uses a combination of energy efficient CFL and LED lighting for illumination at our facilities. However, new projects have all LED fittings.
- In Air-conditioning space, your Company uses star rated Bureau of Energy Efficiency (BEE) certified air conditioners in our facilities. The Company also uses Variable Refrigerant Volume (VRV) systems apart from the energy efficient chiller plants in your facilities.
- The Company's Energy Management includes regular monitoring of energy consumption of different types of loads on a daily basis and helps the Company to take corrective measures on an immediate basis. The Company's average square feet consumptions have reduced over a period and match the benchmarks for office space.
- Some of the other measures in the Company's office premises include:
 - Usage of Electronic ballasts instead of Copper ballasts for improved efficiency and reduction in energy consumption and emissions;
 - Usage of logic controlling for emergency lights, which automatically is set on during power failure;
 - VRV and inverter based air conditioning is being used in office area instead of a centralized system;
 - Switching off all non-critical loads (office AC, lights, unused meeting rooms/cabins etc.) after working hours; and
 - Switching off all FACADE lights near to outer glass of premises.

- Your Company is replacing existing CFL based lighting fixtures to LED based fixtures on OPEX model for older facilities to achieve 100% conversion to lesser consumption loads.
- All new facilities are being designed to conform to Leadership in Energy and Environmental Design (LEED) certification standards. This will ensure lesser energy and water consumption per sq. ft. basis and also reduce the Company's carbon footprint.

(b) Steps taken by the Company for utilizing alternate sources of energy:

The following initiatives have been undertaken by the Company in the previous years, to utilize alternate sources of energy and the same installations continued to be service in Financial Year 2023-24 also.

Off-Site Renewable Energy (RE) Deployment:

This concept was initiated in past years based on Carbon abatement principle. In Financial Year 2023-24, we have the following renewables PPA at Andhra Pradesh, Karnataka, Tamil Nadu, Maharashtra, Madhya Pradesh and Delhi. We also met our renewable purchase obligation (RPO) in Uttar Pradesh – where we were trading power on the IEX.

(c) The capital investment on energy conservation equipment:

The capital investment on energy conservation equipment was not material during the Financial Year ended March 31, 2024.

B. TECHNOLOGY ABSORPTION

a) Efforts made towards technology absorption

The Company owns and operates its telecom network adaptation and innovation using its own resources. The focus of your Company is to enhance its 4G data broadband connectivity across the country. The Indian market has been experiencing explosive growth in mobile broadband services, fueled by affordable smartphone devices and a plethora of applications that are influencing social lifestyles. This is driving a continuous requirement for additional capacity and spectrum, in order to provide a best-in-class user experience to subscribers. Unprecedented loading of the network with scarce spectrum, limited infrastructure and right-of-way challenges for fiber layout has caused the

Company to seek non-traditional ways for densification and optimization of its networks. The Company has embraced new technologies to overcome these challenges.

The Company has been able to offer seamless connectivity solutions to our customers through the deployment of Wi-Fi and Small Cell technologies at strategic locations, leading to an improved data experience for our customers.

As part of our operating model, the Company has also partnered with some of the leading technology companies of the world which helps in implementing new technologies to manage our operations.

b) Benefits derived like product improvement, cost reduction, product development or import substitution

The cost of implementation of operations network is most optimal due to in-house handling of planning and designing. The speed to market was much better in terms of rural rollout and rollout of 4G sites due to strong in-house competency.

The Company owns and operates its telecom network Adaptation and Innovation using its own resources. Structured internal trainings are imparted to the team of engineers for their skill development and grooming.

With the help of latest technology, we have transformed our network in an environment-friendly manner by deploying 'green' base stations, reducing power

consumption, converting a majority of units into outdoor units and eliminating the need for air-conditioning.

c) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

The Company has not imported any technology in the given period, only telecom equipment was imported.

d) Expenditure incurred on Research and Development (R&D)

None

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange used and earned for the year:

- (a) Total Foreign Exchange Earnings : ₹ 35,275 Mn
- (b) Total Foreign Exchange Outgo : ₹ 35,561 Mn

**For and on behalf of the Board of Directors of
Vodafone Idea Limited**

Ravinder Takkar
Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania
Non-Executive Director
(DIN : 03387441)

Place : Mumbai
Date : May 16, 2024

ANNEXURE 'E'

Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the Financial Year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2023-24 are as under:**

Directors

The Non-Executive Directors are not paid any remuneration except sitting fees for attending the meetings of the Board and/or Committee thereof, which is within the limits prescribed under the Companies Act, 2013. Further, with effect from August 31, 2018, only Independent Directors are entitled for sitting fees as decided by the Board.

As the remuneration, by way of sitting fees, is not related to the performance or profit of the Company, the ratio of remuneration of each Director to the median employees remuneration is not computed.

Key Managerial Personnel

Sr. No.	Name of KMP and Designation	Remuneration for FY 2023-24 (₹ in Lacs) ^(a)	% increase in Remuneration in FY 2023-24 ^(b)	Ratio of remuneration of each KMP to median remuneration of employees
1.	Mr. Akshaya Moondra Chief Executive Officer	1,219.7	8%	96.8
2.	Mr. Murthy GVAS Chief Financial Officer	393.2	9.2%	31.2
3.	Mr. Pankaj Kapdeo Company Secretary	233.3	9.5%	18.5

Notes:

- (a) The remuneration includes Performance Pay and payment under LTIP plan paid in the Financial Year 2023-24.
 (b) Percentage increase in remuneration and ratio thereof is based on annualized remuneration.

- (ii) **The percentage increase in the median remuneration of the employees of the Company for the Financial Year 2023-24**

The median remuneration of the employees in the Financial Year 2023-24 was increased by 6.9%, as compared to the Financial Year 2022-23.

The Median Remuneration of Employees of the Company during the Financial Year 2023-24 was ₹ 12.6 Lacs.

- (iii) **The number of permanent employees on the rolls of the Company**

There were 9,816 permanent employees on the rolls of Company as on March 31, 2024.

- (iv) **Average percentage increase already made in the salaries of employees other than the managerial personnel in the last Financial Year i.e. 2023-24 and its comparison with the percentage increase in the managerial remuneration**

The average increase in the remuneration of employees excluding Key Managerial Personnel during Financial Year 2023-24 was 8% and the average increase in the remuneration of Key Managerial Personnel was 8.4%.

- (v) **Affirmation that the remuneration is as per the remuneration policy of the Company**

The remuneration of Directors was as per the Remuneration Policy of the Company.

ANNEXURE 'F'

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

**The Members,
Vodafone Idea Limited,**
Suman Tower, Plot No. 18,
Sector-11,
Gandhinagar-382011

Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vodafone Idea Limited, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives in electronic form using the Information Technology Tools during the conduct of secretarial audit, we hereby report that in our opinion, the company has during the audit year covering the year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable for the period under review)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable for the period under review)**
- (vi) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

The list of major head / groups of Acts, Laws and Regulations as applicable to the Company is as under:

1. Telecom Regulatory Authority of India Act, 1997 and the rules and regulations made thereunder.
2. Department of Telecommunication guidelines and License Agreements.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications

on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions in the Board are carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Board of Directors of the Company in its meeting dated 23rd March 2024, allotted 144,00,00,000 (One Hundred & Forty-Four Crore) equity shares of face value of Rs.10/- each at an issue price of Rs. 10/- per equity share to ATC, pursuant to the conversion of 14,400 OCDs.

Consequent to the aforesaid allotment, the paid-up share capital of the Company increased to Rs. 501,198,203,750 comprising of 50,119,820,375 equity shares of the face and paid-up value of Rs. 10/- each and shareholding of ATC in the Company stood at 2.87% of the paid-up equity capital.

Umesh Ved
Umesh Ved & Associates
Company Secretaries

FCS No.: 4411

C.P. No.: 2924

Place: Ahmedabad

Date: May 16, 2024

Peer review No.: 766/2020

UDIN: F004411F000393679

To,

**The Members,
Vodafone Idea Limited,**

Suman Tower, Plot No. 18, Sector-11,
Gandhinagar-382011

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

Umesh Ved
Umesh Ved & Associates
Company Secretaries

FCS No.: 4411

C.P. No.: 2924

Peer Review No. 766/2020
UDIN: F004411F000393679

Place: Ahmedabad
Date: May 16, 2024

ANNEXURE 'F-1'**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Vodafone Idea Shared Services Limited

(CIN: U64204MH2016PLC287257)

10th Floor, Birla Centurion Century Mills Compound

Pandurang Budhkar Marg, Worli

Mumbai- 400030

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vodafone Idea Shared Services Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, provided in electronic form as per the representation of the Company is duly maintained as required under the Companies Act, 2013 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Not Applicable)
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; (Not Applicable)

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - (Not Applicable)
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; - (Not Applicable)
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not Applicable)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable)

We have also examined the compliance with the applicable clauses of the

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.

- ii) The Company, being an unlisted Public Limited Company, has not entered into any Listing Agreement and hence the same is not commented upon, however Secretarial Audit is applicable as the Company is material subsidiary of Vodafone Idea Limited (a Company listed at BSE Limited & NSE Limited).

We further report that, based on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the following laws, regulations, directions, orders are applicable specifically to the Company:

- (a) Information Technology Act, 2000

We further report that examination / audit of financial laws such as direct and indirect tax laws has not been carried out by us as a part of this Secretarial Audit.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors, to the extent applicable. The changes in composition of the Board of Directors that took place during the audit period, if any were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent in advance of the meetings, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. Majority decision is carried through unanimously and contrasting / contradictory views of members, if any are captured and recorded as part of the minutes.

We further report that as per the representation/ information provided by the Company and its authorized representatives there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, standards and guidelines.

We further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Priti J Sheth & Associates**
Company Secretaries

Priti Sheth
FCS: 6833
COP: 5518

Date: May 11, 2024
Place: Kiel

Peer Review: 1888/2022
UDIN: F006833F000355071

To,

The Members

Vodafone Idea Shared Services Limited

(Formerly known as Vodafone India Ventures Limited)

Our Secretarial Audit Report dated 11th May, 2024 is to be read along with this letter.

We report that:

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules, regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulation and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Priti J Sheth & Associates**
Company Secretaries

Priti Sheth
FCS: 6833
COP: 5518

Date: May 11, 2024
Place: Kiel

Peer Review: 1888/2022
UDIN: F006833F000355071

ANNEXURE 'F-2'

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Vodafone Idea Communication Systems Limited

(Formerly known as Mobile Commerce Solutions Limited)

(CIN: U74900GJ2008PLC125479)

2nd Floor, Block-A, Vodafone House,

Corporate Road Prahlad Nagar,

off S G Highway Ahmedabad GJ 380051 IN

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vodafone Idea Communication Systems Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, provided in electronic form which as per the representation of the Company is duly maintained as required under the Companies Act, 2013 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Not Applicable)
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; (Not Applicable)

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - (Not Applicable)
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2018; - (Not Applicable)
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not Applicable)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable)

We have also examined the compliance with the applicable clauses of the

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ii) The Company, being an unlisted Public Limited Company, has not entered into any Listing Agreement and hence the same is not commented upon, however Secretarial Audit is applicable as the Company is material subsidiary of Vodafone Idea Limited (a Company listed at BSE Limited & NSE Limited).

We further report that examination / audit of financial laws such as direct and indirect tax laws has not been carried out by us as a part of this Secretarial Audit.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors to the extent applicable. The changes in composition of the Board of Directors that took place during the audit period, if any were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent in advance of the meetings, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. Majority decision is carried

through unanimously and contrasting / contradictory views of members, if any are captured and recorded as part of the minutes.

We further report that as per the representation/ information provided by the Company and its authorized representatives there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, standards and guidelines.

We further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Priti J Sheth & Associates**
Company Secretaries

Priti Sheth

FCS: 6833

COP: 5518

Date: May 13, 2024

Place: Kiel

Peer Review No: 1888/2022

UDIN: F006833F000355060

To,

The Members

Vodafone Idea Communication Systems Limited

(Formerly known as Mobile Commerce Solutions Limited)

(CIN: U74900GJ2008PLC125479)

Our Secretarial Audit Report dated 13th May 2024 is to be read along with this letter.

We report that

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules, regulations and happening of events etc.

- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulation and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Priti J Sheth & Associates**
Company Secretaries

Priti Sheth

FCS: 6833

COP: 5518

Date: May 13, 2024

Place: Kiel

Peer Review No: 1888/2022

UDIN: F006833F000355060

ANNEXURE 'F-3'**FORM NO. MR.3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,

Vodafone Idea Manpower Services Limited

Suman Tower Plot No. 18, Sector No. 11

Gandhinagar Gujarat 382011.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vodafone Idea Manpower Services Limited** (hereinafter called the "Company") during the financial year ended 31st March 2024. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances/board process and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the electronic data provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 (Audit Period) generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2024 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the "Act") and the rules made there under, as may be applicable;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; - **Not Applicable**
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; - **Not Applicable**

The Company is a Material Subsidiary of M/s. VODAFONE IDEA LIMITED, a Listed Company. Provisions of the following Regulations and Guidelines prescribed are not applicable to the Company, since the company is not listed on any of the Stock Exchange(s) in India, for the financial year ended March 31, 2024 under report:

- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (f) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We have also examined the compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

ii. The Company, being an unlisted Public Limited company, has not entered into any Listing Agreement and hence the same is not commented upon, however Secretarial Audit is applicable to the Company being a material subsidiary of Vodafone Idea Limited (a Company listed at BSE Limited & NSE Limited).

We further report that examination / audit of financial laws such as direct and indirect tax laws has not been carried out by us as a part of this Secretarial Audit.

We further report that the Board of Directors of the Company is duly constituted, the company being wholly owned subsidiary of Vodafone Idea Limited, appointment of independent director is exempted vide MCA circular 09/2017 dated 5th September, 2017, further the Company is not required to comply with Section 177 and Section 178 with respect to Audit Committee and Nomination and Remuneration Committee. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

The Board Meetings wherever held at shorter notice, have obtained necessary consent from directors and same have been duly noted in Board meeting Minutes. The agenda and detailed notes on agenda were sent at Shorter Notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All resolutions/decisions including Circular Resolutions of the Board of Directors are approved by the requisite majority and are duly recorded in the respective minutes.

Majority decisions are carried through and recorded in the minutes and there were no dissenting members for any decisions in the Board meetings during the period under review.

We further report that, as per the information provided by the management, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific or material corporate events/actions undertaken by the Company which have a major bearing on the Company's affairs in respect of the above referred laws, rules, regulations, guidelines, standards, etc.

For **VKMG & Associates LLP**
Company Secretaries
FRN:L2019MH005300

Anish Gupta
Partner

FCS: 5733, CP No. 4092

PRN: 5424/2024

Place: Mumbai

Date: May 9, 2024

UDIN: F005733F000341992

Note: This report is to be read with our letter of even date which is annexed as **"Annexure A"** herewith and forms an integral part of this report.

"ANNEXURE A"

To,

The Members,

Vodafone Idea Manpower Services Limited

Suman Tower Plot No. 18, Sector No. 11
Gandhinagar GJ 382011 IN.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures and systems on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **VKMG & Associates LLP**
Company Secretaries
FRN:L2019MH005300

Anish Gupta
Partner

FCS: 5733, CP No. 4092

PRN: 5424/2024

UDIN: F005733F000341992

Place: Mumbai

Date: May 9, 2024

ANNEXURE 'G'

DIVIDEND DISTRIBUTION POLICY

1.0 INTRODUCTION

1.1 As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Vodafone Idea Limited (the "Company") is required to formulate and disclose a dividend distribution policy. Accordingly, the Board of Directors of the Company (the "Board") has approved this Dividend Distribution Policy (the "Policy").

1.2 The objective of this Policy is to provide clarity to stakeholders on the circumstances in which shareholders of the Company may or may not expect dividend, and specify the factors that will be taken into account while declaring dividend. The Board shall recommend dividend in compliance with this Policy, the provisions of the Companies Act, 2013 and the rules thereunder and other applicable law.

2.0 TARGET DIVIDEND PAYOUT

2.1 Subject to applicable law, the Board shall declare or recommend dividend as follows:

- (a) if the Leverage Ratio falls below 3:1, dividend of such amount as may be determined by the Board; and
- (b) if the Leverage Ratio falls below 2.5:1, an amount equal to one hundred percent (100%) of:
 - (i) the excess cash of the Company and its Subsidiaries as at the end of the last completed financial year as determined by the Board by majority resolution; or
 - (ii) if the Board has not passed a resolution to distribute the excess cash of the Company and its Subsidiaries in accordance with (i) above, then the Free Cash Flow of the Company for such financial year,

in each case, plus any additional amounts (such additional amounts to be determined by the Board) in respect of any previous financial year(s) that would, but for any of the restrictions referred to in this Policy, have been so distributed but which have not been so distributed and can then be distributed.

2.2 Subject to paragraph 2.1 above, the Company shall declare dividends at least once in each financial year and shall be entitled to make interim distributions.

3.0 FACTORS TO BE CONSIDERED FOR DIVIDEND PAYOUT

For purposes of determination of the amount of dividend to be declared or recommended pursuant to paragraph 2.1(a) of this Policy, the Board will consider various internal and external factors, including but not limited to the following:

- Leverage profile and capital adequacy metrics
- Stability of earnings
- Cash flow position from operations
- Future capital expenditure, inorganic growth plans and reinvestment opportunities
- Industry outlook and stage of business cycle for underlying businesses
- Overall economic/regulatory environment
- Contingent liabilities
- Past dividend trends
- Buyback of shares or any such alternate profit distribution measure
- Payment of Annual instalment of AGR liability pursuant to Hon'ble Supreme Court judgment in AGR matter
- Any other factor as deemed fit by the Board

4.0 PARAMETERS WITH REGARD TO VARIOUS CLASSES OF SHARES

Presently, the issued and paid-up share capital of the Company comprises of equity shares only. If the Company issues other kinds of shares, the Board may suitably amend this Policy.

5.0 RETAINED EARNINGS

Subject to paragraph 2.1 of this Policy, retained earnings may be used for the Company's growth plans, working capital requirements, debt repayments and other contingencies.

6.0 REVIEW

This Policy is subject to revision/amendment on a periodic basis.

7.0 DISCLOSURE

This Policy (as amended from time to time) will be available on the Company's website and in the Annual Report.

8.0 DEFINITIONS

8.1 "EBITDA" means the consolidated profit before tax of the Company as per the Financial Statements for that relevant period after adding back: (a) any amount attributable to amortisation of intangible assets and goodwill, and depreciation of tangible assets; (b) Finance Charges; (c) items treated as exceptional; and (d) Integration Costs, in each case, to the extent added, deducted or taken into account, as the case may be, in determining the consolidated profit before tax of the Company as per the relevant Financial Statements;

8.2 "Finance Charges" means, for any relevant period, the aggregate amount of interest, commission, fees, discounts, prepayment penalties or premiums, Forex Losses or Gains (if net losses) and other finance payments in respect of Financial Indebtedness whether accrued, paid or payable in respect of that relevant period, net of any treasury income (representing income from investing surplus cash in securities as per the treasury policy of the Company), or interest or similar income and Forex Losses or Gains (if net gains) whether accrued, received or receivable, and:

- (a) including the interest element of leasing and hire purchase payments;
- (b) including the mark-to-market gains or losses, whether realised or unrealised, on foreign exchange rate and interest rate derivative financial instruments; and
- (c) including any amounts in the nature of interest payable in respect of any shares other than ordinary equity share capital;

8.3 "Financial Indebtedness" means any borrowings or indebtedness appearing in the consolidated balance sheet for or in respect of:

- (a) moneys borrowed;
- (b) Deferred Payment Obligation for Spectrum;

- (c) accrued interest payable;
- (d) any interest bearing amount raised by acceptance under any acceptance credit, bill acceptance or bill endorsement facility or dematerialised equivalent;
- (e) any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or any similar instrument;
- (f) the amount of any liability in respect of any finance lease;
- (g) receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis);
- (h) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing under Ind AS;
- (i) any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account); and
- (j) shares which are expressed to be redeemable or shares or instruments convertible into shares (other than compulsorily convertible instruments),

provided in each case that there shall be no double-counting of any indebtedness;

8.4 "Financial Statements" means in relation to the Company the consolidated quarterly financial statements of the Company and its subsidiaries prepared under Ind AS;

8.5 "Forex Losses or Gains" means the net foreign exchange gains or losses with respect to Financial Indebtedness denominated in a currency other than INR;

8.6 "Free Cash Flow" means, in respect of any accounting period, EBITDA less net interest and other net financial expenses, less tax payments, less net change in working capital, less tangible capital expenditure, less intangible capital expenditure, plus net proceeds from asset sales but, for the avoidance of doubt, before

net proceeds from borrowings, in all cases as determined in accordance with the accounting policies of the Company and by reference to the Financial Statements;

- 8.7 "Integration Costs" means costs incurred on or after August 31, 2018 in connection with the combination of the Company and Vodafone India Limited, which would not have been incurred otherwise;
- 8.8 "Leverage Ratio" means, at any time, the ratio of the Net Financial Debt to LTM EBITDA, each of which shall have been determined with reference to the same time;
- 8.9 "LTM EBITDA" means, at any time, the EBITDA (by reference to the Financial Statements) for the 12 (twelve) months up to the end of the most recent calendar quarter ended 31st March, 30th June, 30th September or 31st December. Where LTM EBITDA requires EBITDA to be determined for periods prior to August 31, 2018, EBITDA for these periods shall be taken from the Financial Statements and the Vodafone Financial Statements and aggregated;

8.10 "Net Financial Debt" means, at any time, the aggregate amount of all obligations of the Company for or in respect of Financial Indebtedness at that time but:

- (a) deducting the aggregate amount of cash and cash equivalent investments held by the Company at that time; and
- (b) deducting the aggregate amount of interest receivable by the Company at that time,

and so that no amount shall be included or excluded more than once; and

8.11 "Vodafone Financial Statements" means the consolidated financial statements of Vodafone India Limited and its subsidiaries prepared for group reporting purposes under IFRS.

9.0 GENERAL

Any questions or clarifications relating to this Policy should be addressed to the Company Secretary at pankaj.kapdeo@vodafoneidea.com.

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

Corporate Governance refers to mechanisms, processes and relations by which corporations are controlled and directed. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability across all business practices. Corporate Governance essentially involves balancing the interests of Company's Stakeholders, such as shareholders, management, customers, suppliers, financiers, government and the community.

Corporate Governance has always been intrinsic to the management of the business and affairs of our Company. Given the market and regulatory movements, the Company has continued to inculcate, imbibe and perpetuate governance tenets. Corporate Governance in Vodafone Idea Limited (VIL) is a reflection of principles entrenched in our values and policies, leading to value driven growth. At VIL ensuring fairness, transparency and accountability across all business processes is of utmost importance. We believe that good governance practices stem from the culture and mindset of the organization. While making business decisions our objective is to meet stakeholders' interest and societal expectations. We at VIL are committed in fostering and sustaining a culture that integrates all components of good governance and demonstrates highest standard of ethical and responsible business conduct. Your Company confirms compliance to the Corporate Governance requirements as enshrined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time [hereinafter referred to as 'Listing Regulations'], the details of which for the Financial Year ended March 31, 2024 are as set out hereunder:

1. BOARD OF DIRECTORS

An active, informed and independent Board is a pre-requisite for strong and effective Corporate Governance. The Board plays a crucial role in overseeing how the management

safeguards the interests of all the stakeholders. The Board ensures that the Company has clear goals aligned to the shareholders' value and growth. The Board critically evaluates strategic direction of the Company and exercises appropriate control to ensure that the business of the Company is conducted in the best interests of the shareholders and society at large. The Board is duly supported by the Management in ensuring effective functioning of the Company.

Composition of the Board

The Company has a balanced and diverse Board, which includes independent professionals and conforms to the provisions of the Companies Act, 2013 and the Listing Regulations. Your Company's Board represents a confluence of experience and expertise from diverse areas of technology, banking, telecommunications, general management and entrepreneurship. It reflects a judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

As on March 31, 2024, the Board comprised of twelve members consisting of one Non-Executive Chairman, six Independent Directors (including one Independent Woman Director) and five Non-Executive Directors.

Mr. K. K. Maheshwari resigned as a Non-Executive Director w.e.f. close of business hours on April 19, 2023 and Mr. Kumar Mangalam Birla was appointed as Non-Executive Director w.e.f. April 20, 2023. Mr. Diego Massida resigned w.e.f. May 25, 2023 and Mr. Sateesh Kamath was appointed as Non-Executive Director w.e.f. May 25, 2023. There have been no other changes in the Board of Directors during the year under review.

As regards Key Managerial Personnel of the Company, there have been no changes during the year under review.

The Composition of the Board of Directors and the number of Directorships and Committee positions held by them as on March 31, 2024 are as under:

Name of Director	Category	No. of Outside Directorship(s) Held ¹		Outside Committee Positions Held ²		Details of other listed companies in which Director is part of the Board and Category of Directorship
		Public	Member	Chairman/Chairperson		
Mr. Ravinder Takkar	Non-Executive Chairman	1	-	-	-	Indus Towers Limited (Non-Executive Director)
Mr. Kumar Mangalam Birla ³	Non-Executive	7	-	-	-	1. Aditya Birla Capital Limited (Non-Executive Director) 2. Aditya Birla Fashion and Retail Limited (Non-Executive Director) 3. Century Textiles and Industries Limited (Non-Executive Director) 4. Grasim Industries Limited (Non-Executive Director) 5. Hindalco Industries Limited (Non-Executive Director) 6. Ultratech Cement Limited (Non-Executive Director)
Mr. Himanshu Kapania	Non-Executive	-	-	-	-	-
Mr. Sushil Agarwal	Non-Executive	5	2	-	-	1. Aditya Birla Capital Limited (Non-Executive Director) 2. Grasim Industries Limited (Non-Executive Director)
Mr. Sateesh Kamath ⁴	Non-Executive	-	-	-	-	-
Mr. K. K. Maheshwari ⁵	Non-Executive	2	1	-	-	Ultratech Cement Limited (Non-Executive Vice Chairman)
Mr. Diego Massidda ⁶	Non-Executive	-	-	-	-	-
Mr. Sunil Sood	Non-Executive	1	1	-	-	Indus Towers Limited (Non-Executive Director)
Mr. Arun Adhikari	Independent	5	5	-	-	1. Aditya Birla Capital Ltd. (Independent Director) 2. UltraTech Cement Ltd. (Independent Director) 3. Voltas Ltd. (Independent Director) 4. Aditya Birla Fashion & Retail Limited (Independent Director)
Mr. Ashwani Windlass	Independent	4	2	1	-	1. HT Media Limited (Independent Director) 2. Jubilant Foodworks Ltd. (Independent Director) 3. Bata India Limited (Independent Director)
Mr. Krishnan Ramachandran	Independent	4	-	-	-	-
Ms. Neena Gupta	Independent	1	-	-	-	-
Mr. Suresh Vaswani	Independent	1	2	-	-	Mastek Limited (Independent Director)
Mr. Anjani Kumar Agrawal	Independent	5	3	2	-	1. Firstsource Solutions Limited (Independent Director) 2. Emami Limited (Independent Director) 3. Welspun Corp Limited (Independent Director)

¹ Directorships held by the Directors as mentioned above, excludes directorships held in private companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013.

² In accordance with Regulation 26 of the Listing Regulations, Memberships/Chairmanships of two Committees viz. Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies have been considered.

³ Appointed as a Non-Executive Director w.e.f. April 20, 2023

⁴ Appointed as a Non-Executive Director w.e.f. May 25, 2023

⁵ Resigned as a Non-Executive Director w.e.f. April 19, 2023

⁶ Resigned as a Non-Executive Director w.e.f. May 25, 2023

The Board periodically evaluates the need for change in its size and composition to ensure that it remains aligned with statutory and business requirements. Also, in the event of any cessations, the Company ensures that the composition is fulfilled within stipulated time.

None of the Director(s) on the Board holds directorship in more than ten public limited companies and in more than seven listed companies. Further, none of the Independent Directors serves as an Independent Director in more than seven listed companies. Also, none of the Director is a member of more than ten Committees or Chairman of more than five Committees, across all the Companies in which he/she is a Director.

None of the Directors are related to each other. The Company has issued the formal letter of appointment to all the Independent Directors as prescribed under the provisions of the Companies Act, 2013 and the terms and conditions

of their appointment has been uploaded on the website of the Company. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as specified under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013 and they are qualified to act as Independent Directors and that they are independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Key Skill Matrix of the Board

The Vodafone Idea Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees.

The Board has identified the following skills/expertise/competencies to function and discharge their responsibilities effectively and as available to the Board:

Industry knowledge and Innovation	Experience in driving business success in markets, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks, and a broad perspective on local as well as global market opportunities.
Financial Literacy, Risk Management and Legal Compliance	In depth understanding of financial statements, financial management and reporting processes, internal control, expertise in dealing with complex financial transactions, monitoring the effectiveness of risk management framework and profound legal knowledge and expertise in corporate law matters and other regulatory aspects.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation.
Strategic expertise	Review and guide corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
Technology & Network	Significant knowledge of technology and network operation, anticipation of emerging technology trends and provide guidance for technical collaboration.
Corporate Governance	Providing insights in best governance practices, protecting and enhancing stakeholders value, maintaining board and management accountability.
Sustainability	Experience in leading the sustainability and environment, social and governance visions of organizations, to be able to integrate these into the strategy of the Company.
Human Resource Development	Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth.
General Management	Overall outlook on efficiency, profitability and management.

	Industry knowledge & Innovation	Financial Expertise	Risk Management	Legal Compliance	Sales and Marketing	Strategy	Technology & Networks	Corporate Governanc	Sustainability	Human Resource Development	General Management
Mr. Ravinder Takkar	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓
Mr. Kumar Mangalam Birla	✓	✓	✓	✓		✓		✓	✓		✓
Mr. Himanshu Kapania	✓	✓	✓		✓	✓	✓	✓		✓	✓
Mr. Sushil Agarwal	✓	✓	✓			✓		✓	✓	✓	✓
Mr. Sateesh Kamath	✓	✓	✓		✓	✓	✓	✓			✓
Mr. Sunil Sood	✓	✓		✓	✓	✓	✓		✓	✓	✓
Mr. Anjani Kumar Agrawal		✓	✓	✓		✓		✓			✓
Mr. Arun Adhikari			✓	✓	✓	✓		✓	✓	✓	✓
Mr. Ashwani Windlass	✓	✓		✓		✓	✓	✓			✓
Mr. Krishnan Ramachandran		✓		✓	✓	✓		✓	✓	✓	✓
Ms. Neena Gupta			✓	✓	✓	✓		✓	✓	✓	✓
Mr. Suresh Vaswani	✓	✓	✓		✓	✓	✓	✓		✓	✓

A brief profile of the Directors are as under:

Mr. Ravinder Takkar holds a Bachelors 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. Kumar Mangalam Birla is the Chairman of the venerable Indian multinational Aditya Birla Group, which operates in 36 countries across six continents. He is a Chartered Accountant and holds an MBA degree from the

London Business School. In the 28+ years, that he has been at the helm of the Aditya Birla Group (ABG), he has accelerated growth, built meritocracy and enhanced stakeholder value. In the process he has raised the ABGs turnover by 30 times. He has been the architect of over 40 acquisitions in India and globally, among the highest by any Indian multinational. Under his stewardship, the Aditya Birla Group enjoys a position of leadership in all the major sectors in which it operates from cement to chemicals, metals to textiles and fashion to financial services. Over the years, Mr. Birla has built a highly successful meritocratic organisation, anchored by an extraordinary force of 180,000 employees.

Outside the Group, Mr. Birla has held several key positions on various regulatory and professional Boards. He was a Director on the Central Board of Directors of the Reserve Bank of India. As the Chairman of Securities and Exchange Board of India (SEBI) Committee on Corporate Governance, he framed the first-ever governance code for Corporate India. He was Chairman of the Advisory Committee constituted by the Ministry of Company Affairs and also served on The Prime

Minister of India's Advisory Council on Trade and Industry. Over the years, Mr. Birla has been conferred several prestigious awards. He was conferred the Padma Bhushan, India's third highest civilian honour in 2023. He also received the All India Management Association's coveted Business Leader of the Decade Awards in 2023. He was also the first Indian Industrialist to receive the TiE Global Entrepreneurship Award for Business Transformation in 2021. Mr. Birla has been a recipient of the ABLF Global Asian Award in 2019. Mr. Birla has also received the Business Leader of the Year Award twice at the Economic Times Awards for Corporate Excellence. In addition, he has received several awards and honors from leading institutions like EY, Forbes, CNBC, CNNNews18, WEF etc. Mr. Birla is deeply engaged with Educational Institutions. He is the Chancellor of the Birla Institute of Technology & Science (BITS) with campuses in Pilani, Goa, Hyderabad, Dubai and Mumbai. He has been the Chairman of India's premier management institute - Indian Institute of Management, Ahmedabad and Indian Institute of Technology, Delhi. On the global arena, Mr. Birla is an Honorary Fellow of the London Business School.

Mr. Himanshu Kapania an alumnus of IIM, Bangalore (1988-1990) and Birla Institute of Technology, Mesra (1979-83), was former Managing Director (2011 to 2018) of erstwhile Idea Cellular Limited, renamed as Vodafone Idea Limited after merger with Vodafone India Limited, is presently the Non-Executive Director on the Board of the Company. Mr. Kapania is leading the new foray of Grasim into Decorative Paint business as business head with an initial investment of ₹ 10,000 crore. He is also the business head of 'Birla White' and is on the Board of 'RAK' company for White Cement & Construction Materials, UAE. He has over 38 years of work experience in Leadership, Technology, Operations, Sales & Marketing, Regulation & Policy Advocacy etc., with deep understanding of Indian consumers, media and society across Automobile, Consumer Durables, Office Automation, Telecom, Construction Sector & Digital Services industries. He is the current Chairman of FICCI Council on 'Telecom, Electronics and Digital Economy' and FICCI Task Force on 'Privacy and Data Security'.

Mr. Sushil Agarwal is a Chartered Accountant and holds a Master's degree in Commerce. He is the Group Chief Financial Officer of Aditya Birla Group and Director of Aditya Birla Management Corporation Private Limited. He is also a member of the Business Review Council, which is an institutionalized mechanism for bringing in wider managerial perspectives and leadership experiences into reviewing the development, growth and operations of the Group's

businesses. He has been with the Aditya Birla Group since the beginning of his career in 1989 and has a unique distinction of working closely with the former Chairman Late Mr. Aditya Vikram Birla and current Chairman Mr. Kumar Mangalam Birla. He has worked closely with several businesses of the Aditya Birla Group and has richly contributed in many Restructurings, Mergers and Acquisitions and Fund Raising initiatives of the Aditya Birla Group with his widely acknowledged financial acumen and analytical skills. He is familiar with operations in most states in India and several countries abroad and is best known for his strong connections and relationship with the global investors and industry stalwarts.

Mr. Sateesh Kamath is Regional CFO of Vodafone's Europe cluster with financial oversight of eight countries in Europe, the operations in Asia Pacific (joint ventures and associates) and Vodafone Partner markets business (50 partners). He has 25 years of experience across various industries and has worked in Asia, Africa and Europe. Prior to this role, he was Global CFO Vodafone Business, based in London (HQ) with mandate for Vodafone Group's B2B business with annual revenues of €10 billion. He has been with Vodafone group in various capacities including as Group CFO, board member including stint as Acting CEO Safaricom Plc, CFO and board member, Vodacom Tanzania, and Regional Controller (Asia, Middle East, Africa and Pacific) based in London. He is also a member of the Board of Directors and Chairperson of the Audit Committee of Vodafone Ziggo Netherlands. Before Vodafone, He has worked in Coca-Cola (consumer goods), in a listed battery manufacturer (automotive, industrial) and in a listed thread manufacturing company in India. He holds a Bachelor's degree in Commerce from Mahatma Gandhi University in India and is a qualified Cost Accountant from the Institute of Cost Accountants of India.

Mr. Sunil Sood is an alumnus of Harvard Business School, and a distinguished alumni awardee of Indian Institute of Management, Calcutta and Indian Institute of Technology, Delhi. He started his telecom journey with Vodafone in 2000 and over the years has held several senior positions including Managing Director & Chief Executive Officer 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 &

Fin-Tech extends over 38 years. He is currently a Board member of Vodacom South Africa. He was the former Chairman of Cellular Operators Association of India (COAI), the 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 & UK and a member of several prestigious industry bodies/ associations/public policy forums.

Mr. Anjani Kumar Agrawal is a Chartered Accountant, CIA and is an alumni of INSEAD and Cambridge Institute for Sustainability Leadership. He has over 43 years of professional experience in leading global consulting firms, which includes 35 years with Ernst & Young (EY) where he was a partner for 26 years. He set up the Risk Advisory practice of the firm and led it for several years. His area of expertise includes governance, risk & controls, corporate governance, board effectiveness, business transformation, strategic risk management, performance improvement and sustainability reporting. He had been a global sector leader for the firm. He has also worked with the Union Government and NITI Aayog on several policy matters. He is a Fellow member of Institute of Directors and guest speaker at Management Institutes. He also serves as Independent Director on the Boards of Emami Ltd., Aditya Birla Sunlife Trustee Co. Pvt. Ltd., Welspun Corp Limited, Evonith Value Steels Limited, Evonith Metallica Limited and Ultratech Cement Limited.

Mr. Arun Adhikari is an alumni of the Indian Institute of Technology, Kanpur and the Indian Institute of Management, Calcutta. He joined Hindustan Lever Limited in 1977 and worked with the Unilever Group in India, UK, Japan and Singapore. His areas of responsibility included sales and marketing, culminating in general management and leadership roles. Mr. Adhikari retired from Unilever in January 2014, post which he was a senior advisor with McKinsey and Company for four years. He is now an Independent Director on the boards of UltraTech Cement Limited, Aditya Birla Capital Limited, Aditya Birla Fashion and Retail Limited, Voltas Limited and Hindalco Industries Limited.

Mr. Ashwani Windlass is a gold medalist in B. Com from Punjab University, Chandigarh where he also obtained a Graduation in Journalism (B.J.). He holds an MBA from Faculty of Management Studies, University of Delhi. 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 wide 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 and Chairman of Bata India Limited, he also serves on the Boards of Hitachi MGRM Net Limited, HT Media Limited and Jubilant Foodworks Limited, among others.

Mr. Krishnan Ramachandran holds a Bachelor of Engineering (Honors) degree in Electrical Engineering from Birla Institute of Technology & Science, Pilani (BITS Pilani) and a Post Graduate Diploma in Management from the Indian Institute of Management, Calcutta. He was earlier associated with Philips India Limited as its Vice Chairman & Managing Director and was also associated with Tata Administrative Service and Voltas Limited as General Manager (Operations). He was also engaged as an Advisor to the Chancellor of BITS Pilani from 2009 to 2017. He has advised and worked with the leadership teams of several companies and has over 49 years of experience in general management.

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 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.

Board Meetings and Procedure

The tentative annual calendar of meetings is determined at the beginning of each year. The Board meets at regular intervals to discuss and decide on results, operations, business policy and strategy apart from other Board businesses. In case

of urgent business exigencies some resolution(s) are also passed by circulation, as permitted by law, which is noted in the subsequent Board Meeting. Time gap between two consecutive meetings does not exceed 120 days.

The Company Secretary in consultation with the Chairman and the Chief Executive Officer prepares the detailed agenda for the meetings. All the agenda items are backed by comprehensive agenda notes and relevant supporting papers containing all the vital information, so as to enable the Directors to have focused discussion at the meeting and take informed decisions.

The notice of Board/Committee Meetings is given well in advance to all the Directors. The agenda and agenda notes are circulated to all the Directors well in advance, usually a week before the Meeting. In case of sensitive agenda matters, where it is not practical to circulate the relevant information as part of the agenda papers, the same is tabled at the meeting. In special and exceptional circumstances, additional or supplementary agenda items are taken-up for discussion with the permission of the Chairman. To discuss significant and important matters, meetings are also convened at a short notice with the consent of all Directors. The members of the Board or Committees are free to suggest any item to be included in the agenda, in addition to exercising their right to bring up matters for discussion at the meeting with permission of the Chairman. The senior management personnel are invited to the Board/Committee Meetings to apprise and update the members on the items being discussed at the meeting. All the relevant information as enumerated in Part A of Schedule II of the Listing Regulations is placed before the Board and the Board in particular reviews and approves corporate strategies, business plan, annual budget, capital expenditure etc. The Board periodically reviews the compliance status of all the applicable laws and is regularly updated on various legal and regulatory developments involving the Company. The Board Agenda includes an Action Taken Report comprising of actions emanating from the Board Meetings and status updates thereof. The Members of the Board have complete freedom to express their opinion and have unfettered and complete access to information in the Company. All the decisions are taken after detailed deliberations by the Board Members at the meetings.

The draft minutes of each Board/Committee meetings are circulated to all Directors for their comments within 15 days of the meeting. The Company Secretary, after incorporating comments, received if any, from the Directors, records the minutes of each Board/Committee meeting within 30 days

from conclusion of the meeting. The important decisions taken at the Board/Committee meetings are communicated to the concerned departments promptly.

During the Financial Year 2023-24, the Board met eight times i.e. on April 20, 2023, May 25, 2023, August 14, 2023, October 26, 2023, December 7, 2023, January 29, 2024, February 27, 2024 and March 23, 2024. The intervening gap between any two Board Meetings did not exceed 120 days.

The details of attendance of Directors at the Board Meetings and at the last Annual General Meeting (i.e. Annual General Meeting for Financial Year 2022-23 was held on July 17, 2023) are as under:

Name of Director	No. of Board Meetings held during the tenure		Attended Last AGM (Yes/No)
	Held	Attended	
Mr. Ravinder Takkar	8	8	Yes
Mr. Arun Adhikari	8	8	Yes
Mr. Himanshu Kapania	8	8	Yes
Ms. Neena Gupta	8	5	No
Mr. Krishnan Ramachandran	8	8	Yes
Mr. Suresh Vaswani	8	7	Yes
Mr. Ashwani Windlass	8	8	Yes
Mr. Sunil Sood	8	8	No
Mr. Krishna Kishore Maheshwari ¹	-	-	NA
Mr. Diego Massidda ²	2	2	NA
Mr. Sushil Agarwal	8	7	Yes
Mr. Kumar Mangalam Birla ³	7	1	No
Mr. Sateesh Kamath ⁴	6	6	Yes
Mr. Anjani Kumar Agrawal	8	7	Yes

¹ Resigned from the Board of the Company w.e.f. April 19, 2023

² Resigned from the Board of the Company w.e.f. May 25, 2023

³ Appointed on the Board of the Company w.e.f. April 20, 2023

⁴ Appointed on the Board of the Company w.e.f. May 25, 2023

Induction and Familiarization Program for Board Members

A formal letter of appointment together with the Induction kit is provided to the Independent Directors, at the time of their appointment, setting out their role, functions, duties and responsibilities. The criteria, terms and conditions for appointment of Independent Directors of the Company is placed on the website <https://www.myvi.in/investors/corporate-governance>. The Directors are familiarized with your Company's business and operations and interactions are held between the Directors and Senior Management of your

Company. Directors are familiarized with the organizational set-up, functioning of various departments, internal control processes and relevant information pertaining to the Company. Apart from the above, periodic presentations are also made at the Board/Committee meetings to familiarize the Directors with the Company's strategy, business performance, business environment, regulatory framework, operations review, risk management and other related matters.

The details of familiarization programs are posted on the website of the Company viz. <https://www.myvi.in/investors/corporate-governance>.

Meeting of Independent Directors

The Independent Directors conducted one meeting on March 14, 2024 without the presence of Non-Independent Directors and the management. The management made arrangements for a formal evaluation, inter-alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of other Directors; and
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction on the overall performance of the Directors and the Board as a whole. Inputs and suggestions received from the Independent Directors were considered at the subsequent Board Meeting and are being implemented.

Performance Evaluation of Board

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a formal evaluation mechanism is in place for evaluating the performance of the Board, the Committees thereof, individual Directors and the Chairman of the Board. The evaluation was done based on the criteria which includes, amongst others, providing strategic perspective, attendance and preparedness for the meetings, contribution at meetings, effective decision making ability and independent judgement etc. The Directors expressed their satisfaction with the evaluation process and the performance of the Board as a whole. It was also noted that the Committees are functioning well and besides the Committee's terms of reference as mandated by law,

important issues are brought up and discussed in the Committees.

Code of Conduct for Board Members and Senior Management

The Board of Directors have laid down the Code of Conduct for all the Board Members (incorporating, inter-alia, duties of Independent Directors) and Senior Management Executives of the Company, which is also uploaded on the website of the Company <https://www.myvi.in/investors/corporate-governance>. The Code is derived from three inter-linked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct. Code of Conduct provides guidance and support for ethical conduct of the business.

Declaration affirming compliance of Code of Conduct

The Company has received confirmations from all the Board members as well as Senior Management Executives regarding compliance of the Code of Conduct during the year under review.

A declaration signed by the Managing Director and Chief Executive Officer affirming the compliance with the Code of Conduct by the Board Members and Senior Management Personnel of the Company for the Financial Year ended March 31, 2024 is attached and forms part of this Report.

2. COMMITTEES OF THE BOARD

The Board committees plays a vital role in improving Board effectiveness and have been constituted to deal where more focused and extensive discussions are required/activities as mandated by applicable regulation. Some of the Board functions are performed through specially constituted Board Committees comprising of Non-Executive and Independent Directors. Board Committee's ensures focused discussion and expedient resolution of diverse matters.

As of March 31, 2024, the Board has the following Committee(s) constituted for better and focused attention on various affairs of the Company:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders Relationship Committee
- (d) Corporate Social Responsibility Committee
- (e) Risk Management Committee
- (f) Capital Raising Committee
- (g) Finance Committee

All the Committees have formally established terms of references/charter. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The Minutes of the Committee Meetings are noted by the Board. The Board Committees can request special invitees to join the meeting, as appropriate.

The role and composition of the aforesaid Committees, including the number of meetings held and the related attendance of the members are given below:

A. Audit Committee

The Company has an Audit Committee at the Board level with power and role that are in accordance with the Listing Regulations and the Companies Act, 2013. The Audit Committee oversees the accounting, auditing and overall financial reporting process of the Company. The Audit Committee acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company.

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

Terms of reference

The broad terms of reference adopted by the Audit Committee of your Company includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by statutory auditors.
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgement by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. The Audit Committee shall review the financial statements, in particular, the investments made by the unlisted subsidiary company.
7. Reviewing, with the management, the statement of uses/application of funds raised through an issue (Public Issue, Rights Issue, Preferential Issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take steps in this matter.
8. Review and monitor the auditor's independence and performance and effectiveness of audit process.
9. Approval or any subsequent modification of transactions of the Company with related parties.
10. Scrutiny of inter-corporate loans and investments.
11. Reviewing the utilization of loans and/or advances from/ investment by the Holding Company in the subsidiary exceeding ₹ 1,000 Mn or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.
12. Valuation of undertakings or assets of the Company, wherever it is necessary.
13. Evaluation of internal financial controls and risk management systems.
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

16. Discussion with internal auditors of any significant findings and follow-up thereon.
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
20. To review the functioning of the Whistle Blower mechanism.
21. Approval of appointment of Chief Financial Officer (i.e. the Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
22. Review compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as may be amended from time to time at least once in a financial year and verify that systems for internal control are adequate and are operating effectively.
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
24. To review:
 - a. Management Discussion and Analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - c. Management letters/letters of internal control weaknesses issued by the Statutory Auditors, if any;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the Chief Internal Auditor.

In addition to reviewing financial results on quarterly basis, Audit Committee Meetings are also convened for reviewing Internal Audit reports pertaining to various functions and also for reviewing the implementation of Internal Financial Control framework. The Company has appropriate internal control systems for business processes, covering operations, financial reporting and compliance with applicable laws and regulations. Regular internal audits and management reviews ensure that the responsibilities are executed effectively. The Audit Committee actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them, as appropriate.

The Committee also oversees the performance of the internal and statutory auditors and also recommends their appointment and remuneration to the Board. Information as detailed in Part C of Schedule II of the Listing Regulations, is mandatorily being reviewed by the Audit Committee. The minutes of the Audit Committee Meetings forms part of the Board Agenda. The Chairman of the Audit Committee Meeting briefs the Board on the discussions held during Audit Committee Meeting.

Composition, Meetings and Attendance

The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. As on March 31, 2024, the Audit Committee comprises of six members, of which four members, including the Chairman, are Independent Directors and two members are Non-Executive Directors. All the members of the Audit Committee possess requisite accounting and financial management expertise. The Company Secretary acts as the Secretary to the Committee.

The Chief Executive Officer and Chief Financial Officer of the Company are permanent invitees to the Audit Committee Meetings. Representatives of the Statutory Auditors and Internal Auditors of the Company are also invited to the Audit Committee Meetings. Additionally, other Senior Management Personnel are also invited to the Committee Meetings to present reports on the respective functions that are discussed at the meetings from time to time. The Cost Auditors attend the meeting when Cost Audit Report is discussed.

During the Financial Year 2023-24, five meetings of the Audit Committee were held on May 24, 2023, August 14, 2023, September 5, 2023, October 26, 2023 and January 29, 2024. The intervening gap between two Meetings did not exceed 120 days.

Name of Director	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Ashwani Windlass (Chairman)	Independent	5	5
Mr. Anjani Kumar Agrawal	Independent	5	5
Mr. Krishnan Ramachandran	Independent	5	5
Mr. Suresh Vaswani	Independent	5	5
Mr. Sunil Sood	Non-Executive	5	4
Mr. Himanshu Kapania ¹	Non-Executive	5	5
Mr. Krishna Kishore Maheshwari ²	Non-Executive	-	-

¹ Appointed w.e.f. April 20, 2023

² Resigned w.e.f. April 19, 2023

All the recommendations made by the Audit Committee were accepted by the Board. During the year under review, the composition of the Committee was changed once. Pursuant to resignation of Mr. Krishna Kishore Maheshwari from the Board of the Company, Mr. Himanshu Kapania was appointed in his place as a Member of the Committee.

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been entrusted with role of formulating criteria for determining the qualifications, positive attributes and independence of the Directors as well as identifying persons who are qualified to become Directors and persons who may be appointed at senior management levels and also devising a policy on remuneration of Directors, Key Managerial Personnel and other senior employees. The Committee also monitors and administers the Company's Employee Stock Option Scheme(s). The Nomination & Remuneration Committee's constitution and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Regulation 19 and Part D of the Schedule II of the Listing Regulations.

Terms of reference

The broad terms of reference adopted by the Nomination and Remuneration Committee includes the following:

- 1) Formulating and recommending to the board of directors, the Company's policies relating to the remuneration of the directors, KMPs and other employees;
- 2) Criteria for determining the qualifications, positive

attributes and independence of current and proposed directors.

- 3) Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and senior managers of the quality required to run the Company successfully;
- 4) Ensure the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 5) The remuneration provided to directors and senior managers includes a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- 6) Formulate appropriate policies, institute processes which enable the identification of individuals who are qualified to become Directors and who may be appointed in senior management and recommend to the Board of Directors their appointment and removal from time to time.
- 7) Review and implement succession and development plans for managing director, executive directors and senior managers;
- 8) Devise a policy on board diversity;
- 9) Formulate the criteria for determining qualifications, positive attributes and independence of directors.
- 10) Establish evaluation criteria and conduct the process of performance evaluation of each Director and structure manner.
- 11) Establish evaluation criteria of board and board committees;
- 12) Review and make recommendations to the board with respect to any incentive based compensation and equity based plans that are subject to the Board and shareholder approval (including broad-based plans)
- 13) Review and discuss with management the disclosures required to be included in the director's report as specified in the act and rules thereunder.
- 14) To supervise and monitor the process of issuance/ grant/ vesting/ cancellation of ESOPs and such other instruments as may be decided to be granted to the employees of the Company/ Subsidiary Company, from time to time, as per the provisions of the applicable laws, more particularly in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Composition, Meetings and Attendance

The composition of the Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. As on March 31, 2024, Committee comprises of four Independent Directors including the Chairman and two of them are Non-Executive Directors. The Company Secretary acts as a Secretary to the Committee.

During the Financial Year 2023-24, four meetings of the Nomination and Remuneration Committee were held on April 20, 2023, May 25, 2023, August 14, 2023 and January 29, 2024.

The composition of the Nomination and Remuneration Committee and the attendance of the members at the meetings held during the Financial Year 2023-24 are as under:

Name of Director	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Arun Adhikari (<i>Chairman</i>)	Independent	4	4
Mr. Anjani Kumar Agrawal	Independent	4	2
Ms. Neena Gupta	Independent	4	2
Mr. Suresh Vaswani	Independent	4	4
Mr. Himanshu Kapania	Non-Executive	4	4
Mr. Sunil Sood	Non-Executive	4	4

All the recommendations made by the Committee were accepted by the Board. There was no change in the composition of the Committee during the year under review.

Performance Evaluation Criteria for Independent Directors

The evaluation framework for assessing the performance of Directors of your Company comprises of contributions at the meetings, strategic perspectives or inputs regarding the growth or performance of your Company, among others. The Nomination and Remuneration Committee have laid down the manner in which formal evaluation of the performance of the Board, its Committees and individual Directors has to be made. The Board has carried out the annual performance evaluation of its own performance, Board Committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of Listing Regulations.

Nomination & Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy on appointment and remuneration of Directors and Senior Management Employees. The Company's remuneration policy is directed towards rewarding performance based on periodic review of the achievements.

The remuneration policy is available on the website of the Company <https://www.myvi.in/investors/corporate-governance>.

Remuneration of Directors

(i) Remuneration to the Executive Directors

The remuneration package of Executive Directors including the Chief Executive Officer and the senior management team is determined by the Nomination & Remuneration Committee, which is in accordance with the remuneration policy of the Company. A fair portion of the remuneration is linked to the Company's performance, thereby creating a strong alignment of interest with shareholders.

The recommendations of the Committee are considered and approved by the Board, subject to the approval of the members of the Company, wherever necessary.

I. Details of the Managerial Remuneration paid to the Executive Directors during Financial Year 2023-24 is as under:

As there are no Executive Directors, the details of the managerial remuneration paid to the Executive Directors are not applicable

II. Details of Stock Options granted/exercised to/by the Executive Directors:

As there are no Executive Directors, the details of Stock Options granted / exercised are not applicable.

(ii) Remuneration to Non-Executive/Independent Directors

Only Independent Directors are paid remuneration by way of sitting fees, which is ₹ 1,00,000/- per Board Meeting and ₹ 50,000/- per Committee meeting attended by them, which is well within the limits prescribed under Companies Act, 2013 ('the Act'). The Commission/Remuneration payable to all the Non-Executive Directors (including Independent Directors) is decided by the Board of Directors on the basis of recommendation of the Nomination and Remuneration Committee, subject to the overall approval by the members of the Company. In view of Net loss incurred by the Company for Financial Year ended March 31, 2024, no Commission has been approved by the Board for Financial Year 2023-24.

Non-Executive Directors (including Independent Directors) are also entitled to reimbursement of expenses incurred in performance of the duties as Directors and Members of the Committees.

The details of the sitting fees paid to Independent Directors for the Financial Year ended March 31, 2024 are as follows:

Name of Independent Director	Sitting Fees paid for FY 2023-24 (in ₹)
Mr. Anjani Kumar Agrawal	10,50,000
Mr. Arun Adhikari	11,00,000
Mr. Ashwani Windlass	11,50,000
Mr. Krishnan Ramachandran	11,00,000
Ms. Neena Gupta	7,00,000
Mr. Suresh Vaswani	11,50,000

There were no pecuniary relationships/transactions between your Company and the Non-Executive Directors/Independent Directors during the year, apart from sitting fees.

(iii) Details of Shareholding of Non-Executive Directors

The details of shareholding of Directors as on March 31, 2024 are as under:

Name of Director	No. of Equity Shares [#]
Mr. Himanshu Kapania	27,06,276
Mr. Sunil Sood	7,217
Mr. Sushil Agarwal	1,48,044
Mr. Kumar Mangalam Birla	8,64,906

[#]Shares held singly or as a first shareholder are only considered.

C. Stakeholders Relationship Committee

The Company has in place a Stakeholder Relationship Committee which look into various aspects of interest of shareholders, debenture holders and other security holders. The Committee monitors redressal of complaints of shareholders, debenture holders and other security holders relating to transfer/transmission of shares, non-receipt of annual report, dividend payment, issue of duplicate share certificates and other related complaints. In addition, the Committee also monitors other issues including status of Dematerialisation/ Rematerialisation of shares issued by the Company. The role of the Committee also includes evaluating performance and service standards in respect

of services rendered by the Registrar and Share Transfer Agent.

Composition, Meetings and Attendance

The composition of Stakeholders Relationship Committee is in conformity with the provisions of Companies Act, 2013 and Regulation 20 of the Listing Regulations. As on March 31, 2024, the Committee comprises of four members namely, Mr. Himanshu Kapania (Non Executive Director) as Chairman, Ms. Neena Gupta (Independent Director), Mr. Ravinder Takkar (Non-Executive Director), and Mr. Sushil Agarwal (Non-Executive Director) as the members. The Committee was reconstituted w.e.f April 20, 2023 upon resignation of Mr. Krishna Kishore Maheshwari on April 19, 2023 whereupon Mr. Himanshu Kapania was elevated to the position of Chairman of the Committee and Mr. Sushil Agarwal was inducted as a member of the Committee. The Company Secretary acts as a Secretary to the Committee. During the Financial Year 2023-24, the Stakeholders Relationship Committee met once on March 11, 2024, which was attended by all the members of the Committee.

Compliance Officer

Mr. Pankaj Kapdeo, Company Secretary, acts as the Compliance Officer of the Company. The Compliance Officer briefs the Committee on the grievances/queries of the investors and the steps taken by the Company for redressing their grievances. He is responsible for complying with the provisions of the Listing Regulations, requirements of securities laws and SEBI Insider Trading Regulations. The Compliance Officer can be contacted at:

Vodafone Idea Limited
Birla Centurion, 10th Floor,
Century Mills Compound,
Pandurang Budhkar Marg,
Worli, Mumbai – 400 030
Tel: +91-9594003434
Fax: +91-22-26527080
Email: shs@vodafoneidea.com

Investor Grievances Redressal Status

During the Financial Year 2023-24, the complaints and queries received by the Company were general in nature, which included issues relating to non-receipt of Annual Report, claims for unclaimed dividend/ shares which were transferred to IEPF and others, which were resolved to the satisfaction of the shareholders. There were no complaints pending as on April 1, 2023 and as on March 31, 2024.

The status of Investors' Complaints as on March 31, 2024, is as follows:

No. of complaints as on April 1, 2023	0
No. of complaints received during the Financial Year 2023-24	327
No. of complaints resolved upto March 31, 2024	327
No. of complaints pending as on March 31, 2024	0

To redress investor grievances, the Company has a dedicated email ID shs@vodafoneidea.com to which investors may send complaints. Along with that the Company and its RTA constantly monitors the Investor Complaints Module as available on the BSE Listing Portal, NSE Electronic Application Processing System ["NEAPS"] Portal, SEBI Complaints Redress System ["SCORES"] Portal and Online Dispute Resolution ["ODR"] Portal to track and redress the investor complaints and disputes in a speedy manner.

Online Dispute Resolution:

SEBI by circular no. SEBI/ HO/ OIAE/OIAE_IAD-1/ P/ CIR/ 2023/ 131 dated 31st July, 2023 has established a common Online Dispute Resolution Portal ("ODR Portal") for investors for online conciliation and arbitration of disputes relating to securities. This is in addition to the existing system viz. SCORES, where investors initially lodge their complaints / grievances against the Company. The SMART ODR Portal is an approach to help investors access efficient dispute resolution online. In case the investor is not satisfied with the resolution provided by the Company / RTA / SCORES then the Online Dispute Resolution process may be initiated through the ODR Portal at <https://smartodr.in/login>. The link to the ODR Portal is also displayed on the Company's website: <https://www.myvi.in/investors/investors-support>.

D. Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee is constituted in accordance with Section 135 of the Companies Act, 2013 and applicable rules thereto. The CSR Committee evaluates and recommends to the Board the CSR activities to be undertaken and amount to be spent on CSR activities. The CSR Committee monitors the CSR policy from time to time.

As on March 31, 2024, the Committee comprised of four members, with majority Independent Directors. Ms. Neena Gupta, Independent Director is the Chairperson of the Committee, Mr. Arun Adhikari (Independent Director), Mr. Krishnan Ramachandran (Independent Director) and Mr. Ravinder Takkar (Non-Executive Director) are other

members of the Committee. The Company Secretary acts as the Secretary to the Committee. During the Financial Year 2023-24, the Committee met only once on May 24, 2023, which was attended by three members, other than Mr. Ravinder Takkar who could not attend the same.

In view of the losses incurred by the Company during the last three financial years, the Company has no obligation for CSR spend during the Financial Year 2023-24.

E. Risk Management Committee

In compliance with the requirements of Regulation 21 of the Listing Regulations, the Board has duly constituted the Risk Management Committee. The Committee's prime responsibility is to frame, implement and monitor the Enterprise Risk Management framework for the Company. The Committee reviews and monitors the risk management plan and ensures its effectiveness. The Committee comprised of four members – two Non-Executive Directors and two Independent Directors. Mr. Himanshu Kapania (Non-Executive Director) is the Chairman of the Committee and Mr. Sunil Sood (Non-Executive Director), Mr. Arun Adhikari (Independent Director) and Mr. Ashwani Windlass (Independent Director) are other members of the Risk Management Committee. The Chief Executive Officer and the Chief Financial Officer are permanent invitees to the meetings. The Company Secretary acts as the Secretary to the Committee.

During the Financial Year 2023-24, the Risk Management Committee met twice on September 5, 2023 and March 4, 2024, Mr. Arun Adhikari could not attend the Meeting on September 5, 2023 whereas all the members of the Committee were present for the Committee Meeting held on March 4, 2024.

F. Capital Raising Committee

Your Board had constituted a Capital Raising Committee to evaluate various modes of equity/debt issuance for raising further funds.

The composition of the Capital Raising Committee changed during the year under review. Mr. Krishna Kishore Maheshwari resigned w.e.f. April 19, 2023 and Mr. Himanshu Kapania was inducted in his position as a member of the Committee. No meetings were held during the Financial Year 2023-24.

G. Finance Committee

The Company has a Finance Committee to approve matters relating to availing of financial / banking facilities and other treasury and banking related matters. Finance Committee looks into matters pertaining to fund and non-fund based borrowings, investments, working capital management besides other powers granted to it by the Board.

During the year under review, the composition of the Finance Committee changed upon resignation of Mr. Diego Massidda effective May 25, 2023 and appointment of Mr. Sateesh Kamath as a member of the Committee. The Finance Committee met once on September 12, 2023 and the meeting was attended by all the members of the Committee except Mr. Sateesh Kamath who was unable to attend the same.

3. SUBSIDIARY COMPANIES

The subsidiary companies are managed by their individual Board of Directors. The policy for determining material subsidiary is available on the Company's website <https://www.myvi.in/investors/corporate-governance>. Due to net worth of the Company being negative, Vodafone Idea Communication Systems Limited, Vodafone Idea Shared Services Limited and Vodafone Idea Manpower Services Limited were material subsidiaries of the Company as per Regulation 16(1)(c) of the SEBI Listing Regulations. The disclosure required on material subsidiaries is provided elsewhere in this report.

Further in accordance with Regulation 24(1) of the SEBI Listing Regulations, Mr. Krishnan Ramachandran, Independent Director of the Company serves as a Directors on the Board of the aforesaid material subsidiary companies. Your Company and its material unlisted subsidiaries undertake Secretarial Audit and the Secretarial Audit Report, form part of this Annual Report.

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies, including loans given by the Company to its subsidiaries. The minutes of the subsidiary companies and significant developments of the unlisted subsidiary companies are periodically placed before the Board.

4. DISCLOSURES

a. Related Party Transactions

All contracts/arrangements/transactions entered by the Company with the related parties during the Financial Year 2023-24 as detailed in Note No. 58 of the Standalone Financial Statements were in ordinary course of business and at an arm's length basis and were approved by the Audit Committee under specific provisions of the Companies Act, 2013. None of the transactions with related parties were in conflict with the Company's interest. There are no materially significant Related Party Transactions made by the

Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. The details of arrangement/transaction with related parties which could be considered material in accordance with the Company's Policy on Related Party Transactions read with the Listing Regulations are disclosed in Form AOC-2. Member's approval for Material Related Party Transaction, as defined under the Listing Regulations, shall be obtained at the ensuing Annual General Meeting. All Related Party Transactions are placed before the Audit Committee for their approval. Omnibus approvals are taken for the transactions which are repetitive in nature. In compliance with Listing Regulations, the necessary statements/disclosures with respect to the Related Party Transactions, are tabled before the Audit Committee and the Board of Directors on quarterly basis. The Company has implemented a Related Party Transaction Manual and Standard Operating Procedures for the purpose of identification and monitoring of such transactions. The details of the transactions with Related Parties are provided in the accompanying financial statements as required under Ind AS 24. In line with the requirement of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, your Company has adopted a Policy on Related Party Transactions which is available at Company's website <https://www.myvi.in/investors/corporate-governance>.

b. Disclosure of Accounting Treatment

In the preparation of standalone and consolidated financial statements, your Company has followed all the applicable Indian Accounting Standards and the generally accepted accounting principles in India.

c. Details of non-compliance with regard to the Capital Markets

There has been no instances of non-compliance by your Company and no penalties or strictures have been imposed by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

d. Proceeds from Public Issues, Rights Issues, Preferential Issues etc.

During the Financial Year 2023-24, no funds were raised either from Public Issues, Rights Issue or Preferential Issue.

During the previous financial year, the Company had issued 16,000 Optionally Convertible Debentures ('OCDs') having a face value of ₹ 1,000,000 each, aggregating to ₹ 16,000 Mn, each OCD is convertible into 1,00,000 Equity Shares of face value of ₹ 10/- each at a conversion price of ₹ 10/- each to ATC Telecom Infrastructure Private Limited ('ATC'). Pursuant to receipt of conversion notice from ATC, 14,400 OCDs were converted into 144,00,00,000 Equity Shares at a conversion price of ₹ 10/- having a face value of ₹ 10/- on March 23, 2024. As on March 31, 2024, only 1600 OCDs are outstanding for conversion/redemption.

e. Prevention of Insider Trading

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, your Company has adopted a 'Code of Conduct' to regulate, monitor and report trading by designated persons in listed or proposed to be listed securities of the Company ("the Insider Trading Code"). The Code aims at preserving and preventing misuse of unpublished price sensitive information. All Designated Persons (including Directors, Key Managerial Personnel and Employees) of your Company are covered under the Insider Trading Code, which provides inter-alia for periodical disclosures and obtaining pre-clearances for trading in the securities of your Company.

The policy and the procedures are periodically revised from time to time and communicated to the Designated Persons. Trading window closure is intimated to all

i. Disclosure on Material Subsidiaries

The details required of Material Subsidiaries in terms of Listing Regulations are provided hereunder:

Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of the Statutory Auditor	Date of Appointment / Reappointment of Statutory Auditor
Vodafone Idea Shared Services Limited	October 29, 2016	Mumbai	S.R. Batliboi & Associates LLP	August 20, 2019
Vodafone Idea Communications Systems Limited	June 12, 2008	Mumbai	S.R. Batliboi & Associates LLP	August 21, 2019
Vodafone Idea Manpower Services Limited	October 3, 2007	Ahmedabad	S.R. Batliboi & Associates LLP	August 25, 2022

h. Disclosure on loans or advances

There have been no loans or advances extended by the Company or its subsidiaries, which bear resemblance to loans, to any firms or companies where the Directors of the Company hold an interest.

Designated Persons and to the Stock Exchanges in advance, whenever required.

The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the Code.

f. Whistle Blower Policy/ Vigil Mechanism

Your Company has established a Vigil Mechanism/ Whistle Blower Policy for Directors and Employees pursuant to which a Committee has been constituted for addressing complaints received from Directors and Employees concerning unethical behavior, actual or suspected fraud and violation of Code of Conduct or Ethics Policy of your Company. The Policy provides adequate safeguards against victimization of Director(s)/ Employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. Your Company hereby affirms that no Director/Employee has been denied access to the Chairman of the Audit Committee.

g. Consolidated fees paid to Statutory Auditors

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity for Financial Year 2023-24 of which the Statutory Auditors are a part is as under:

Audit Fees	₹ 80 Mn
Certification and other services	₹ 20 Mn
Reimbursement of out-of-pocket expenses	₹ 5 Mn
Total	₹ 105 Mn

j. Compliance with the Mandatory Corporate Governance Requirements as prescribed under the Listing Regulations

The Board of Directors periodically review the compliance of all applicable laws. The Company has

complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Listing Regulations. The Company has obtained a certificate affirming the compliances from M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, the Company's Statutory Auditors and the same is appended as an Annexure to this Report.

k. Details of Compliances with the Non-mandatory Corporate Governance as prescribed under the SEBI (LODR) Regulations, 2015

In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements as prescribed in Regulation 27 of the Listing Regulations:

- The position of the Chairman of the Board and the Chief Executive Officer of the Company are held by separate individuals.
- Your Company maintains a separate office for the Non-Executive Chairman. All necessary infrastructure and assistance is made available to enable him to discharge his responsibilities effectively.
- The statutory financial statements of your Company are unqualified.
- The quarterly results along with the press release, as approved by the Board are first submitted to the stock exchanges. The same are then uploaded on the website of the Company <https://www.myvi.in/investors/results>. On the next day of the announcement of the quarterly results, an earnings call is organised, where the management responds to the queries of the investors/analysts. These calls are webcast live and transcripts thereof are posted on the website.
- The internal auditor directly reports to the Audit Committee.

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. Number of Complaints filed during the Financial Year - 6

- b. Number of Complaints disposed off during the Financial Year - 6
- c. Number of Complaints pending as on end of the Financial Year - 0

5. MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on Management Discussion and Analysis forms part of the Annual Report.

6. CEO / CFO CERTIFICATION

As required under Regulation 17(8) of the Listing Regulations, certificate duly signed by the CEO/CFO of the Company is appended as an Annexure to this Report.

7. REPORT ON CORPORATE GOVERNANCE

This Corporate Governance Report forms part of the Annual Report. The Company is in compliance with the Corporate Governance requirements specified under Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

8. COMPLIANCES

- (a) A certificate from the Company's Statutory Auditors M/s S.R. Batliboi & Associates LLP, Chartered Accountants, affirming compliance with the conditions of the Corporate Governance as stipulated under Regulation 34 read with Schedule V (E) of the Listing Regulations is appended as an Annexure to this report.
- (b) A certificate from M/s Umesh Ved & Associates, Practicing Company Secretaries, as required under the Listing Regulations confirming that none of the Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority is appended as Annexure to this report.
- (c) During the year under review, the Board has accepted the recommendations made by the various Board Committees constituted.

9. GENERAL BODY MEETINGS

The details pertaining to last three Annual General Meetings of the Company are provided:

Financial Year	Date	Time	Venue	Particulars of Special Resolution(s)
2022-23	July 17, 2023	3:00 p.m.	By Video Conferencing and Other Audio Visual Means	No Special Resolutions were passed. All resolutions were Ordinary in nature.
2021-22	August 29, 2022	3:00 p.m.	By Video Conferencing and Other Audio Visual Means	<ol style="list-style-type: none"> 1. Appointment of Mr. Anjani Kumar Agrawal as an Independent Director of the Company for term of three years. 2. Appointment of Mr. Akshaya Moondra as the Chief Executive Office of the Company.
2020-21	September 29, 2021	3:00 p.m.	By Video Conferencing and Other Audio Visual Means	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Arun Adhikari as an Independent Director of the Company for a second term of three years. 2. Re-appointment of Mr. Ashwani Windlass as an Independent Director of the Company for a second term of three years. 3. Re-appointment of Ms. Neena Gupta as an Independent Director of the Company for a second term of three years.

Extra-ordinary General Meeting

No Extra-ordinary General Meeting was held during the Financial Year 2023-24.

Tribunal Convened Meetings

There was no Tribunal convened Meeting held during the Financial Year 2023-24.

Postal Ballot

There was no Special Resolution passed through Postal Ballot during the Financial Year 2023-24. None of the business proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

10. MEANS OF COMMUNICATION

Quarterly Results, Presentation and News Releases

The Company's quarterly financial results, presentation

made to Institutional Investors/Analysts, quarterly reports, official news releases and other general information about the Company sent to the Stock Exchanges and are also uploaded on the Company's website <https://www.myvi.in/investors/results>.

The Company's quarterly financial results are published in one English newspaper circulating in the whole or substantially the whole of India and in one vernacular newspaper of the State of Gujarat where the Registered Office of the Company is situated. The quarterly financial results during the Financial Year 2023-24, were published in Business Standard (all editions) and Western Times (a regional daily published in Ahmedabad, Gujarat).

At the end of each quarter, the Company organizes earnings call with the analysts and investors and the transcripts of the same are thereafter uploaded on the website of the Company.

Website

The Company's website www.myvi.in has a dedicated section for investor relations containing the financial results, shareholding pattern, annual reports, quarterly reports, updates / intimations filed with Stock Exchange(s), various policies adopted by the Board.

NSE Electronic Application Processing System (NEAPS) and BSE Portal for Electronic filing

All periodical compliance filings, like Shareholding Pattern, Corporate Governance Report, Media Releases and other material information is filed electronically on the designated portals (NEAPS and BSE Listing Centre).

GENERAL SHAREHOLDERS' INFORMATION**1. Annual General Meeting**

Day and Date	: Wednesday, August 28, 2024
Time	: 4:00 p.m. IST
Venue	: The Company is conducting meeting through Video Conferencing and Other Audio Visual Means pursuant to the MCA Circulars and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM to be held over Video Conferencing.

2. Financial Calendar for 2023-24 (Tentative)

Financial reporting for the quarter ending June 30, 2024	: By August 14, 2024
Financial reporting for the quarter ending September 30, 2024	: By November 14, 2024
Financial reporting for the quarter ending December 31, 2024	: By February 14, 2025
Financial reporting for the year ending March 31, 2025	: By May 30, 2025
Annual General Meeting for the Financial Year 2024-25	: By August 31, 2025

- 3. Book Closure Date** : August 21, 2024 – August 28, 2024 (both days inclusive)
- 4. Dividend** : Nil
- 5. Dividend Payment Date** : Not Applicable (Since no Dividend is recommended for Financial Year 2023-24)
- 6. Registered Office** : Suman Tower, Plot No. 18, Sector - 11, Gandhinagar – 382 011, Gujarat
Tel: +91-79-66714000
Fax: +91-79-23232251

7. Listing Details

The Equity Shares of the Company are listed on the following Stock Exchanges:

Name of Stock Exchanges	
National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

The Annual Listing fees for the Financial Year 2023-24 has been paid to the above Stock Exchanges.

8. Stock Codes

	Stock Code	Reuters	Bloomberg
BSE Limited	532822	VIL.BO	VIL IN
National Stock Exchange of India Limited	IDEA	VIL.NS	NVIL IN
ISIN No. of Equity Shares	INE669E01016		
CIN	L32100GJ1996PLC030976		

9. Debt Securities

There are no Non-Convertible Debentures issued by the Company, which are outstanding as at March 31, 2024.

10. Stock Price Data

The monthly high and low prices and volume of shares of the Company at the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the Financial Year 2023-24 are as under:

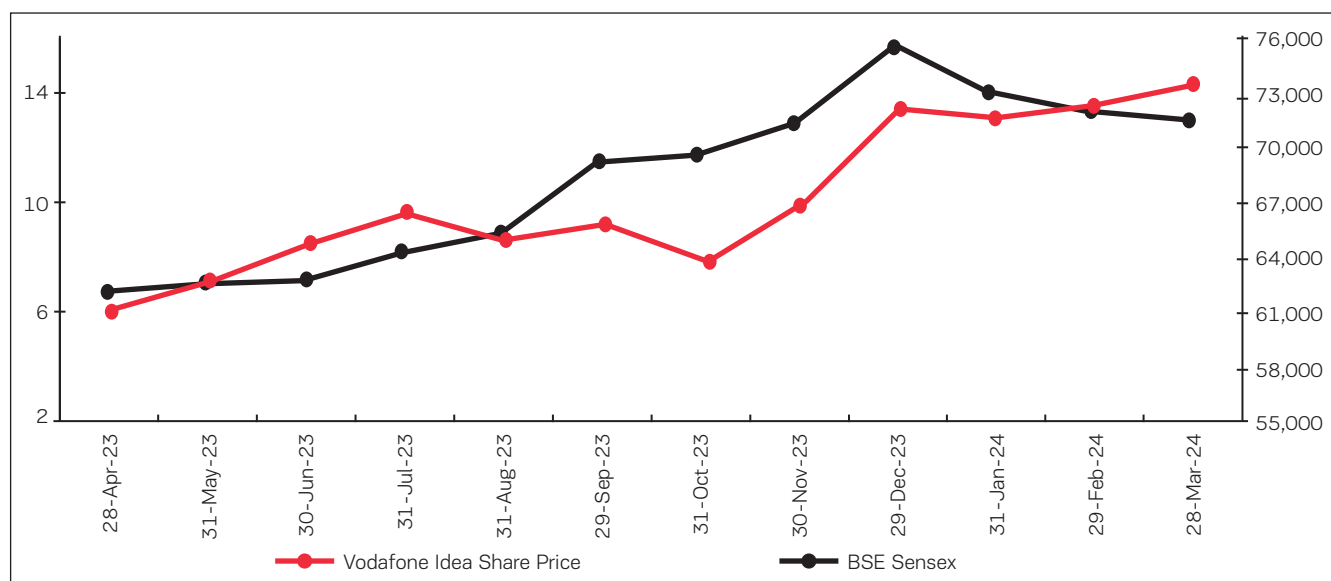
Month	BSE Limited				National Stock Exchange of India Limited			
	High (in ₹)	Low (in ₹)	Close (in ₹)	Volume (in Nos.)	High (in ₹)	Low (in ₹)	Close (in ₹)	Volume (in Nos.)
April, 2023	7.10	5.81	6.95	488,814,824	7.10	5.80	6.95	1,610,580,901
May, 2023	7.43	6.54	7.17	567,186,087	7.45	6.55	7.20	1,824,084,193
June, 2023	8.48	7.03	7.43	660,769,198	8.25	7.00	7.45	2,523,760,752
July, 2023	9.14	7.18	8.34	811,067,174	9.15	7.15	8.30	2,792,006,904
August, 2023	9.38	7.52	9.05	1,039,840,227	9.40	7.50	9.05	3,368,465,979
September, 2023	12.45	9.09	11.67	1,658,507,407	12.50	9.10	11.65	6,717,706,401
October, 2023	12.35	10.52	11.89	1,004,132,440	12.35	10.50	11.85	4,739,891,079
November, 2023	15.07	11.81	13.06	1,299,204,180	15.05	11.80	13.05	6,106,638,050
December, 2023	16.22	12.65	16.02	1,257,097,141	16.25	12.65	16.00	6,910,773,450
January, 2024	18.42	14.20	14.36	1,376,769,416	18.40	14.20	14.35	9,253,384,428
February, 2024	18.38	13.39	13.67	1,735,898,852	18.40	13.40	13.65	11,194,372,225
March, 2024	14.75	11.93	13.24	1,009,706,490	14.75	11.75	13.25	5,924,652,139

Source: BSE and NSE Website

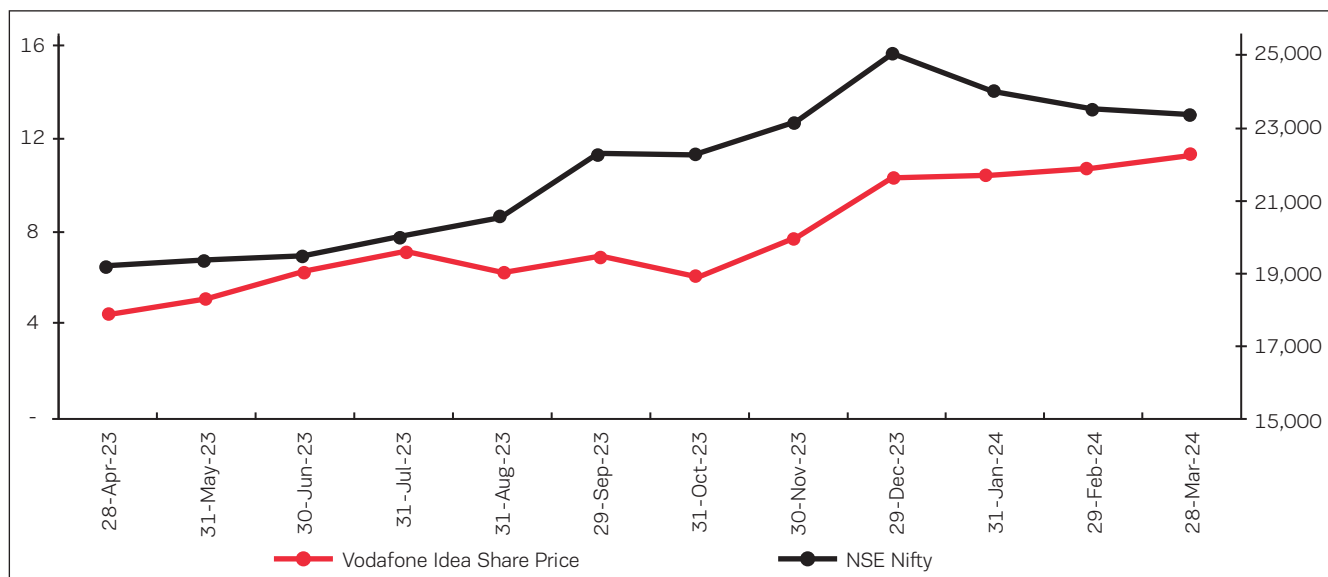
11. Stock Performance

The performance of the Company's share price vis-à-vis the broad-based BSE and NSE indices during the Financial Year 2023-24 is as under:

(a) Comparison of the Company's Share Price with BSE Sensex



(b) Comparison of the Company’s share price with NSE Nifty



12. Registrar and Share Transfer Agents

M/s. Bigshare Services Private Limited
 Office No. S6-2, 6th Floor,
 Pinnacle Business Park, Next to Ahura Centre,
 Mahakali Caves Road, Andheri (East),
 Mumbai - 400 093

13. Share Transfer System

More than 99.99% of the equity share capital of the Company is held in Demat form. Transfer of shares in dematerialized form is done through the depositories without any involvement of the Company. In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, w.e.f. April 1, 2019, the Company has stopped effecting transfer of securities in physical form unless the securities are held in dematerialised form with the depository, i.e. National Securities Depository Limited and Central Depository Services (India) Limited. In view of the above and the inherent benefits of holding securities in electronic form, shareholders holding shares in physical form are requested to opt for dematerialisation. Company also obtains yearly certificate from a Practicing Company

Secretary confirming compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and same is filed with the Stock Exchanges.

14. Distribution of Shareholding

The distribution of shareholding of the Company as on March 31, 2024 is as follows:

Number of Equity Shares held	Number of Share-holders	% to total Share-holders	No. of Shares held	% to total Share-holding
Upto 5000	3,217,411	83.15	205,602,938	0.41
5001 - 10000	244,175	6.31	205,687,017	0.41
10001- 20000	157,792	4.08	244,866,821	0.49
20001 - 30000	64,060	1.66	166,628,067	0.33
30001 - 40000	32,768	0.85	118,703,957	0.24
40001 - 50000	34,220	0.88	164,164,239	0.33
50001 - 100000	56,675	1.46	436,005,145	0.87
100001 & above	62,287	1.61	48,578,162,191	96.92
Total	3,869,388	100.00	50,119,820,375	100.00

15. Shareholding Pattern

The shareholding pattern of the Company as on March 31, 2024 is as follows:

Sr. No.	Category	No. of Shares	% Shareholding
I	Promoter and Promoter Group	24,515,033,148	48.91
II	Government of India	16,133,184,899	32.19
III	Public Shareholding		
	(a) Institutional Investors		
	Foreign Portfolio Investors	991,543,798	1.98
	Mutual Funds / Venture Funds	1,053,120,841	2.10
	Financial Institutions / Banks	4,127,999	0.01
	Insurance Companies	66,938,114	0.13
	(b) Others		
	Bodies Corporate (Indian)	1,887,077,904	3.77
	Non-Resident Indians	174,308,261	0.35
	Others	185,778,560	0.37
	Individuals / HUF	5,108,706,851	10.19
	Total	50,119,820,375	100.00

16. Dematerialisation of Shares and Liquidity

The Shares of the Company are compulsorily tradable in dematerialized form through both the Depository Systems in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). A total number of 50,11,98,03,295* Equity Shares of the Company constituting over 99.99% of the issued, subscribed and paid-up share capital were held in dematerialized form as on March 31, 2024.

*The Company has allotted 1,440,000,000 equity shares to ATC Telecom Infrastructure Private Limited (Non Institutions - Bodies Corporate) on March 23, 2024 pursuant to conversion of Optionally Convertible Debentures. The Corporate Action and Listing of these equity shares allotted were pending as on March 31, 2024. However, as the allotment was to be made in demat form the aforementioned shares are included.

17. Outstanding GDRs/ADRs etc.

During the previous financial year, the Company had issued 16,000 Optionally Convertible Debentures ('OCDs') having a face value of ₹ 1,000,000 each, aggregating to ₹ 16,000 Mn, each OCD is convertible into 1,00,000 Equity Shares of face value of ₹ 10/- each at a conversion price of ₹ 10/- each to ATC Telecom Infrastructure Private Limited ('ATC'). Pursuant to receipt of conversion notice from ATC, 14,400 OCDs were converted into 144,00,00,000 Equity Shares at a face value of ₹ 10/-. As on March 31, 2024, only 1,600 OCDs issued are outstanding as at the end of the year.

There are no outstanding warrants as at the end of the year.

Save and except the above, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments as on March 31, 2024.

18. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company hedges its foreign currency exposure in respect of its imports and borrowings as per its laid down policies. Your Company uses a mix of various derivative instruments like forward covers, currency swaps, interest rate swaps or a mix of all. The Company does not have any exposure to commodity price risks. Further, there are no outstanding foreign currency borrowings as at the end of the year.

19. Plant Locations

The Company being a service provider, has no plant locations.

20. Investor Correspondence

In order to facilitate quick redressal of the grievances/queries, the Investors and Shareholders may contact the Company Secretary at the under mentioned corporate office address for any assistance:

Mr. Pankaj Kapdeo
Company Secretary
Vodafone Idea Limited
Birla Centurion, 10th Floor
Century Mills Compound,
Pandurang Budhkar Marg,
Worli, Mumbai – 400 030
Tel: +91-9594003434
Fax: +91-22-26527080
E-mail: shs@vodafoneidea.com

21. Credit Ratings

The credit ratings outstanding for various instruments of the Company as on March 31, 2024 are as under:

Rating Agency	Instrument As on March 31, 2024	Rating
Care Ratings	Bank Facilities (Long Term)	CARE B+ (Stable)
	Short Term Bank Facilities	CARE A4

22. Other Useful Information

(a) Unpaid / Unclaimed Dividend

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the dividend which remains unclaimed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company

is required to be transferred to the Investor Education and Protection Fund (“IEPF”) established by the Central Government.

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company’s website <https://www.myvi.in/investors/investors-support>.

In light of the aforesaid provisions, the Company has during the year under review, transferred to IEPF the unclaimed dividends, outstanding for seven consecutive years. Further, shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

The details of Unclaimed Dividend and shares transferred during the Financial Year 2023-24 is as follows:

Financial Year	Amount of Unclaimed Dividend Transferred	Number of Shares Transferred
2015-16	₹ 13,93,504	4,64,432

The Members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a copy of the same, duly signed to the Company at iepf@vodafoneidea.com along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of un-paid and un-claimed amounts lying with the Company as on July 17, 2023 (date of last Annual General Meeting) on the Company’s website at <https://www.myvi.in/investors/investors-support> and on

the website of the Investor Education and Protection Fund Authority at www.iepf.gov.in.

(b) E-Voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, members have been provided the facility to exercise their right to vote at General Meetings by electronic means, through e-Voting Services provided by NSDL.

(c) Disclosure regarding appointment or re-appointment of Directors

Brief profile of the Directors seeking appointment or re-appointment is annexed to the Notice convening the 29th Annual General Meeting forming part of this Annual Report.

(d) Details of unclaimed shares in terms of Regulation 39 of the Listing Regulations

In terms of Regulation 39 (4) of the Listing Regulations, the details in respect of equity shares lying in the suspense accounts which were issued in Demat form pursuant to the Initial Public Offer (IPO) of the Company in the year 2007 as well as Rights Issue as concluded in May 2019 are as given below:

Particulars	No. of cases	No. of shares
Aggregate number of shareholders and the outstanding shares lying in the suspense account at the beginning of the year i.e. as on April 1, 2023	23	1,37,018
TOTAL	23	1,37,018
(Less) Number of shareholders to whom shares were transferred from suspense account during the Financial Year 2023-24	1	3,349
(Add) Shares recovered from shareholder during the Financial Year 2023-24	NIL	NIL
Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year i.e. as on March 31, 2024	22	1,33,669

The Voting rights on the shares in the suspense account as on March 31, 2024 shall remain frozen till the rightful owners of such shares claim the shares. The Company sends periodic reminders to the concerned shareholders advising them to lodge their claims with respect to unclaimed shares.

CEO/CFO CERTIFICATION

**To,
The Board of Directors
Vodafone Idea Limited**

We, Akshaya Moondra, Chief Executive Officer and Murthy GVAS, Chief Financial Officer, of **Vodafone Idea Limited** ('the Company'), to the best of our knowledge and belief, hereby certify that:

- a) We have reviewed the financial statements and cash flow statements of the Company for the year ended March 31, 2024 and:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are no transactions entered into by the Company during the year ended March 31, 2024, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which we are aware and steps that have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee, wherever applicable:
 - i) Significant changes in the internal control over financial reporting during the year;
 - ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date : May 16, 2024

Akshaya Moondra
Chief Executive Officer

Murthy GVAS
Chief Financial Officer

DECLARATION

As provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel of Vodafone Idea Limited have confirmed compliance with the Code of Conduct for the year ended March 31, 2024.

Place: Mumbai
Date : May 16, 2024

Akshaya Moondra
Chief Executive Officer

Certificate of Non-Disqualification of Directors

[pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

**To,
The Members of
Vodafone Idea Limited**

Suman Tower,
Plot No.18, Sector-11,
Gandhinagar -382011
Gujarat

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Vodafone Idea Limited having CIN: L32100GJ1996PLC030976 and having registered office at Suman Tower, Plot No.18, Sector-11, Gandhinagar-382011, Gujarat (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Himanshu Kapania	03387441	01/04/2011
2.	Mr. Arun Kumar Adhikari	00591057	31/08/2018
3.	Mr. Ashwani Windlass	00042686	31/08/2018
4.	Mr. Krishnan Ramachandran	00193357	27/12/2018
5.	Mr. Sunil Sood	03132202	24/02/2021
6.	Mr. Sushil Agarwal	00060017	04/08/2021
7.	Mr. Anjani Kumar Agrawal	08579812	27/08/2022
8.	Mr. Suresh Choithram Vaswani	02176528	08/02/2019
9.	Mr. Ravinder Takkar	01719511	31/08/2018
10.	Ms. Neena Gupta	02530640	17/09/2018
11.	Mr. Kumar Mangalam Birla	00012813	20/04/2023
12.	Mr. Sateesh Govinda Kamath	10169581	25/05/2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Umesh Ved
UmeshVed & Associates
Company Secretaries

FCS No. : 4411
C.P. No. : 2924

Peer Review No.766/2020
UDIN: F004411F000393690

Place : Ahmedabad
Date : May 16, 2024

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of Vodafone Idea Limited

1. The Corporate Governance Report prepared by Vodafone Idea Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2024 as required by the Company for annual submission to the Stock exchange.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.
- i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
- ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
- iii. Obtained and read the Register of Directors as on March 31, 2024 and verified that at least one independent woman director was on the Board of Directors throughout the year;
- iv. Obtained and read the minutes of the following committee meetings / other meetings held April 01, 2023 to March 31, 2024:

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
- (a) Board of Directors;
- (b) Audit Committee;
- (c) Annual General Meeting (AGM);
- (d) Nomination and Remuneration Committee;
- (e) Stakeholders Relationship Committee;
- (f) Risk Management Committee;
- (g) Finance Committee;
- (h) Capital Raising Committee; and
- (i) Corporate Social Responsibility Committee
- v. Obtained necessary declarations from the directors of the Company.

- vi. Obtained and read the policy adopted by the Company for related party transactions.
 - vii. Obtained the schedule of related party transactions during the year and balances at the year-end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
 - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2024, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Nilangshu Katriar**
Partner
Membership Number: 58814
UDIN: 24058814BKGSNV6758

Place: Mumbai
Date: May 16, 2024

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Introduction to Business Responsibility and Sustainability Report (BRSR)

Disclosure requirements have leapfrogged globally in the last decade, holding companies accountable for their identification of Environment, Social and Governance (ESG) responsibilities and their transparent incorporation in annual disclosures.

In line with these global developments, the Securities and Exchange Board of India (SEBI), in its continued efforts to enhance disclosures on ESG standards, introduced new requirements for sustainability reporting by listed companies. The new reporting format named, Business Responsibility and Sustainability Report (BRSR), aims to establish links between the financial results of a business with its ESG performance.



SEBI has mandated that the BRSR will be applicable to the top 1,000 listed entities (by market capitalization) for reporting on a voluntary basis for Financial Year 2021-22 and on a mandatory basis from Financial Year 2022-23. Additionally, in accordance with SEBI Circular SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023 it is mandated to undertake reasonable assurance of the BRSR Core for the top 150 listed companies on the basis of market capitalization for the Financial Year 2023-24.

Section A: General Disclosures**I. Details of the Listed Entity**

1.	Corporate Identity Number (CIN) of the Company	L32100GJ1996PLC030976
2.	Name of the Listed Entity	Vodafone Idea Limited
3.	Year of Incorporation	1995
4.	Registered Office Address	Suman Tower, Plot No. 18, Sector 11, Gandhinagar - 382 011, Gujarat
5.	Corporate Address	Birla Centurion, 10th Floor, Century Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400030 (Maharashtra)
6.	E-mail	shs@vodafoneidea.com
7.	Telephone	079-66714000
8.	Website	www.myvi.in
9.	Financial Year for which reporting is being done	2023 – 2024
10.	Name of the Stock Exchange(s) where shares are listed	1. National Stock Exchange of India Limited 2. BSE Limited
11.	Paid-up Capital	₹ 501,198,203,750
12.	Name and Contact Details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Anjali Hans Executive Vice President (Regulatory, CSR & External Communications Head) Tel: 9594004000 anjali.hans@vodafoneidea.com
13.	Reporting Boundary	Report is done on a standalone basis
14.	Name of Assurance provider	Emergent Ventures India Private Limited (EVI)
15.	Type of Assurance obtained	Reasonable Assurance

II. Products / Services**16. Details of business activities:** (accounting for 90% of the turnover)

Sr. no.	Description of the main activity	Description of business activity	% of turnover of the entity
1.	Information and Communication	Wired, wireless or satellite telecommunication activities	100%

17. Products / Services sold by the entity: (accounting for 90% of the entity's Turnover)

Sr. no.	Product/Service	NIC Code	% of total turnover contributed
1.	Wireless Telecommunication Activities		
	• Activities of Internet access by the operator of the wireless infrastructure.	612	99%
	• Activities of maintaining and operating cellular and other telecommunication networks.		
2.	Wired Telecommunication Activities		
	• Activities of basic telecom services: telephone, telex, and telegraph.	611	1%
	• Activities of providing internet access by the operator of the wired infrastructure.		

III. Operations**18. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	0	19	19
International	0	0	0

19. Markets served by the entity**a. Number of locations:**

Locations	Number
National (No. of States)	28 States + 8 Union Territories
International (No. of Countries)	NIL

b. What is the contribution of exports as a percentage of the total turnover of the entity?

8%

c. A brief on types of customers

Vodafone Idea Limited (VIL) serves all sections of consumers ranging from New Consumer Classification System (NCCS), Urban Metro Dwellers and Rural consumers, across the length and breadth of the country.

IV. Employees**20. Details as at the end of the Financial Year:****a. Employees and Workers (including differently abled):**

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
Employee						
1	Permanent (D)	9670	7767	80%	1903	20%
2	Other than Permanent (E)	6414	4400	69%	2014	31%
3	Total Employees (D + E)	16084	12167	76%	3917	24%
Workers*						
4	Permanent (F)	0	0	0	0	0
5	Other than Permanent (G)	0	0	0	0	0
6	Total Workers (F + G)	0	0	0	0	0

Note: *VIL does not have any workers**b. Differently abled Employees and Workers:**

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
Differently Abled Employees						
1	Permanent (D)	3	3	100%	0	0%
2	Other than Permanent (E)	-	-	-	-	-
3	Total Employees (D + E)	3	3	100%	0	0%
Differently Abled Workers*						
4	Permanent (F)	0	0	0	0	0
5	Other than Permanent (G)	0	0	0	0	0
6	Total Workers (F + G)	0	0	0	0	0

Note: *VIL does not have any workers.

21. Participation/Inclusion/Representation of women:

	Total	No. and percentage of Females	
	(A)	No. (B)	% (B / A)
Board of Directors	12	1	8.33%
Key Management Personnel (KMP)	3	0	0

22. Turnover rate for Permanent Employees and Workers (Disclose trends for the past 3 years):

	FY 2023-24			FY 2022-23			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	15.4%	21.0%	16.5%	23.8%	24.2%	23.9%	26.0%	26.7%	26.1%
Permanent Workers*	0	0	0	0	0	0	0	0	0

Note: *VIL does not have any workers.

V. Holding, Subsidiary and Associate Companies (including Joint Ventures)**23. Names of Holding / Subsidiary / Associate Companies / Joint Ventures:**

S. No.	Name of the Holding / Subsidiary / Associate Companies / Joint Ventures (A)	Indicate whether Holding/ Subsidiary/ Associate/ Joint Ventures	% of Shares Held by Listed Entity	Does the Entity Indicated at column A, Participate in the Business Responsibility Initiatives of the Listed Entity? (Yes/No)
--------	-----------------------------------------------------------------------------	-----------------------------------------------------------------	-----------------------------------	------------------------------------------------------------------------------------------------------------------------------

Refer to the section "Salient features of the Financial Statement of Subsidiaries, Associates and Joint Ventures for the year ended March 31, 2024, pursuant to Section 129 (3) of the Companies Act, 2013" forming part of this Annual Report.

VI. CSR Details

24 (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: No

(ii) Turnover (in ₹): 4,23,211 Mn

(iii) Net worth (in ₹): 1,036,440 Mn

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Several mechanisms to addressing grievances of communities and beneficiaries have been established across our programs implemented by Vodafone Foundation. Using a wide variety of channels, we actively seek feedback, suggestions and complaints and resolve them in pre-defined turnaround time. E.g., in Connecting for Good programme, beneficiaries can raise their concerns through emails, chat and during regular interactions with our partners. In Scholarship programme, beneficiaries are able to reach out to our multi-lingual support team and can also raise their concerns through Chatbot. Additionally, beneficiaries can raise their concerns using social media channels which are responded to within well-defined timeframe. https://www.myvi.in/content/dam/microsite/pdfs/corporategovernance/CSR_Policy.pdf	0	0	Vodafone Foundation has established several mechanisms for addressing grievance of beneficiaries of various programs. Using a wide variety of channels, the Foundation actively seeks feedback, suggestions and complaints as well as resolves them in a pre-defined turnaround time.	0	0	Vodafone Foundation has established multiple-effective mechanisms for addressing grievance of beneficiaries of various programs. Using a wide variety of channels, the Foundation actively seeks feedback, suggestions and complaints as well as resolves them in a pre-defined turnaround time.
Shareholders/ Investors	Yes To redress shareholders/ investors grievances, the Company has a dedicated email ID shs@vodafoneidea.com to which investors may send complaints. https://www.myvi.in/investors/investors-support	327	0		94	0	To redress shareholders/ investors grievances, the Company has a dedicated email ID shs@vodafoneidea.com to which investors may send complaints.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Employee & Workers	Vi has a detailed and comprehensive grievance redressal mechanism for employees. <u>Code of Conduct</u>	5	1	Pending resolution as it is under investigation	7	0	-
Customers	Yes https://www.trai.gov.in/consumer-info/telecom/grievance-redressal-mechanism	9771432	14869	Vi adheres to TRAI Policy of grievance redressal. Customer can register complaints through different modes (CC, Store, App, Web, Email, DoT/ TRAI/PG portal etc.). Customer receives the Service Request number via SMS along with TAT at the time of complaint registration. Complaint is resolved by the Central Back Office team as per the pre-defined TAT, and the resolution is communicated via SMS / Call. In case the customers are not satisfied with the resolution, they have the option to appeal within 30 days of the resolution	15042925	7857	Vi adheres to TRAI Policy of grievance redressal. Customer can register complaints through different modes (CC, Store, App, Web, Email, DoT/ TRAI/PG portal etc.). Customer receives the Service Request number via SMS along with TAT at the time of complaint registration. Complaint is resolved by the Central Back Office team as per the pre-defined TAT, and the resolution is communicated via SMS / Call. In case the customers are not satisfied with the resolution, they have the option to appeal within 30 days of the resolution

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Value Chain Partners	VI has a stringent process to record grievances from value chain partners which include contractors, suppliers, channel partners, vendors, business associates, among other value chain partners. https://vodafoneidea.integritymatters.in	0	0		0	0	

26. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No.	Material issue Identified	Indicate Whether Risk or Opportunity	Rationale for identifying Risk / Opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Climate Change	Risk	There is a need to keep a watch on emerging regulations within the telecom sector and globally on climate change (India has taken a Net Zero target by 2070 because of the UNFCCC negotiations in the COP), which focus on clean technologies and renewable energy. Over recent years, India has faced severe consequences of climate change, affecting both humans and physical infrastructure. Telecom disruptions not only threaten Vodafone Idea with significant restructuring costs but also hinder essential communication pre and post-disaster, crucial for disaster prevention and rescue efforts.	<ul style="list-style-type: none"> • Creating a structured governance framework to oversee climate change related issues. • Designating a Sustainability/ ESG committee to overlook all the risks, mitigation measures and contingency plans for if there is a risk. 	Negative
2	E-waste Management	Risk	Telecom equipment, networking infrastructure, contributes significantly to e-waste generation. Inadequate e-waste management poses environmental and health hazards, regulatory non-compliance risks, and reputational damage. Effective management strategies are essential to mitigate these risks, ensure regulatory compliance.	<ul style="list-style-type: none"> • Partnering with relevant government agencies to ensure proper handling, recycling, and disposal of electronic waste. • Adhering to e-waste management regulations. • Regularly monitoring e-waste management practices. 	Negative

Sr. No.	Material issue Identified	Indicate Whether Risk or Opportunity	Rationale for identifying Risk / Opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	Customer Privacy & Data Security	Risk	<p>Instances of usage and selling of consumer data / data privacy breaches are leading to rising privacy concerns. It is important for VIL to communicate transparently about the policies regarding the quantity, kind, and use of consumer data that is provided to third parties.</p> <p>In the age of increased cybersecurity threats, protecting customer data is paramount to maintaining competitiveness and safeguarding the integrity of their services.</p> <p>In India, there are ongoing efforts to update regulations regarding privacy and personal data protection through the DPDP Act. This proposed Act aims to regulate the usage and protection of customer data.</p> <p>Data security concerns can affect customer acquisition and retention, decrease market share, and decrease the demand for VIL services. Data loss can result in the unintentional disclosure of private information, which could result in non-compliance, legal ramifications, and damage to our brand's reputation.</p>	<ul style="list-style-type: none"> • VIL has been taking steps such as meticulous planning, rigorous assessment, and proactive measures to align our practices with the requirements outlined in the DPDP Act. • VIL is bound by/ complies with license terms to ensure confidentiality of subscriber information. • Conducting customer privacy audits regularly. • Disciplinary action in case of breaches. • Creating stringent measures to ensure customer privacy. • Minimize data retention. • Remaining complaint with the regulation. 	Negative
4.	Quality of Network Infrastructure	Risk	<p>Network infrastructure is vulnerable to technological failure which can be caused by either human mistake or natural disasters, which can affect the quality of VIL's services. Rapid technological advancements in the IT industry makes it necessary for VIL to make technological upgrades that are necessary to satisfy growing client demand for stronger and better network connectivity. Failure to do so could adversely affect VIL's business and market share.</p>	<ul style="list-style-type: none"> • Conducting regular quality checks. • Recording the number of complaints to mitigate risks. 	Negative
5.	Talent Attraction and Development	Opportunity	<p>An organisation with talented employees presents an opportunity for VIL to promote innovation, improve service delivery, and enhance customer satisfaction. As we evolve from a traditional telecom firm to a digital enterprise, our ability to attract and upskill talent will be critical to improve our business performance and increase market share.</p>		Positive
6.	Health, Safety and Employee wellbeing	Opportunity	<p>Prioritizing employee health and safety fosters a positive work environment, and mitigates operational risks. Wellness measures taken by VIL not only prevents physical harm but also addresses mental health challenges, enhancing employee satisfaction and productivity.</p>	<p>Continuous improvement process to regularly review, assess, and enhance health safety and wellbeing initiatives.</p>	Positive

Sr. No.	Material issue Identified	Indicate Whether Risk or Opportunity	Rationale for identifying Risk / Opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7.	Competitive Behavior	Opportunity	A healthy competition between different telecom companies results in every company trying to get a technological edge to acquire more market share and a bigger customer base.	<ul style="list-style-type: none"> • Creating short-term, mid-term, and long-term response strategies to ensure company's capability to handle an emergency or a fast-changing situation. • Deploying new or updated risk frameworks and guidelines. 	Positive
8	Diversity, Equity and Inclusion	Opportunity	Diversity and Inclusion can help in strengthening the organization's decision making and image in the industry. Companies that are diverse, and inclusive are better at responding to challenges, accumulating top talent, and meeting the needs of their customers. Other benefits of diversity and inclusion are: <ul style="list-style-type: none"> • Improving the quality of decision making. • Increasing customer insight and innovation. • Driving employee motivation and satisfaction. 		Positive
9	Regulatory Compliance	Risk	Failure to comply with regulatory compliance can lead to legal penalties, reputational damage, and operational disruptions. By prioritizing regulatory compliance, VIL can mitigate risks, build trust with stakeholders, fostering long-term sustainability and value creation and also enhance its ESG performance.	VIL regularly monitoring and reporting compliances and also maintains over sight on changing regulations and legislations to ensure continued compliances.	Negative

Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrated the structure, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1 -P9 as given below:

- P1 Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent, and accountable.
- P2 Businesses should provide goods and services in a manner that is sustainable and safe.
- P3 Businesses should respect and promote the well-being of all employees, including those in their value chains.
- P4 Businesses should respect the interests of and be responsive towards all its stakeholders.
- P5 Businesses should respect and promote human rights.
- P6 Businesses should respect, protect, and make efforts to restore the environment.
- P7 Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.
- P8 Businesses should promote inclusive growth and equitable development.
- P9 Businesses should engage with and provide value to their consumers in a responsible manner.

Disclosure	P	P	P	P	P	P	P	P	P
Questions	1	2	3	4	5	6	7	8	9
Policy and Management Processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://www.myvi.in/investors/corporate-governance								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	<p>Yes, all the enlisted policies extend to our value chain partners wherever required. The extension to value chain partners across policies is mentioned within each policy drafted and uploaded on our website: https://www.myvi.in/investors/corporate-governance.</p> <p>The policies that VIL has adopted are in conformity with relevant national and international standards, wherever statutorily applicable. The policies are compliant with the NGRBCs issued by the Ministry of Corporate Affairs and are drafted after taking into consideration the best practices adopted across the industry.</p>								
4. Name of the national and international codes/ certifications/ labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trusted standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<p>P9 Providing Customer Value</p> <ul style="list-style-type: none"> - ISO 27001 certified Information Security Management System; - ISO 27701 certified Privacy Information Management; - PCI DSS 4.0 certified The Payment Card Industry Data Security Standard; and - SOC2 Type II certified. 								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	<p>Vodafone Idea is continuing its sustainability journey with special focus on energy efficiency and emission reduction. This ultimately furthers VIL's commitment to addressing global environmental issues such as climate change and global warming. The emission levels of the Network are being tracked annually as per DoT guidelines. More than 1000 co-owned sites are exclusive solar energy solutions.</p>								
6. Performance of the entity against the specific commitments, goals, and targets alongwith reasons in case the same are not met.	<p>Currently, VIL is striving to add renewable resources such as solar and wind energies at VIL owned facilities based on regulatory and commercial feasibility. In FY 2023-24, more than 40 Million kWh have been from renewable energy sources. We give critical importance to ESG aspects across business operations.</p>								

Governance, leadership and oversight

7. Statement by Director responsible for the Business Responsibility Report, highlighting ESG related challenges, targets and achievements.

At Vodafone Idea, we are deeply committed to environmental sustainability, social inclusion, and robust governance practices. Our efforts across these pillars reflect our dedication to create value for our stakeholders while contributing positively to society and the environment.

In our pursuit of environmental stewardship, we have initiated various green projects within our Commercial Warehouses. Through innovative measures such as double-sided printing, use of recycled paper, and reutilization of packing materials, we have saved 289 trees and reduced carbon emissions significantly. Additionally, the installation of LED lights and motion sensors has led to a substantial reduction in electricity consumption, resulting in annual savings of ₹ 71 lakhs. Our investment in solar panels and the adoption of battery-operated Material Handling Equipment (MHE) have further contributed to our carbon footprint reduction goals. We also uphold stringent processes for managing site return materials, ensuring their optimal utilization and environmentally sound disposal. Our focus lies in reutilizing these materials by repairing usable and repairable items. In FY24, we successfully redeployed approximately ₹ 1,910 crores worth of materials, demonstrating our dedication to maximizing resource efficiency.

Recognizing the importance of diversity and inclusion, we have taken proactive steps to create equal opportunities for all. Our Commercial Warehouses proudly employ female staff and individuals with disabilities, achieving a commendable 34% diversity within two years. We have increased female employees from 74 to 132 and PWD employees from 6 to 22, setting a precedent for inclusivity in the telecom industry.

Our commitment to supplier diversity extends beyond our workforce to our supply chain. We have implemented a dedicated policy to engage with marginalized and vulnerable suppliers, including women-owned enterprises and businesses owned by persons with disabilities. Since its inception, we have successfully onboarded 12% diversified suppliers, fostering economic growth and inclusivity in our communities.

The health, safety, and wellbeing of our employees and partners remain paramount. We have implemented stringent measures to ensure a safe working environment, including comprehensive safety inductions, regular deep dive audits, and robust contractor onboarding processes. Our proactive approach to HSW, encompassing people, processes, and properties, reflects our unwavering commitment to safeguarding all individuals associated with Vodafone Idea.

Additionally, our robust governance framework has ensured adherence to regulatory requirements and ethical business conduct, enhancing trust and credibility among stakeholders.

We remain steadfast in our commitment to ESG principles. Through collaborative efforts and innovative solutions, we are confident in our ability to create long-term value for our stakeholders while contributing to a sustainable future.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). Mr. Akshaya Moondra
Chief Executive Officer
akshaya.moondra@vodafoneidea.com

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. A group of senior leaders across different business functions who meet on regular basis to discuss about the sustainability related issues.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
Performance against above policies and follow up action	Review undertaken by concerned departments.									Quarterly								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Review undertaken by concerned departments.									Quarterly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
					No				

12. If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	-	-	-	-	-	-	-	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	-	-	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-	-	-	-	-	-	-	-	-
It is planned to be done in the next Financial Year (Yes/No)	-	-	-	-	-	-	-	-	-
Any other reason (please specify)	-	-	-	-	-	-	-	-	-

Table 1- Weblinks of the Policies aligned to NGRBC Principles

Principle	Principle description	Vodafone Idea’s Policy(s)
P1	Ethics, Transparency and Accountability: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable	Code of Conduct Speak Up Policy
P2	Product Lifecycle Sustainability: Businesses should provide goods and services in a manner that is sustainable and safe	Energy and Carbon Management Policy (Available on Intranet)
P3	Employee Well-being: Businesses should respect and promote the well-being of all employees, including those in their value chains	Code of Conduct
P4	Stakeholder Engagement: Businesses should respect the interests of and be responsive to all its stakeholders	Code of Conduct
P5	Promoting Human Rights: Businesses should respect and promote human rights	Code of Conduct Privacy Policy HSW Policy (Available on Intranet)
P6	Protection of Environment: Businesses should respect and make efforts to protect and restore the environment	Code of Conduct Energy and Carbon Management Policy (Available on Intranet)
P7	Responsible Policy Advocacy: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	Code of Conduct
P8	Support Inclusive Growth: Businesses should promote inclusive growth and equitable development	Code of Conduct CSR Policy
P9	Providing Customer Value: Businesses should engage with and provide value to their consumers in a responsible manner	Code of Conduct Privacy Policy

SECTION C: Principle wise Performance Disclosure

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the Financial Year:

Segment	Total number of training and awareness programmes held	Topics covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	NIL	NIL	NIL
Key Managerial Personnel	3	<ul style="list-style-type: none"> Awareness programme on Strategy and Roadmap for BRSR including updates on BRSR Core and SEBI Circular of July 2023. Internal workplace post on Embracing Business Sustainability at Vi for creating awareness on ESG. 	100%
Employees other than BOD and KMPs**	Internal ILT/VILT- 214	Internal ILT / VILT on people development – Trainings conducted on Company Policies include: <ul style="list-style-type: none"> - Code of Conduct - Health and Safety - Data Security and Privacy 	Overall 100% coverage
	Gyanodaya programs – 27 Programs	Gyanodaya - Leadership development programs -	
	GVC Courses Videos – 14,875	GVC - online courses and videos 9,37,542 completions	
Workers*	0	0	0

Note:

*VIL does not have any workers

**Employees covered

- **9670 have completed** training on CoC, HSW, Data security and Privacy and other company policies
- **234 employees** were covered under Gyanodaya - Leadership development programs

2. Details of Fines / Penalties /Punishment/ Award/ Compounding Fees/ Settlement Amount Paid in Proceedings (by the Entity or by Directors / KMPs) with Regulators/ Law Enforcement Agencies/ Judicial Institutions, in the Financial Year in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulations 30 of SEBI (Listing Obligation and Disclosure Obligations) Regulations 2015 and as disclosed on the entity's website:

Monetary					
NGRBC Principle	Name of the Regulatory/ Enforcement Agencies/ Judicial Institution	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes / No)	
Penalty/ Fine	NA	0	NA	NA	NA
Settlement	NA	0	NA	NA	NA
Compounding Fee	NA	0	NA	NA	NA

Note: Hereinafter NA indicates Not Applicable

Non- Monetary					
NGRBC Principle	Name of the Regulatory/ Enforcement Agencies/ Judicial Institution	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes / No)	
Imprisonment	NA	0	NA	NA	NA
Punishment	NA	0	NA	NA	NA

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Case Details	Name of the Regulatory/ Enforcement Agencies/ Judicial Institutions
Not applicable	

4. Does the entity has an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy:

- Yes, VIL upholds the highest standards of integrity and transparency through its Code of Conduct (CoC). The same can be accessed at "[Code of Conduct](#)" VIL has a robust anti-bribery and anti-corruption policy embedded within the Code of Conduct. As per the Code, any Director, full and part-time employees, subsidiaries and any other authorized representative of VIL should endeavour to deal fairly across all interactions and routine business activities. As per the Policy, employees and their relatives are not permitted to offer or receive bribes in the form of gifts, cash, facilities, or any other manner, either directly or indirectly.
- The Policy also provides guidelines on due diligence to be exercised at the time of selecting firms/entities for doing business, to avoid risks of bribery and corruption.
- Training on Anti-Corruption and Anti-Bribery: VIL employees are required to undergo an annual refresher training on the policy to acknowledge their understanding and commit to adhering to the defined guidelines.
- Monitoring and Redressal of Corruption cases: VIL has provided a whistle-blower mechanism to all employees and third parties to report any concerns associated with unethical business practices, including corruption and bribery.
- VIL has a formal procedure to investigate and address any complaint on bribery/ corruption and takes suitable disciplinary action in accordance with its Consequence Management Policy. Such misconduct is periodically reported to the Audit Committee of the Board.
- Disciplinary actions can include penalties, legal action and even termination of employment or business contract, depending upon severity of the breach.
- The anti-bribery policy forms part of the CoC and reiterates that VIL does not tolerate any kind of facilitation payments. All business partners are also expected to follow similar standards of ethics when conducting business with VIL. Every vendor / supplier contract and purchase order include clauses on ethical purchase, bribery and corruption.

5. Number of Directors/KMPs/Employees/Workers against whom disciplinary action was taken by any Law Enforcement Agency for the charges of bribery/ corruption:

	FY 2023-24	FY 2022-23
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

	FY 2023-24	FY 2022-23
Number of complaints received in relation to issues of Conflict of Interest of the Directors.	0	0
Number of complaints received in relation to issues of Conflict of Interest of the KMPs.	0	0

7. Provide details of any corrective action taken or underway on issues related to Fines / Penalties / Action taken by Regulators/ Law Enforcement Agencies/ Judicial Institutions, on cases of Corruption and Conflicts of Interest:

Not applicable, since no fines, penalties or actions were imposed by regulatory, law enforcement or judicial authorities on cases related to corruption and conflicts of interest.

8. Number of days of accounts payables [(Accounts payable *365) / Cost of goods/services procured] in the following format:

	FY 2023-24	FY 2022-23
Number of days of accounts payables	233	223

Note: Reasonable assurance is carried out by Emergent Ventures India Private Limited.

9. Provide details of concentration of purchases and sales with trading houses, dealers and related parties along with loans and advances & investments, with related parties in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases		
	b. Number of trading houses where purchases are made from	NA	NA
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
Concentration of Sales	a. Sales to dealers/ distributors* as % of total sales	30%	32%
	b. Number of dealers/distributors to whom sales are made	12897	12878
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	5%	4%

Parameter	Metrics	FY 2023-24	FY 2022-23
Share of RPTs in	a. Purchases (Purchases with related parties/ Total purchases)**	33%	34%
	b. Sales (Sales to related parties/ Total Sales)	1%	1%
	c. Loans & advances (Loans & advances given to related parties/ Total loans & advances)***	100%	100%
	d. Investments (Investments in related parties/ Total Investments made)****	100%	100%

Note:

* Distributor (Dealer) is entity, which is appointed by the company to sell its products and services in an assigned territory.

** Includes rental expenses and the same has been accounted for, in accordance with IND AS 116 in the financial statements.

*** Represents loans given to subsidiaries by Vodafone Idea Limited.

**** Represents Equity investment in Subsidiaries / Joint Venture / Associates by Vodafone Idea Limited.

**Indicate if any independent assessment / evaluation / assurances has been carried out by an external agency? (Y/N)
If yes, Name of the external agency.**

Yes. Reasonable assurance is carried out by Emergent Ventures India Private Limited.

Leadership Indicators**1. Awareness programmes conducted for value chain partners on any of the principles during the Financial Year:**

Total number of awareness programmes held	Topics / principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
10 Events	VIL Health and Safety norms to all High-risk suppliers	100%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same:

Yes, as part of the Governance ecosystem, VIL has adopted robust systems to manage conflict of interests. The Code of Conduct requires Board Members to avoid situations that present a potential or actual conflict between their interest and the interest of VIL.

If anyone from our entity finds themselves in a position where their personal and business interests potentially came into conflict, they are required to declare, obtain approval and register these potential conflicts of interests. To help them decide whether they are facing a conflict of interest, they can imagine themselves explaining their actions to friends, a colleague or the media and consider whether they would feel comfortable. Vodafone Idea's Code of Conduct covers guidelines related to Conflict of Interest. It is applicable to all Board of Directors and employees. It provides guidelines for avoiding any conflict of interest, both actual or apparent, and the mechanism to report any such situations that may give rise to a potential conflict.

Vodafone Idea's Related Party Transactions Policy intends to ensure that proper reporting, approval, and disclosure processes are in place for all transactions between VIL and related parties. The Policy disallows the concerned or interested Director to participate in any discussion or approve contracts or arrangements with related parties, to avoid potential conflicts of interest.

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe.**Essential Indicators**

- 1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively:**

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	0	0	Since, there are no expenditures under these categories, details are not recorded.
Capex	0	0	

- 2. a. Does the entity have procedures in place for sustainable sourcing?**

Yes, 100% Suppliers are on boarded in VIL, based on evaluation carried out by the Commercial function by collection of Supplier data, analysis of the data, checking financial stability, visits to the Supplier facilities, Assessment as per process & ratings on questionnaires, and cross reference from the Customers. Vendor must be compliant with all VIL policies like Code of Conduct, Anti-Bribery, Economic Sanctions & Trade Controls, Data Privacy & Protection Policy, Business resilience, Information Security Policy and Health, Safety and Wellbeing Policy. Supplier must submit policy acceptance before vendor onboarding in system.

Link for onboarding Suppliers: <https://www.myvi.in/vodafone-idea/suppliers-and-partners>

Additionally, to foster equal opportunities for all, both within the workforce and among our suppliers Vi has a dedicated policy to actively engage with a diverse range of marginalized and vulnerable suppliers.

- b. If yes, what percentage of inputs were sourced sustainably?**

100% of the inputs were sourced sustainably.

- 3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste:**

Type of Waste	Method of Reclamation
Plastics including packaging	Enterprise SIM: By refurbishing churned machines, frequently utilized by retailers in "Sound Boxes".

- 4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same:**

Not Applicable

Leadership Indicators

- 1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product/ Service	% Of Total Turnover Contributed	Boundary for which LCA was conducted	Whether conducted by Independent Agency	Results in Public Domain
No					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same alongwith action taken to mitigate the same:

Name of the Product/Service	Description of the risk concern	Action taken
Not applicable		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry):

Indicate Input Material	Recycled or Reused Input Material to Total Material	
	FY 2023-24	FY 2022-23
Not Applicable		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed:

	FY 2023-24			FY 2022-23		
	Re-used	Recycled	Safely Disposed	Re-used	Recycled	Safely Disposed
Plastics (including packaging)						
E-waste						
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category:

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Enterprise SIM cards	VIL provides a substantial quantity of Enterprise SIM cards to its corporate customers, specifically designed for machine applications. Since January 2024, efforts have been ongoing to refurbish churned machines, frequently utilized by retailers in “Sound Boxes.” Presently, 4% of the total M2M normal plastic inventory, equivalent to 3% of the overall M2M SIM inventory base, has been successfully refurbished for future utilization. This initiative significantly reduces plastic waste, thereby contributing to environmental conservation endeavors.

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. Measures undertaken for Employee Wellbeing –

a. Details of measures for the well-being of employees:

Category	Total (A)	% Of Employees covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Employees											
Male	7767	7767	100%	7767	100%	0	-	7767	100%	7767	100%
Female	1903	1903	100%	1903	100%	1903	100%	0	-	1903	100%
Total	9670	9670	100%	9670	100%	1903	19.7%	7767	80.3%	9670	100%
Other than Permanent Employees*											
Male	4400	0	0	0	0	0	0	0	0	0	0
Female	2014	0	0	0	0	0	0	0	0	0	0
Total	6414	0	0	0	0	0	0	0	0	0	0

Note: *Insurance such as Group Personal Accident (GPA) & Group Medical coverage (GMC) Policy for our other than permanent employees is provided by the respective 3rd party vendor.

b. Details of measures for the well-being of Workers:

Category	Total (A)	% Of Workers* covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Workers											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0
Other than Permanent Workers											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

Note: *VIL does not have any workers

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of the total revenue of the Company	0.21%	0.20%

Note: Reasonable assurance is carried out by Emergent Ventures India Private Limited.

2. Details of Retirement Benefits, for Financial Year 2023-24 and Financial Year 2022-23

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%			100%		
Gratuity	100% (Subject to the eligibility criteria in the Gratuity Act)	Not Applicable	Yes	100% (Subject to the eligibility criteria in the Gratuity Act)	Not Applicable	Yes
ESI	0.01%			0.20%		
Other	-	-	-	-	-	-

3. Accessibility of workplaces:

Are the premises / offices of the entity accessible to differently abled employees, any workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the key office locations of the organization across India have accessible premises for differently abled employees as per the requirements of the Rights of Persons with Disabilities Act, 2016. This also includes wheelchair support and reserved parking.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy:

Yes, VIL has an equal opportunity policy as per Right of Persons with Disabilities Act, 2016, as outlined in the Code of Conduct Policy. The Policy articulates the Company's commitment to the principle of "equal opportunity" for all employees. This policy is also available to all employees through intranet.

5. Return to work and Retention rates of Permanent Employees and Workers that took parental leave:

Gender	Permanent Employees		Permanent Workers*	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	84%	0	0
Female	97%	92%	0	0
Total	99%	86%	0	0

Note: *VIL does not have any workers

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief:

	Yes/No
	(If yes, then give details of the mechanism in brief)
Permanent Workers	
Other than Permanent Workers	Not applicable
Permanent Employees	Yes
Other than Permanent Employees	<p>The VIL <u>Speak Up Policy</u> talks in detail about the mechanism to receive and redress grievances. The Code of Conduct sets out our business principles and requires all persons working for and with Vodafone Idea Ltd., to uphold these values by acting in a responsible, ethical & lawful manner. The Speak Up mechanism acts as a dynamic source of information which helps in realigning various processes and to take corrective actions as part of good governance practice. The purpose of this policy is two-fold:</p> <ul style="list-style-type: none"> - Provides a platform & mechanism to voice genuine concerns or grievances about unprofessional conduct not limited to abuse of systems, conflict of interest, bribery, fraud, breach of data privacy, danger to health & safety, violation of process / policy, price fixing, etc., without fear of reprisal. - Provides an environment that promotes responsible and protected whistle blowing. It reminds Employees about their duty to report any suspected violation of any law or unethical behaviour that applies to VIL and any suspected violation of VIL's stated values or the Code of Conduct.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of Association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of Association(s) or Union (D)	% (D / C)
Total Permanent Employees	9670	0	0	9370	0	0
Male	7767	0	0	7706	0	0
Female	1903	0	0	1664	0	0
Total Permanent Workers	0	0	0	0	0	0
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health Safety		On Skill Upgradation		Total (D)	On Health Safety		On Skill Upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees*										
Male	12167	7767	64%	7767	64%	12121	7706	64%	7650	63%
Female	3917	1903	49%	1903	49%	3483	1664	48%	1650	47%
Total	16084	9670	60%	9670	60%	15604	9370	60%	9300	60%
Workers**										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0

Note:

*Total employees comprises of permanent (9670) and other than permanent (6414) employees. Training on Health safety and skill upgradation for other than permanent employees is conducted by 3rd party vendor.

**VIL does not have any workers.

9. Details of performance and career development reviews of employees and workers:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	%(D/C)
Employees*						
Male	12167	7767	64%	12121	7706	64%
Female	3917	1903	49%	3483	1664	48%
Total	16084	9670	60%	15604	9370	60%
Workers**						
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0
Total	0	0	0	0	0	0

Note:

*Total employees comprises of permanent (9670) and other than permanent (6414) employees. For other than permanent employees performance and career development reviews is done by 3rd party vendor.

**VIL does not have any workers.

10. Health and Safety Management System:**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system?**

Yes, VIL has an unwavering commitment and a robust management system for Health, Safety and Wellbeing (HSW) of all the people. VIL integrates the HSW agenda across its business operations using a three-pronged approach in terms of People, Processes and Properties (Equipment and Facilities). This approach safeguards all employees, employees of vendors, contractors and sub-contractors working for or on behalf of the organization from any untoward incidents. Few processes that are in place are provided below:

1. Safety Induction: Everyone working for Vi undergo Safety induction on day one of their joining;
2. Deep Dive Audits: Every Vi managed premises undergo HSW Deep Dive audit twice in the year;
3. Annual Maintenance Contracts: All critical equipments are covered under AMC;
4. Robust Contractor On-boarding Process: Every Contractor sign-off HSW agreement and submit a detailed safety plan for all their activities;

5. Tier Declaration: We don't allow sub-contracting beyond tier-II;
6. Job Specific Trainings: Everyone working for Vi undergo Job Specific HSW Trainings before going on the field;
7. Safety Council Meetings: Every Cluster reviews their safety performance on a monthly basis during the safety council meetings;
8. High-Risk Contractors' Meet: All the high-risk contractors meet with their contract coordinator on a periodic basis to share their concerns and seek support for ensuring robust implementation of HSW norms;
9. Training & Awareness Programs: Periodic training sessions are organized for employees to raise awareness about precautionary measures and protocols necessary for ensuring their safety and the safety of other relevant personnel on the premises; and
10. HSW Facilitation Program: Under this program the HSW team meets with the field team to understand their day to day work related challenges. In addition to this, the HSW team also tries to provide the safest possible solutions to carryout work.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

VIL employs various tools to identify work related hazards such as ensuring permit to work, Safety Plan, Last minute risk assessment, Job Safety Analysis, Deep Dive Audits, among others on a routine and non-routine basis to ensure work related hazards are identified and mitigated in a timely manner.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/ No)

Not Applicable. As VIL does not have any workers.

d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. In VIL offices there is a provision of a medical room facility for employees and on certain days of the week Doctor visits the office for a specified period. Employees of the company can avail this facility and get a consultation from the visiting Doctor. Additionally, periodic sessions by Doctors are organized on topical medical issues for the employees. Yoga sessions are also organized virtually for employees in the morning at regular intervals.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees*	0.042	0.049
	Workers**	0	0
Total recordable work-related injuries	Employees*	2	3
	Workers**	0	0
No. of fatalities	Employees	0	0
	Workers**	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees*	1	1
	Workers**	0	0

Note:

*Including in the other than permanent

**VIL does not have any workers

Reasonable assurance is carried out by Emergent Ventures India Private Limited.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace:

Yes. VIL has unwavering commitment and a robust management system for Health, Safety and Wellbeing (HSW) of all the people. VIL integrates the HSW agenda across the business operations using a three-pronged approach in terms of People, Processes and Properties (Equipment and Facilities). This approach safeguards all employees, employees

of vendors, contractors and sub-contractors working for or on behalf of the organization from any untoward incidents. Few processes in place are provided below:

- a. Safety Induction: All employees undergo Safety induction on day one of their joining;
- b. Deep Dive Audits: Every VIL managed premises undergoes HSW Deep Dive audit twice in a year;
- c. Annual Maintenance Contracts (AMC): All critical equipment are covered under AMC;
- d. Robust Contractor On-boarding Process: Every Contractor sign-off HSW agreement and submit a detailed safety plan for all their activities;
- e. Job Specific Trainings: All employees undergo Job Specific HSW Trainings before entering the field;
- f. Safety Council Meetings: Every Clusters review their safety performance monthly during safety council meetings;
- g. High Risk Contractors' Meet: All the high-risk contractors convene with their contract coordinator on a periodic basis to share their concerns and seek support for ensuring robust implementation of HSW norms;
- h. HSW Facilitation Program: Under this program, the HSW team engages with the field team to understand their day to day work related challenges as well as provides best practices for safe discharge of duties; and
- i. Third Party Vendor Audits: Electrical inspection is conducted for all VI Commercial warehouses to minimize the risk of accidents like fires due to short circuits.

13. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessments for the year:

	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and Safety Practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions:

Vodafone Idea Limited has a robust mechanism for corrective actions when addressing safety related incidents. The following corrective actions are undertaken to minimize the risks to health and safety and maintain a safe working condition for all employees:

- a. Portal Anchor Point provided for ensuring safe execution of work on roof top towers;
- b. Insulated hand tools provided for safe handling of electrical equipment;
- c. Man-Machine Segregation provided in warehouse;
- d. In the process of addressing risk pertaining to loose objects in fault restoration vehicles;
- e. Addressed ergonomic risk pertaining to kitting operation by elevating the height of working platform;
- f. All vehicles equipped with GPS and speed governor;
- g. Relocated AC Outdoor units to reduce exposure from working at height;
- h. In the process of incorporating VR modules for imparting HSW trainings;

- i. Training sessions are organized for all Warehouse Third Party Logistic suppliers, covering topics such as safe practices in the warehouse and Commercial drivers are 100% trained on Defensive Drivers Training before commencement of trip; and
- j. Project Maitree is introduced for Female staff in the VI commercial warehouse. In this program Virtual/Physical meetings are held for all Third-Party Logistics women/girls/PWD for addressing any concern/issue they may have.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Yes/ No) (B) Workers (Yes/ No)?

Yes. As a responsible organization, VIL provides life insurance or any compensatory package in the event of the death of employees. Since VIL has no workers, the segment is not applicable.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners:

VIL conducts due diligence for its value chain partners, through self-assessment surveys, to monitor timely deduction and deposit of statutory dues. Additionally, VIL has defined guidelines for value chain partners as part of its Code of Conduct to pay remuneration to their employees in compliance with the applicable laws and regulations which may include minimum wages, deduction from wages, overtime hours and associated applicable benefits.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable Employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	1	1	0	1
Workers*	-	-	-	-

Note:*VIL does not have any worker

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Yes. The organization provides employment extension in case of retirement on case-to-case basis depending on the business requirement.

5. Details on assessment of value chain partners:

	% Of value chain partners (by value of business done with such partners) that were assessed
Health and Safety Practices	100%
Working Conditions	100%

Note:

*Vendor declaration on HSW and Working conditions are taken during onboarding

** Permit to work to be raised is mandatory before starting any High-Risk activity

6. Provide details of any corrective actions taken or underway to address significant risks concerns arising from assessments of health and safety practices and working conditions of value chain partners:

While corrective actions were not required as no significant risks and concerns arose, VIL follows a Supplier Consequence Management Matrix (CMM) which is shared with all suppliers. As per the CMM, non-compliance with the HSW policy is not tolerated.

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity:

VIL engages with all stakeholders – national, state, and local government, civil society organizations, academic institutions, corporate partners, implementing partners and beneficiaries – through a wide variety of tools. During the year, VIL conducted a technology conclave in which several civil society organizations showcased their technology innovations in the development sector, and an all-partners meeting. Additionally, VIL participates in several events, consultations organized by other civil society organizations which help in identifying the key stakeholders. The stepwise processes for identifying key stakeholder groups are as follows:

- i. Identification of potential partners based on business requirements, due diligence done by business teams, who can serve the desired purpose. There are a set of discussions done by the business teams to understand partner capabilities, interest in doing business, credentials, operating models, etc.
- ii. For commercial purpose, a list of partners is shared with the Commercial Function (SCM) and other cross-functional teams as required depending on the nature of business task. Commercial teams conduct its own due diligence on the shortlisted parties and invites commercial proposals. Commercial team also incorporates tech due-diligence, if any, and presents their recommendation to the business / other cross-functional teams.
- iii. Business teams, jointly with Commercial and other cross-functional teams make a final selection of the partner and proceed for further approvals as per Delegation of Authority.
- iv. Third Party screening for Suppliers are done through Dow Jones Risk Center (Dow Jones Risk & Compliance is a global provider of third-party risk management and regulatory compliance solutions) to ensure regular due diligence of our suppliers & Third Party and identify any reputational risks.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half yearly/Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	No	Electronic correspondence, press briefings, Analyst meets and Earning calls	Quarterly/Ongoing	<ul style="list-style-type: none"> • Address queries of investors on operations of VIL. • Promote transparency among existing and potential investors.
Shareholders	No	Annual General Meeting and Extra-ordinary General Meeting	Annually/Ongoing	<ul style="list-style-type: none"> • Sensitize on services being offered
Customers	No	SMS, electronic correspondence and interactions during business field visits are provided to customers regularly on upgradation of services, plans, as well as any discontinuations.	Ongoing and Regular	<ul style="list-style-type: none"> • Sensitize on services being offered

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half yearly/Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers	Yes	Email	Monthly/half yearly	<ul style="list-style-type: none"> Sensitization sessions Policy communication Supplier assessment
Regulators	No	Email, Letter, Meeting etc.	As per the needs and requirements	<ul style="list-style-type: none"> Related to operation of telecom sector
Community/NGO	Yes	Meetings, Pamphlets, Emailers	Monthly	<ul style="list-style-type: none"> Project implementation Grievance redressal
Employee	No	<ul style="list-style-type: none"> Events and Sessions Regular employee communication forums Engagement emails Annual Employee surveys Townhall deliberation 	On-Going and Continuous	<ul style="list-style-type: none"> Learning and development Employee recognition and engagement activities Employee performance review and career development Employee safety and well-being
Distributors/Retailers	No	Physical visit, Email, SMS, WhatsApp	Daily	<ul style="list-style-type: none"> Business queries

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board:

VIL maintains a constant dialogue between the Board and the leadership with different sections of the civil societies. Before the commencement of engagement with any organization, a problem statement is identified where a meaningful intervention leveraging VIL's strength in technology can be developed and scaled-up. After the problem statement has been well articulated, appropriate implementing organizations are identified that undergo thorough due diligence before any formal engagement. At each stage of the project, VIL's Board and senior management are apprised using various tools such as meetings, field visits, and participation in high profile events.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No)? If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity:

Yes, VIL follows a comprehensive consultation framework to identify and engage different sections of the civil society to deepen our understanding of key areas of our intervention. VIL regularly participates in external meetings, conferences, events and other platforms to engage with civil society organizations and adapt to major trends emerging in the space.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups:

In line with the vision of the company 'Create world class digital experiences to connect and inspire every Indian to build a better tomorrow', VIL engages with the vulnerable / marginalized stakeholder groups, it is the first in the telecom industry which has created employment for female staff and physically challenged people at Commercial Warehouses across Pan India. We started the journey and reached 34% diversity within two years. We have increased female employees from 74 nos. to 132 nos. and PWD (Person with Disability) 6 nos. to 22 nos. Similarly, VIL is committed to fostering equal opportunities for all it has a **dedicated Policy** actively engage with a diverse range of marginalized and vulnerable suppliers, including women.

Principle 5: Businesses should respect and promote human rights**Essential Indicators**

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
Employees*						
Permanent	9670	9670	100%	9370	9370	100%
Other than permanent**	6414	0	0	6234	0	0
Total Employees	16084	9670	60%	15604	9370	60%
Workers***						
Permanent	0	0	0	0	0	0
Other than permanent	0	0	0	0	0	0
Total Workers	0	0	0	0	0	0

Note:

* Covered in COC module which is done by employees every 2 - 3 years, New Joiners have to complete COC within 90 days of joining

** For other than permanent employees mandatory training is provided by 3rd party vendor.

*** VIL does not have any workers

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wages		More than Minimum Wages		Total (D)	Equal to Minimum Wages		More than Minimum Wages	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E /D)	Number (F)	% (F/D)
Employees										
Permanent	9670	0	0	9670	100%	9370	0	0	8904	100%
Male	7767	0	0	7767	100%	7706	0	0	7496	100%
Female	1903	0	0	1903	100%	1664	0	0	1408	100%
Other than permanent	6414	0	0	6414	100%	6234	0	0	6234	100%
Male	4400	0	0	4400	100%	4415	0	0	4415	100%
Female	2014	0	0	2014	100%	1819	0	0	1819	100%
Workers*										
Permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Other than permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0

Note: *VIL does not have any workers

3.a. Details of remuneration/salary/wages:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category (in ₹)	Number	Median remuneration/salary/wages of respective category (in ₹)
Board of Directors (BOD)	11	NA	1	NA
Key Managerial Personnel (KMP)	3	3,93,21,989	0	0
Employees other than BOD and KMP	7764	19,61,734	1,903	15,45,382
Workers*	0	0	0	0

Note: *VIL does not have any workers

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	15.33%	14.32%

Note: Reasonable assurance is carried out by Emergent Ventures India Private Limited.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. The Human Resources Function of the Company is responsible for addressing human rights issues. All the issues related with human rights are addressed following comprehensive approach in a very amicable and impartial way.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues:

We have institutionalized a mechanism to allow for reporting and remediation of all human rights violations through our Speak Up Policy. The Speak Up mechanism acts as a dynamic source of information which will help in realigning various processes and take corrective actions as part of good governance practice. The mechanisms to redress grievances related to human rights issues includes a comprehensive approach which provides a platform & mechanism to voice genuine concerns or grievances without any fear of reprisal.

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	6	0	-	8	2	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/ Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	6	8
Complaints on POSH as a % of female employees / workers	Less than 1%*	Less than 1%**
Complaints on POSH upheld	4	8

Note:

* $(6/1903*100)$ 0.31%

** $(8/1664*100)$ 0.48%

Reasonable assurance is carried out by Emergent Ventures India Private Limited.

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:

As per the guidelines of the Speak Up Policy a comprehensive approach is designed to offer protection, anonymity and confidentiality to the complainant. VIL affirms that it will not allow any complainant to be victimized for making any complaint. Any kind of victimization of the whistle-blower that is brought to the notice of the Value Standards Committee (VSC) will be treated as an act warranting disciplinary action and will be treated as such. We also have a provision to transfer the complainant workplace / role to prevent against victimization / retaliation.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10. Assessments for the year:

	% of your plants and offices that were assessed (By entity or statutory authorities or third parties)
Child Labour	
Forced/Involuntary Labour	
Sexual Harassment	
Discrimination at workplace	Not Recorded
Wages	
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question above:

No risks or concerns were accounted post the internal assessment of VIL's operations for the human rights parameters.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints:

No changes or modifications have taken place in the reporting period.

2. Details of the scope and coverage of any Human rights due diligence conducted:

VIL provides conducive workplace to all its employees by providing utmost protection to human rights of its employees. However, VIL has not conducted any human rights due diligence.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

4. Details on assessment of value chain partners:

	% Of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment*	100%
Discrimination at workplace*	100%
Child Labour**	100%
Forced Labour/Involuntary Labour**	100%
Wages**	100%
Others – please specify	-

Note:

* All the above are part of Supplier Code of Conduct.

** 100% of our Vendors are required to endorsement on the above declaration is taken through the Vendor Compliance Portal during onboarding.

5. Provide details of any corrective actions taken or underway to address significant risks /concerns arising from the assessments at Question 4 above:

Following Actions are taken to address significant risks/concerns:

- Supplier code of conduct explicitly addresses above issues and sets clear expectations and standards from value chain partners; and
- Various whistleblower mechanisms, overseen by independent third parties, are provided to report unethical behavior or human rights concerns without fear of reprisal.

Principle 6: Businesses should respect and make efforts to protect and restore the environment**Essential Indicators****1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
From renewable sources (in GJ)		
Total electricity consumption (A)	1,49,816 GJ	Not Recorded
Total fuel consumption (B)	NA	NA
Energy consumption through other sources (C)	NA	NA
Total energy consumed from renewable sources (A+B+C)	1,49,816 GJ	NA
From non-renewable sources (in GJ)		
Total electricity consumption (D)	17,10,550 GJ	19,40,300 GJ
Total fuel consumption (E)	1,19,783 GJ	1,27,043 GJ
Energy consumption through other sources (F)	NIL	NIL
Total energy consumed from non-renewable sources (D+E+F)	18,30,333 GJ	20,67,343 GJ
Total energy consumed (A+B+C+D+E+F)**	19,80,149 GJ	20,67,343 GJ
Energy intensity per rupee of turnover (Total energy consumed / revenue from operations)	0.0000046	0.00000493
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* (Total energy consumed / Revenue from operations adjusted for PPP)	0.00009461	0.00009972

Parameter	FY 2023-24	FY 2022-23
Energy intensity in terms of physical output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity		

Note:

* VIL does not have operations outside India. PPP Conversion Factor is considered as per world bank, wherein latest factor is of 2023 for India is mentioned as 20.22. PPP conversion factor, GDP (LCU per international \$) | Data (worldbank.org)

** Institutional spaces wherever electricity bills are not available, circle average values/ loads have been considered.

Indicate if any independent assessments / evaluation / assurance has been carried out by an external agency? (Y/N), if yes, name of the external agency.

Yes, Reasonable assurance is carried out by Emergent Ventures India Private Limited.

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No) If yes, disclose whether targets set under the PAT Scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Not applicable

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-24	FY 2022-23
Water Withdrawn by the source (KL)		
i. Surface Water		
ii. Ground Water		
iii. 3rd Party Water	159,749.80 KL	
iv. Seawater/ desalinated water		
v. Other sources		
Total Vol of Water Withdrawn (in kiloliters) (i + ii + iii + iv + v)	159,749.80 KL	Not Recorded
Total Vol of Water Consumed (KL)*	49,637.69 KL	
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	0.1173	
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)**	2.3716 KL / \$Mn	
Water intensity in terms of physical output		
Water intensity (optional) – the relevant metric may be selected by the entity		

Note:

* Since we are in multi-tenanted premises at most of the locations, we do not have separate metering for water withdrawal and discharge. Withdrawal as per metering are considered for Corporate and DC locations. Water withdrawal at 45 ltrs and consumption of 25ltrs per person/day is considered for other locations and these standards are referred from the NBC 2016 BIS.

** VIL does not have operations outside India. PPP Conversion Factor is considered as per world bank, wherein latest factor is of 2023 for India is mentioned as 20.22. PPP conversion factor, GDP (LCU per international \$) | Data (worldbank.org)

Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Reasonable assurance is carried out by Emergent Ventures India Private Limited.

4. Provide the following details related to water discharged:

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (KL)		
(i) To Surface Water*		
- No treatment		
- With treatment (please specify level of treatment)		
(ii) To Groundwater		
- No treatment		
- With treatment (please specify level of treatment)		
(iii) To Seawater*		
- No treatment		Not Recorded
- With treatment (please specify level of treatment)		
(iv) Sent to third parties*		
- No treatment		
- With treatment (please specify level of treatment)		
(v) Others*		
- No treatment	110,112.12 KL	
- With treatment (please specify level of treatment)		
Total Water discharged (KL)*	110,112.12 KL	

Note:

*Since we are in multi-tenanted premises at most of the locations, we do not have separate metering provisions for water consumptions and discharge. Details of corporate and DC locations are provided as per metering. For other locations 20 hrs per head per day is considered for discharge as per the NBC norms.

Since water is used for domestic use only hence no treatment is required.

**Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency.**

Yes, Reasonable assurance is carried out by Emergent Ventures India Private Limited.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24	FY 2022-23
NOx			
SOx			
Particulate Matter (PM)			
Persistent Organic Pollutants (POP)	-		Does not Record
Volatile Organic Compounds (VOC)	-		
Hazardous Air Pollutants (HAP)	-		
Others – please specify	-		

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	9,341.96	9,908.16
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	3,40,209.31	3,85,904.1
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO2 equivalent	0.0000008	0.0000009
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Metric tonnes of CO2 equivalent	0.0000017	0.0000019
Total Scope 1 and Scope 2 emission intensity in terms of physical output Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			

Note:

* VIL does not have operations outside India. PPP Conversion Factor is considered as per world bank, wherein latest factor is of 2023 for India is mentioned as 20.22. PPP conversion factor, GDP (LCU per international \$) | Data (worldbank.org)

** Institutional spaces wherever electricity bills are not available, circle average values/ loads have been considered.

Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency.

Yes. Reasonable assurance is carried out by Emergent Ventures India Private Limited.

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

VIL continuously strives to reduce its GHG emissions across operations and mitigate its negative impacts on the environment and society at large. Some of the key initiatives implemented in line with the foundational objectives laid down as part of Green Idea as well as VIL’s Energy and Carbon Management Policy include:

- Considering energy performance when operating VIL’s infrastructure.
- Continue with the procurement of most energy efficient Telecom Hardware.
- Encouraging Infrastructure Provider partners to adopt low carbon operations.

As a result, VIL has achieved:

- Over 75% of VIL BTS portfolio - Outdoor BTS (20% reduction in energy consumption compared to Indoor BTS);
- Diesel elimination project initiated by VIL to reduce carbon footprint currently continued at over 11,700 sites;
- 100% of the telecom hardware procured by the Company is low power consuming telecom hardware;
- New Sites Deployment on Sharing Basis: >95% of the sites deployed were at existing 2G sites and/or shared sites as part of the mandated initiative to reduce carbon emissions and energy consumption;
- The Company continued active equipment energy saving initiatives like power saving features during low traffic period. All new packet-core deployments as well as new MSS/VoLTE circuit-core deployments use cloud architecture; and
- RET – solar based generation at over 400 tower co-owned sites.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tonnes)		
Plastic waste (A)	32.23	18.03
E-waste (B)	462.64	628.78
Bio-medical waste (C)		-
Construction and demolition waste (D)		0.01
Battery waste (E)	854.38	477.2
Radioactive waste (F)		38.47*
Other Hazardous waste. Please specify, if any. (G) (Jelly filled cable, Insulated wires, Insulated cables, copper cables, any other cables, used led acid batteries, used oil, remaining containers and cur cables)	160.78	108.99
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector) (All Iron materials, Furniture, cabinets, microwave antenna, GSM antenna, wooden items and Rack)	998.67	1,903.60
Total (A+B+C+D+E+F+G+H)	2,499.70	3,175.08
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) tonnes / million rupees of turnover	0.005 MT/Mn	0.008 MT/Mn
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)*	0.12 MT/\$Mn	0.15 MT/\$Mn
Waste intensity in terms of physical output	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0	0
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of disposal Method		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations**	2,499.70	3,175.08
Total	2,499.70	3,175.08

Note:

*In the FY 2022-23, Non- Hazardous waste was erroneously categorized under Radioactive, but this has been rectified in FY 2023-24

** VIL does not have operations outside India. PPP Conversion Factor is considered as per world bank, wherein latest factor is of 2023 for India is mentioned as 20.22. PPP conversion factor, GDP (LCU per international \$) | Data (worldbank.org)

*** Waste (Scrap) is sold off to authorized scrap vendors who have been certified by the relevant Government /Regulatory Authority

**Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency.**

Yes. Reasonable assurance is carried out by Emergent Ventures India Private Limited.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes:

The process followed in VIL after receiving site return materials is to categorize them as usable, faulty repairable, obsolete, or scrap. VIL focuses on reutilizing this material by repairing items that are usable and repairable. In FY 2023-24, approximately ₹ 1,910 crores (based on standard prices) worth of materials were redeployed.

In regards to Site Return materials that are obsolete and cannot be repaired further, VIL recognizes that effective scrap disposal management is a fundamental part of its operations.

The process involves identifying the scrap through the functional user, the identified scrap is segregated based on its basic or bulk composition (such as metal, plastic, and glass) as well as its type of waste (solid, hazardous, e-waste, and plastic).

In parallel the scrap note is prepared and approved through designated persons within VIL. On approval of scrap note, scrap vendors who are certified by relevant Government / Regulatory Authority and carrying required licenses are selected and the scrap is sold to the vendor who further ensures that scrap material lifted is used/disposed/handled in a manner that does not adversely affect the society and the environment as per Government rules.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Yes/No). If no, the reasons thereof and corrective action taken, if any
Not Applicable			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Weblink
No assessment has been undertaken in Financial Year 2023-24.					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Yes/No). If not, provide details of all such non-compliances.

S. No.	Specify the law / regulation /guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / actions taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
VIL ensures compliance with all regulatory and statutory requirements as per Environment and Water protection Act, including Environment Protection Act, Water and Air Act and rules, Hazardous Waste rules, among others.				

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters):

For each facility / plant located in areas of water stress, provide the following information:

Not Applicable. VIL's operation sites are not located in water stressed regions nor water is withdrawn, consumed, nor discharged from any water stressed areas.

- Name of the area:** Not Applicable
- Nature of operations:** Not Applicable

c. Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface Water		
(ii) Ground Water		
(iii) Third party water		
(iv) Seawater/ desalinated water		
(v) Others	Not Applicable as VIL's sites are not located in any water stress areas.	
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment	Not Applicable as VIL's sites are not located in any water stress areas	
- With treatment – please specify level of treatment		
(iv) Sent to third parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent		
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO ₂ equivalent	Company has not yet computed Scope 3 emissions.	
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	Metric tonnes of CO ₂ equivalent		

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities:

Not applicable. None of the VIL's operations are located in or around any ecologically sensitive areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Initiative undertaken	Details of the initiative <i>(Web-link, if any, may be provided along-with summary)</i>	Outcome of the initiative
Water and Energy Management	<ul style="list-style-type: none"> - Reduce Paper Waste Tree savings: Double sided printing, use of Re-cycled paper, Wastage Packing Materials Reutilized. - Energy savings – LED usage, light sensor. - Reduced carbon emission by discontinuing diesel MHE- by use of battery operated MHE. - Renewable Energy by Installing Solar Panel at 3 Warehouses. - Introduction of Electric /CNG vehicles in 8 circles. 	<ul style="list-style-type: none"> ✓ Double side printing – 1.75 Mn paper, 204 No. of trees & ₹ 8.79 Lac saving ✓ Use of recycled paper – 85 Nos of trees ✓ Recycled and use of packaging material - 41 Tons of cardboard, Wood & Plastic reutilization ✓ Use of LED lights and motion sensor - 23 kWh Electricity Unit Saved per day and ₹ 71 Lac saving annually ✓ Per Annum 28944 CO2 kg reduced ✓ No. of Electricity units saved (per day) – 170 units / 170 Kwh ✓ Saving ₹ 5.59 Lac p.a. ✓ Carbon Reduction Emission: 52020 CO2 Kg and Trees saved: 2002 Nos. ✓ 21264 km covered by CNG vehicles, 1541 km covered by Electric vehicles ✓ Annual Carbon reduced from moving to CNG = 224.28 CO2 KG / Electric vehicle = 57.5 CO2 KG ✓ 10 Trees saved

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link.

Yes. VIL has a Physical Security Policy (available on intranet) that ensures the implementation of physical security measures that needs to be adopted across all facilities of VIL. The policy ensures acceptable levels of physical security and safety of employees, its service partners, associates, physical assets, and those visiting the VIL premises. This policy covers the physical security, aspects of access control, CCTV surveillance, fire safety measures and pandemic measures which need to be adopted to provide a safe and secure environment for the staff and successful & efficient functioning of the business. This policy has to be complied by all the employees, management, affiliates, associates, contractors, and third party that are directly or indirectly associated with the business of VIL.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

No significant adverse impact was identified on the environment arising from VIL's value chain.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts:

100% value chain partners were assessed for environmental impacts. As a part of VIL policies, Vendor confirmation on abiding to VIL Environmental polices is taken during the Vendor Onboarding stage.

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1.a. Number of affiliations with trade and industry chambers/ associations.

As one of the leading mobile operators in the country, Vodafone Idea advocates policies that can spur socio-economic growth as well as the growth of the telecom sector, promoting development, inclusive growth, and access to information through programs such as Digital India. Vodafone Idea is an active player in the 12 national and international industry associations listed in below table (either directly or through its subsidiaries).

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	The Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
2	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
3	Confederation of Indian Industry (CII)	National
4	Cellular Operators Association of India (COAI)	National
5	GSM Association (GSMA)	National
6	European Business Group (EBG)	European Union
7	UK India Business Council (UKIBC)	India/United Kingdom
8	Telecom Sector Skill Council of India (TSSC)	National
9	Telecommunications Standards Development Society, India (TSDSI)	National
10	Telecom Export Promotion Council (TEPC)	National
11	Communications, Multimedia and Infrastructure Association of India (CMAI)	National
12	British Business Group – Delhi (BBG)	India/United Kingdom

Through its association with the above bodies, Vodafone Idea actively participates in discussions relating to policy development on several issues pertaining to the telecom industry, including new Telecom Act, the Digital Personal Data Protection Act development of a world class communications infrastructure, ease of doing business, Right of Way (RoW) policies & processes, promoting broadband and Data Economy, enabling the evolution and development of emerging technologies, etc.

VIL is a key member of the COAI. It presently holds the Vice Chair of COAI. Its senior executives are Chair/ Co-chair of various Committees of the industry body.

VIL through the Head Regulatory & Corporate Affairs Officer is on the governing body of Telecom Sector Skill Council. The Company is also represented on various industry fora as Chair of the ASSOCHAM National Council on Digital Communications, Co-chair of the FICCI Communication and Digital Economy Committee.

VIL is also associated with the GSMA and works closely with the association on various industry programs such as making India 5G ready, M2M and standards for E-SIM, spectrum related issues such as identification of globally harmonized bands for IMT, reasonable approach to spectrum pricing, etc.

The Company is also involved in the activities of TSDSI, which is a not-for-profit legal entity in a PPP mode with participation from stakeholders including Governments, service providers, vendors, manufacturers, academic institutes and research laboratories.

Through its active participation in various industry bodies, Vodafone Idea advocates on various telecom industry issues and also attempts to drive a consensus driven approach to further the Government's vision of a Digital India.

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities:

Name of Authority	Brief of the case	Corrective action taken
	NIL	

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others –please specify)	Web Link, if available

The Company plays an important role in advocating issues of the telecom sector and promoting a progressive and fair telecom policy. The senior management of the Company actively participates in various industry fora and is involved with various stakeholders for discussions regarding formulating new policies, reviewing and modifying relevant policies. The Company currently does not have a stated policy on advocacy; however, it continues to monitor and follow the business and regulatory environment.

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA	NA	NA	NA	NA	NA

Note: VIL does not have any CSR obligation for FY 2023-24

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)

No projects pertinent to Rehabilitation and Resettlement (R&R) were undertaken in the reporting period as no need arose for such projects

3. Describe the mechanisms to receive and redress grievances of the community:

VIL ensures all the voices of communities affected by VIL's operations are heard. It promotes a transparent mechanism for receiving, understanding, and resolving grievances of community members in a fair, and timely manner.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	9.35%	10%
Directly from within India	94.34%	79%

Note: Reasonable assurance is carried out by Emergent Ventures India Private Limited.

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost:

Location	FY 2023-24	FY 2022-23
Rural	0%	0%
Semi - Urban	9.37%	9.27%
Urban	17.53%	17.68%
Metropolitan	73.10%	73.05%

(Placed as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Note: Reasonable assurance is carried out by Emergent Ventures India Private Limited.

Leadership Indicators**1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments:**

NA

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

State	Aspirational District	Amount spent (In INR)
NA	NA	0

Note: VIL does not have any CSR Obligation for FY 2023-24.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

Yes

(b) From which marginalized /vulnerable groups do you procure?

- o Women-owned Enterprise
- o People with disabilities-owned
- o LGBTQ-owned
- o Schedule Caste/Schedule Tribe -owned
- o Ex-servicemen -owned
- o MSME

(c) What percentage of total procurement (by value) does it constitute?

A dedicated policy was launched in December 2023 to actively engage with a diverse range of suppliers, including women – owned enterprises, businesses owned by persons with disabilities, ex-servicemen, Schedule caste, Schedule tribe and LGBTQIA. Between December 2023 to March 2024, we have successfully onboarded 12% marginalized /vulnerable suppliers as part of the newly onboarded supplier base. We are currently in the process on identifying Suppliers comprising marginalized/ vulnerable groups from the existing supplier base.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
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VIL provides telecommunication services based on latest technology and has not acquired any intellectual property based on traditional knowledge.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved:

Name of authority	Brief of the Case	Corrective action taken
No disputes were reported with respect to intellectual property in the reporting period.		

6. Details of beneficiaries of CSR Projects:

CSR Projects	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
NA	-	-

Note: VIL does not have any CSR obligation for FY 2023-24

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:

VIL provides multiples channels for customers to raise complaints and provide feedback. Complaints received from all touchpoints (e.g., Contact Centre, Email, Digital, Vi App., Retail Outlets) are flagged in CRM, which is addressed by the Back-Office Team. Each complaint resolution is governed by a pre-defined TAT.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental product and social parameters relevant to the Product	Does not have
Safe and responsible usage	Does not have
Recycling and/or safe disposal	Does not have

3. Number of consumer complaints in respect of the following:

	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Data privacy	0	0	-	0	0	-
Advertising						
Cyber-security	0	0	-	0	0	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Others	-	-	-	-	-	-

4. Details of instances of product recalls on account of safety issues:

	Number	Reason for Recall
Voluntary Recall		
Forced Recall		NA

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, VIL has a comprehensive Information Security Policy and Data Privacy policy which is built upon the ISO standards, regulatory guidelines and industry best practices. Both these policies are available on our portal and are internal to VIL.

The policies set forth basic requirements for keeping the workplace safe, where confidential and sensitive information about NFIL employees, customers, suppliers, and all stakeholders is maintained.

In addition, VIL has a Privacy Policy that gives full visibility of how we collect, store, use, process and protect Personal Information when our products, services and our website is used.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services:

Not applicable, as no such incidents were reported for current financial year.

7. Provide the following information relating to data breaches:**a. Number of instances of data breaches.**

There have been no instances of data breaches.

b. Percentage of data breaches involving personally identifiable information of customers.

There have been no instances of data breach involving personally identifiable information of customers.

c. Impact, if any, of the data breaches.

Not Applicable as there have been no instances of data breaches.

Note: Reasonable assurance is carried out by Emergent Ventures India Private Limited.

Leadership Indicators**1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available):**

All details related with the products and services of VIL are available on the portal and mobile application of VIL. (<https://www.myvi.in>)

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services:

VIL carries out regular campaigns to inform and educate consumers about the products and services. Additionally, SMS are sent to customers at regular interval about the services and products and also uses social media platform to educate the consumers.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services:

Yes. All/Any Communication directives received from Regulatory & Govt. authorities are complied with on an immediate basis.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes, Product information details are displayed on the portal and application for easy understanding of the customers. It abides with the government norms and regulations. Our entity undertakes a detailed market research on assessing consumer satisfaction for all our services offerings. In Financial Year 2023-24, VIL conducted a nation-wide Net Promotor Study (NPS Study) across many circles in India for both prepaid as well as postpaid segments. The objective of this study is to gauge satisfaction amongst the customer base on our products and services.



Independent Assurance Statement

Introduction and scope

Vodafone Idea Limited ("Company" or "VIL") engaged Emergent Ventures India Pvt. Ltd. ("EVI") for carrying out an independent Reasonable assurance (High Level, Type 2 as per AA1000AS Standard) of the VIL's Business Responsibility and Sustainability Report (Core) ("BRSR Core" or "Report") based on the SEBI's BRSR Core framework ("Reporting Standard") for the reporting period from 1st April 2023 to 31st March 2024. The assurance has been conducted in accordance with the requirements of Assurance Standard AA1000AS-v3. The operations covered for this assurance include VIL's operations in India.

Activities undertaken

A number of activities have been undertaken for this assurance:

- a. Review of the BRSR (Core) in accordance with requirements of SEBI's BRSR (Core) framework.
- b. Review the adherence to principles of Materiality, Inclusivity, Responsiveness and Impact as per AA1000AS.
- c. Conducting on-site audits for corporate office and operational sites on sample basis.
- d. Meeting with key officials to discuss and understand management approach towards sustainability.
- e. Meeting with key personnel with overall responsibility for data collation and compilation at corporate office and sites to discuss and assess the systems used for data compilation and reporting.
- f. Review and understand the appropriateness of various assumptions used for the estimation of a few data points by company.
- g. Assessment of site-specific data disclosures on sample basis for its accuracy and reliability, including
 - i. Review of month-wise and facility wise data
 - ii. Testing reliability and accuracy of data based on evidences.
 - iii. Review of process for data collation, compilation and reporting.

EVI believe that the evidence obtained are sufficient and appropriate to provide a basis for a reasonable assurance opinion

Limitations

Assurance relied solely on the documentation maintained and provided by the company. Assessment is based on the assumption that the data and information provided in the report and supporting documents are without any discrepancy. Assurance is subject to no physical verification of the inventories.

The scope of assurance does not further cover:

- The statements made in the Report that describe company's approach, strategy, aim, expectation, aspiration or beliefs or intentions.
- Data related to the Company's financial performance disclosures. EVI has not been involved in evaluation or assessment of any financial data / reports of the company. EVI's opinion on specific BRSR core indicators relies on the third party audited financial reports of the company and does not take any responsibility of the financial data reported in the audited financial reports of the company.
- Activities and practices followed outside the defined assurance period stated hereinabove.
- The assurance does not cover the activities and operations undertaken by any other entity that may be associated with or have a business relationship with the "Company".
- Compliance with any environmental, social, and legal issues related to the regulatory authority.
- Mapping of the Report with reporting frameworks other than those specifically mentioned in assurance scope. Any assessments or comparisons with frameworks beyond the specified ones are not considered in this engagement.

The reliability of assurance is subject to uncertainties that are inherent in the assurance process. Uncertainties stem from limitations in quantification models, assumptions, or data conversion factors used or may be present in the estimation of data used to arrive at results. The conclusions herein are also naturally subject to any inherent uncertainties involved in the assurance process. While reading the assurance statement, stakeholders shall recognize and accept the limitations and scope as mentioned above.

Independence

EVI is an independent professional services company that specializes in the areas of Sustainability, Climate Change and Environmental Management. EVI adheres to Code of Ethics as per AA1000AS to maintain high ethical standards in assurance activities. For the reporting period, no member of the assurance team has a business relationship with the Company and its officials beyond that required of this assurance. The team has conducted the assurance independently and there has been no conflict of interest. No member of the verifier team is involved in the preparation of the Report. The assurance has been carried out by experts who have an excellent understanding of methodology and procedures for the assurance of sustainability reports and data as per AA1000AS.



Company's responsibility

VIL is responsible for preparing the BRSR (Core) in accordance with Reporting Standard and for maintaining effective internal controls over the data and information disclosed. The selection of reporting criteria, reporting period, reporting boundary, monitoring, data measurement, preparation, and presentation of information for the reports are the sole responsibility of the management of the Company.

Verifier's responsibility

The assurance statement should not be taken as a basis for interpreting the Company's overall performance. EVI do not accept or assume any liability whatsoever to any person or organization with regards to use or reliance on the contents of this assessment. The intended user of this assurance statement is the Management of the company.

Conclusion

Based on the Reasonable (High Level, Type 2) Assurance procedures and activities conducted and data/evidence obtained, it is opined that in all material aspects, the disclosures under BRSR (Core) are reported in accordance with the requirements of BRSR (Core) framework by SEBI (Annexure I, SEBI Circular SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023 and clarifications issued by SEBI) and assurance standard AA1000AS v3.

Observations

- **Principle of Inclusivity:** Company has applied the principle of inclusivity in engaging with its stakeholders. Different departments engage regularly with their relevant stakeholders through multiple engagement channels.
- **Principle of Materiality:** Company has followed a structured process of materiality determination to identify key material issues.
- **Principle of Responsiveness:** Company has applied the principle of responsiveness with respect to its stakeholders. Company has well defined system for responding to any concern raised by key stakeholders.
- **Principle of Impact:** Company has identified, measured and disclosed the impact related with some of the key environmental, social and governance topics.
- **Reliability and quality of specified information:** The majority of the data and information verified by assurance team (on sample basis) during the assessment is found to be fairly accurate. All data is reported transparently without material error.

Without affecting the overall conclusions on the Report, the following recommendations are made: The Company already has systems in place to collect data on key sustainability parameters. To further strengthen the alignment on reporting according to the sustainability standards, the company may organize training for data owners. Company may also adopt advanced software for capturing the site specific sustainability data as per reporting requirements to avoid the possibility of human error in data entry, calculations and reporting.

Assessed by:

Abhay Kumar Agarwal

Lead Assessor

Emergent Ventures India Private Ltd.

1002, Magnum Tower-1, Sector 58, Gurugram – 122001, Haryana, India

29 July 2024



Independent Auditor's Report

To the Members of Vodafone Idea Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Vodafone Idea Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants

of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (as described in note 5(a) of the Standalone financial statements)	
<p>For the year ended March 31, 2024, the service revenue recognised was ₹ 422,432 million.</p> <p>Revenue recognition has been identified as a key audit matter due to complexity of systems in recognizing revenues, significance of volumes of data process by system, constantly evolving pricing with discounted tariffs and operation in highly competitive marketplace.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • With the assistance by IT specialists, we obtained an understanding, evaluated the design and tested the operating effectiveness of key IT general and application controls related to revenue recognition processes. We also tested relevant IT infrastructure and applications that result in generation of various IT reports used for billing and revenue recognition process. • We tested the operating effectiveness of IT dependent manual controls, performed data analytics and trend analysis, test of reconciliations between billing systems and other IT systems, prepaid applications and the general ledger. We also performed procedures to test the computation of deferred revenue. • We read and assessed the revenue related accounting policy, estimates and assumptions and disclosures in the standalone financial statements.

Assessment of claims related to regulatory, taxation and legal matters (as described in note 3, 43(v) and 45 of the Standalone financial statements)

<p>At March 31, 2024 the value of regulatory, tax and legal disputes disclosed as contingent liabilities was ₹ 188,628 million.</p> <p>Pursuant to the Hon'ble Supreme Court judgement, the Company has recorded and carrying liability of ₹ 703,196 million related to AGR matter and ₹ 65,410 million related to one time spectrum charges (OTSC) for more than 6.2 MHz spectrum.</p> <p>Taxation, regulatory and litigation exposures have been identified as a key audit matter due to changing regulatory environment and significant judgement required by management in assessing the exposure of each case.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • We obtained summary of all tax, regulatory and litigation including management's assessment. • We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls related to management's risk assessment process for taxation, regulatory and legal matters. • We obtained and read external legal opinions (where considered necessary) and other evidence provided by management to corroborate management's assessment of the regulatory and legal matters. • Engaged tax/regulatory specialists to assess the tax/regulatory positions taken by management with respect to tax/regulatory litigations. • Verified the provisions recorded in the books by the Company including the interest computations based on the demands received by the Company from DoT, internal records of the Company based on the Hon'ble Supreme Court judgement and validated the computations in accordance with license agreement and Hon'ble Supreme Court judgement for the provisions recorded in the books. • Assessed the relevant accounting policies and disclosures in the standalone financial statements for compliance with the requirements of accounting standards.
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Borrowings, interest and debt covenant testing (as described in note 23, 24, 27 and 29 of the Standalone financial statements)

<p>At March 31, 2024, current and non-current borrowings was ₹ 2,156,839 million (including interest accrued but not due) of which Loan from banks and others of ₹ 42,126 million and Deferred payment obligations towards Spectrum and AGR liability of ₹ 2,114,713 million and bank guarantee was ₹ 58,898 million.</p> <p>Annual covenant testing as at March 31, 2024 resulted in certain ratios breaching the specified covenant threshold for loans aggregating ₹ 39,011 million. Accordingly, the Company has classified ₹ 23,636 million from non-current borrowings to current maturities of long-term debt.</p> <p>Borrowings has been identified as a key audit matter due to debt covenant breach, change in credit ratings of the loans and various correspondences received from banks and financial institutions for additional security/increase in interest/commission rate resulting in recognition, presentation and measurement complexities.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • We tested the debt covenant ratio specified in the loan agreements and the computation and assessed the classification of the borrowing in financial statement based on the results of such testing and waiver from the banks, if any. • We obtained independent confirmation from the banks with respect to borrowings and non-fund based facilities [including bank guarantees/letter of credit] outstanding as at March 31, 2024 and compared the amounts as per confirmations with the amounts in the books of accounts and tested with the reconciliation provided by the management. • We verified the interest/commission rate used by the Company for computation of interest cost with the loan/bank guarantee agreements and various correspondences received by the Company from respective banks and corresponding increase in rates due to debt covenant breach and change in credit rating, if any. • We verified the security created against fund and non-fund based facilities with the agreements and documents related to charges filed with Registrar of Companies. • We assessed the borrowing related accounting policy and disclosures in the standalone financial statements for compliance as per Ind AS 107. • We obtained various correspondences received from the Department of Telecommunications ("DOT") with respect to deferment / moratorium / future installment related to Deferred payment obligations towards Spectrum and AGR and compared the same with amounts considered in the books of accounts.
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Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the Performance Highlights, Corporate Governance Report, Directors' Report, Management Discussion and Analysis Report and Business Responsibility and Sustainability Report, but does not include the standalone financial statements and our auditor's report thereon. The Performance Highlights, Corporate Governance Report, Directors' Report, Management Discussion and Analysis Report and Business Responsibility and Sustainability Report is expected to be made

available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with

governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid standalone financial statements;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g);
 - (c) The standalone Balance Sheet, the standalone Statement of Profit and Loss including the Statement of Other Comprehensive Income, the standalone Statement of Cash Flows and the standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such

controls, refer to our separate Report in "Annexure 2" to this report;

- (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g);
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 45 to the standalone financial statements;
 - ii. The Company did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2024;
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities

- ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.
- vi. Based on our examination which included test checks, the Company has used various accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software except that the in respect of certain supporting softwares, audit trail feature is not enabled including for changes made, if any,

using privileged/administrative access rights, as described in Note 64 to the financial statements. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of accounting software where the audit trail is enabled.

Also, with respect to third-party operated software applications, in the absence of comprehensive information in the Service Organisation Controls report on audit trail, as described in Note 64 to the financial statements, we are unable to comment on whether the audit trail feature with respect to third-party operated software applications was enabled and operated throughout the year for all relevant transactions recorded in these software applications or whether there were any instances of the audit trail feature being tampered with.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Nilangshu Katriar

Partner

Membership Number: 058814

UDIN: 24058814BKGSNT8365

Place of Signature: Mumbai

Date: May 16, 2024

Annexure 1 to the Independent Auditor's Report

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Vodafone Idea Limited ('the Company')

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including situation and quantitative information of Property, Plant and Equipment except for certain assets where Company is in the process of updating situation and quantitative information in the records maintained by the Company.
- (B) The Company has maintained proper records showing full particulars of intangibles assets as reflected in the books.
- (b) The Company has a programme of physical verification of Property, Plant and Equipment to cover all the items in phased manner over a period of three years, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. Pursuant to such a programme, planned verification of substantial portion of Property, Plant and Equipment which are within its active network systems database through the centralized control centers and other records has been completed during the year which in our opinion is reasonable having regard to the size of the Company and nature of its assets. Discrepancies identified on such verification have been properly dealt with in the books of accounts during the current year.
- (c) According to information and explanations given by the management and based on the examination of the financial statements/registered deed/transfer deed/conveyance deed/court approved scheme of arrangements or amalgamations, the title deeds of all freehold land, leasehold land and buildings disclosed as property, plant and equipment are held in the name of the Company. In respect of immovable properties that have been taken on lease and disclosed as property, plant, and equipment in the financial statement, based on our examination of the lease agreements/court approved scheme of arrangements or amalgamations, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed upon such verification. In our opinion the coverage and the procedure of such verification by the management is appropriate.
- (b) The Company has been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks, if required are in agreement with the audited / unaudited books of accounts of the Company, as required.
- (iii) (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a), (c), (d), (e) and (f) of the Order is not applicable to the Company.
- (b) During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (iv) There are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central

Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to Telecommunication Services, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of records with a view to determine whether they are accurate or complete.

- (vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it, have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding as at the March 31, 2024 for a period of more than six months from the date they became payable.

- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, value added tax, cess and other statutory dues that have not been deposited on account of any dispute, are as follows:

Name of Statute	Type of Tax	Forum where Dispute is Pending	Period to which the amount relates	Amount involved (₹ in million)
Income Tax Act ,1961	Income Tax	Assessing Officer	2001-2016	254
Income Tax Act ,1961	Income Tax	Assistant Commissioner of Income Tax	2012-2013, 2015-2016, 2017-2018	123
Income Tax Act ,1961	Income Tax	Assistant Commissioner of Income Tax (Appeals)	2013-2014	130
Income Tax Act ,1961	Income Tax	Commissioner of Income Tax (Appeals)	2002-2022	45,818
Income Tax Act ,1961	Income Tax	Deputy Commissioner of Income Tax	2001-2002, 2003-2006, 2008-2009, 2015-2017, 2018-2019	14,336
Income Tax Act ,1961	Income Tax	Deputy Commissioner of Income Tax (Appeals)	2019-2020	42
Income Tax Act ,1961	Income Tax	High court of Andhra Pradesh	2009-2016	271
Income Tax Act ,1961	Income Tax	High Court of Bihar	2008-2010	28
Income Tax Act ,1961	Income Tax	High Court of Bombay	2006-2009	634
Income Tax Act ,1961	Income Tax	High Court of Delhi	2004-2005, 2010-2011	5,340
Income Tax Act ,1961	Income Tax	High Court of Gujarat	2002-2004, 2007-2012	773
Income Tax Act ,1961	Income Tax	High Court of Haryana	2008-2009	1,947
Income Tax Act ,1961	Income Tax	High Court of Hyderabad	2004-2010, 2014-2016	241
Income Tax Act ,1961	Income Tax	High Court of Karnataka	2007-2015	347
Income Tax Act ,1961	Income Tax	High Court of Kolkata	2003-2004, 2009-2013	363
Income Tax Act ,1961	Income Tax	High Court of Madras	2006-2008, 2011-2014	116
Income Tax Act ,1961	Income Tax	High Court of Punjab & Haryana	2009-2011	39
Income Tax Act ,1961	Income Tax	High Court of Rajasthan	2010-2013	110
Income Tax Act ,1961	Income Tax	Income Tax Appellate Tribunal	2003-2017	61,132
Income Tax Act ,1961	Income Tax	Supreme Court of India	2004-2010	394
Total of Income Tax				132,438
The Customs Act, 1962	Custom Duty	Commissioner of Customs	2004-2005, 2006-2007, 2008-2009, 2014-2015, 2016-2021	125

Name of Statute	Type of Tax	Forum where Dispute is Pending	Period to which the amount relates	Amount involved (₹ in million)
The Customs Act, 1962	Custom Duty	Commissioner of Customs (Appeals)	2007-2023	505
The Customs Act, 1962	Custom Duty	Customs Excise & Service Tax Appellate Tribunal	2006-2007, 2008-2014, 2015-2016, 2017-2019	8,008
The Customs Act, 1962	Custom Duty	Supreme Court of India	2001-2003, 2006-2007, 2008-2009	205
The Customs Act, 1962	Custom Duty	Assessing Officer	2021-2022	0*
The Customs Act, 1962	Custom Duty	High Court of Madras	2008-2009	7
The Customs Act, 1962	Custom Duty	Deputy Commissioner of Customs	2020-2021	2
The Customs Act, 1962	Custom Duty	Assistant/Deputy Commissioner of Customs	2020-2022	9
The Customs Act, 1962	Custom Duty	Appraiser Officer	2001-2002, 2006-2008, 2013-2015, 2017- 2023	359
The Customs Act, 1962	Custom Duty	Adjudating Authority	2006-2007	0*
Total of Custom Duty				9,220
Central Excise Act, 1944	Excise Duty	Assistant Commissioner of Central Excise	1999-2000	7
Central Excise Act, 1944	Excise Duty	Customs Excise & Service Tax Appellate Tribunal	2003-2005	8
Total of Excise Duty				15
Central Goods and Services Tax Act, 2017	Goods and Services Tax	First Appellate Authority	2017-2023	10,925
Central Goods and Services Tax Act, 2017	Goods and Services Tax	Goods and Services Tax Tribunal	2017-2018	275
Total of Goods and Service Tax				11,200
The Finance Act, 1994	Service Tax	Assistant Commissioner of Service Tax	2011-2012	12
The Finance Act, 1994	Service Tax	Commissioner of Central Excise & Service Tax (Appeals)	2004-2005, 2010-2018	163
The Finance Act, 1994	Service Tax	Customs Excise & Service Tax Appellate Tribunal	2003-2018	68,911
The Finance Act, 1994	Service Tax	High Court of Andhra Pradesh	2004-2009	25
The Finance Act, 1994	Service Tax	High Court of Bombay	2004-2013, 2014-2017	186
The Finance Act, 1994	Service Tax	High Court of Kolkata	2005- 2009	146
The Finance Act, 1994	Service Tax	High Court of Delhi	1995-1999	5
The Finance Act, 1994	Service Tax	High Court of Gujarat	2006-2008, 2009-2010, 2014-2016	87
The Finance Act, 1994	Service Tax	High Court of Hyderabad	2007-2009	320
The Finance Act, 1994	Service Tax	High Court of Karnataka	2004-2009	101
The Finance Act, 1994	Service Tax	High Court of Kerala	2003-2004	24
The Finance Act, 1994	Service Tax	High Court of Madras	2004-2011	1,786
The Finance Act, 1994	Service Tax	High Court of Punjab & Haryana	2004-2009	91
The Finance Act, 1994	Service Tax	High Court of Rajasthan	2011-2013	1,911
The Finance Act, 1994	Service Tax	High Court of Judicature at Allahabad	2005-2008	97
The Finance Act, 1994	Service Tax	Supreme Court of India	2004-2018	1,877

Name of Statute	Type of Tax	Forum where Dispute is Pending	Period to which the amount relates	Amount involved (₹ in million)
The Finance Act, 1994	Service Tax	Assistant Commissioner of Central Excise	2010-2013	13
Total of Service Tax				75,753
Delhi Sales Tax Act, 1975	Sales Tax	Additional Commissioner (Appeals)	2002-2003	2
Gujarat Sales Tax Act, 1969	Sales Tax	Appellate Tribunal	1998-2002	9
Haryana General Sales Tax Act, 1973	Sales Tax	Assessing Officer	2002-2003	79
Kerala Sales tax Act, 1963	Sales Tax	Appellate Tribunal	1997-1998	0*
Madhya Pradesh Commercial Tax Act, 1994	Sales Tax	Appellate Tribunal	2000-2001	0*
The Central Sales Tax Act, 1956	Sales Tax	Additional Commissioner	2012-2013	0*
The Central Sales Tax Act, 1956	Sales Tax	Additional Commissioner (Appeals)	2010-2011	0*
The Central Sales Tax Act, 1956	Sales Tax	Additional Commissioner of Commercial Taxes	2017-2018	3
The Central Sales Tax Act, 1956	Sales Tax	Additional Commissioner of Sales Tax (Appeal)	2011-2017	1
The Central Sales Tax Act, 1956	Sales Tax	Appellate Board	2013-2014	0*
The Central Sales Tax Act, 1956	Sales Tax	Appellate Deputy Commissioner	2017-2018	0*
The Central Sales Tax Act, 1956	Sales Tax	Appellate Tribunal	2011-2012, 2015-2016	34
The Central Sales Tax Act, 1956	Sales Tax	Assessing Officer	2007-2017	12
The Central Sales Tax Act, 1956	Sales Tax	Commissioner of Commercial Taxes,(Appeal)	2010-2012, 2014-2015	18
The Central Sales Tax Act, 1956	Sales Tax	Deputy Commissioner of Commercial Taxes	2011-2015	5
The Central Sales Tax Act, 1956	Sales Tax	Deputy Commissioner of Sales Tax (Appeal)	2015-2018	1
The Central Sales Tax Act, 1956	Sales Tax	Joint Commissioner of Sales Tax (Appeal)	2007-2008, 2012-2016	2
The Central Sales Tax Act, 1956	Sales Tax	Assistant Commissioner of Commercial Taxes	2015-2016	1
The Central Sales Tax Act, 1956	Sales Tax	State Tax Tribunal	2005-2008, 2010-2013	102
Central Sales Tax Act, 1956	Sales Tax	Joint Commissioner of Sales Tax (Appeal)	2013-2014	0*
Gujarat Sales Tax Act, 1969	Sales Tax	Deputy Commissioner of Commercial Taxes	1998-1999	8
Uttar Pradesh Trade Tax Act, 1948	Sales Tax	Appellate Tribunal	2005-2008	1
Andhra Pradesh Value Added Tax Act, 2005	Value Added Tax	Appellate Tribunal	2002-2010	6

Name of Statute	Type of Tax	Forum where Dispute is Pending	Period to which the amount relates	Amount involved (₹ in million)
Delhi Value Added Tax Act, 2004	Value Added Tax	Appellate Tribunal	2010-2011	6
Delhi Value Added Tax Act, 2004	Value Added Tax	Commissioner of Commercial Taxes,(Appeal)	2005-2006, 2009-2010	9
Gujarat Value Added Tax Act, 2003	Value Added Tax	Appellate Tribunal	2006-2007	9
Jammu and Kashmir Value Added Tax Act, 2005	Value Added Tax	Assessing Officer	2015-2017	281
Kerala Value Added Tax Act, 2003	Value Added Tax	High Court of Kerala	2011-2017	732
Madhya Pradesh Value Added Tax Act, 2002	Value Added Tax	Additional Commissioner of Sales Tax (Appeal)	2010-2011	5
Madhya Pradesh Value Added Tax Act, 2002	Value Added Tax	Appellate Board	2012-2013	1
Madhya Pradesh Value Added Tax Act, 2002	Value Added Tax	High Court of Madhya Pradesh	2004-2005	11
Madhya Pradesh Value Added Tax Act, 2002	Value Added Tax	Assessing officer	2004-2006, 2008-2009, 2010-2011	10
Madhya Pradesh Value Added Tax Act, 2002	Value Added Tax	Madhya Pradesh Commercial Tax Tribunal	2006-2008, 2009-2010	23
Punjab Value Added Tax Act, 2005	Value Added Tax	High Court Punjab and Haryana	2006-2008	76
Madhya Pradesh Value Added Tax Act, 2002	Value Added Tax	Supreme Court of India	2011-2014	8
Madhya Pradesh Value Added Tax Act, 2002	Value Added Tax	Joint Commissioner of Sales Tax (Appeal)	2014-2015	0*
Maharashtra Value Added Tax Act, 2002	Value Added Tax	Joint Commissioner of Sales Tax (Appeal)	2015-2017	46
Odisha value added tax Act, 2004	Value Added Tax	Joint Commissioner of Sales Tax (Appeal)	2012-2014	1
Delhi Value Added Tax, 2004	Value Added Tax	Commissioner of trade and taxes	2008-2009	8
Tamil Nadu Value Added Tax Act, 2006	Value Added Tax	Additional Commissioner of Commercial Taxes	2012-2013	0*
Tamil Nadu Value Added Tax Act, 2006	Value Added Tax	Deputy Commissioner of Sales Tax (Appeal)	2012-2016	3
The Bihar Value Added Tax Act, 2005	Value Added Tax	Appellate Tribunal	2008-2018	131
The Bihar Value Added Tax Act, 2005	Value Added Tax	Deputy Commissioner of Commercial Taxes	2005-2008	2
The Jharkhand Value Added Tax Act, 2005	Value Added Tax	Assessing Officer	2011-2012	0*
The Uttar Pradesh Value Added Tax Act, 2008	Value Added Tax	Additional Commissioner of Sales Tax (Appeal)	2009-2010, 2011-2014, 2016-2018	13

Name of Statute	Type of Tax	Forum where Dispute is Pending	Period to which the amount relates	Amount involved (₹ in million)
The Uttar Pradesh Value Added Tax Act, 2008	Value Added Tax	Assessing Officer	2007- 2018	21
The Uttar Pradesh Value Added Tax Act, 2008	Value Added Tax	Deputy Commissioner of Commercial Taxes	2008-2009, 2011-2012	6
The Uttar Pradesh Value Added Tax Act, 2008	Value Added Tax	Joint Commissioner of Sales Tax (Appeal)	2008-2010, 2014-2015	1
West Bengal Value Added Tax, 2003	Value Added Tax	Appellate Board	2010-2012	2
West Bengal Value Added Tax, 2003	Value Added Tax	Appellate Tribunal	2007-2008	5
Kerala Value Added Tax Act, 2003	Value Added Tax	Deputy Commissioner of Commercial Taxes	2007-2008, 2012-2013, 2015-2017	3
The Haryana Value Added Tax Act, 2003	Value Added Tax	Joint Commissioner of Sales Tax (Appeal)	2006-2008, 2010-2011	23
The Uttar Pradesh Value Added Tax Act, 2008	Value Added Tax	Appellate Tribunal	2005-2010, 2012-2013	189
Delhi Value Added Tax Act, 2004	Value Added Tax	Assessing Officer	2007-2008, 2003-2008	27
Delhi Value Added Tax Act, 2004	Value Added Tax	Joint Commissioner of Sales Tax (Appeal)	2007-2008	1
Karnataka Value Added Tax Act, 2003	Value Added Tax	Additional Commissioner of Commercial Taxes	2012-2013	3
Kerala Value Added Tax Act, 2003	Value Added Tax	Assistant Commissioner of Commercial Taxes (Appeal)	2017-2018	0*
Madhya Pradesh Value Added Tax Act, 2002	Value Added Tax	Commissioner of Commercial Taxes,(Appeal)	2013-2014	2
Maharashtra Value Added Tax Act, 2002	Value Added Tax	Appellate Tribunal	2012-2013	192
The Rajasthan Value Added Tax Act, 2003	Value Added Tax	Assessing Officer	2015-2016	0*
Uttar Pradesh Trade Tax Act, 1948	Value Added Tax	High Court of Allahabad	2007-2008	1
Uttar Pradesh Trade Tax Act, 1948	Value Added Tax	Joint Commissioner of Sales Tax (Appeal)	2005-2008	1
Uttar Pradesh Trade Tax Act, 1948	Value Added Tax	Trade Tax Tribunal	2006-2008	1
Kerala Value Added Tax Act, 2003	Value Added Tax	Assistant Commissioner of Commercial Taxes	2008-2009	35
The Bihar Value Added Tax Act, 2005	Value Added Tax	Commissioner of Commercial Taxes,(Appeal)	2022-2023	2
The Maharashtra Value Added Tax Act, 2002.	Value Added Tax	Assessing Officer	2011-2012	15
J&K Value Added Tax Act,2005	Value Added Tax	Assessing Authority	2011-2012	1

Name of Statute	Type of Tax	Forum where Dispute is Pending	Period to which the amount relates	Amount involved (₹ in million)
J&K Value Added Tax Act, 2005	Value Added Tax	Appellate Authority	2012-2013	1
The Rajasthan Value Added Tax Act, 2003	Value Added Tax	Appellate Tribunal	2001-2002	1
Delhi Value Added Tax Act, 2004	Value Added Tax	High Court of Allahabad	2003-2005	2
Tamilnadu Value Added Tax Act, 2006	Value Added Tax	Assistant Commissioner of Commercial Taxes (Appeal)	2007-2012	1
Total of Sales Tax & Value Added Tax				2,195
Assam Entry Tax Act, 2008	Entry Tax	Supreme Court of India	2007-2009	13
Bihar tax on Entry of Goods into Local Areas for Consumption, Use or Sale Therein Act, 1993	Entry Tax	State Tax Tribunal	2011-2014	0*
Bihar tax on Entry of Goods into Local Areas for Consumption, Use or Sale Therein Act, 1993	Entry Tax	Joint Commissioner (Appeals)	2009-2010	12
Chhattisgarh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhinyam, 1976	Entry Tax	State Tax Tribunal	2004-2005, 2006-2007, 2010-2011, 2012- 2014	142
Chhattisgarh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhinyam, 1976	Entry Tax	High court of Chattisgarh	2003-2004, 2008-2009	7
Chhattisgarh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhinyam, 1976	Entry Tax	Supreme Court of India	2005-2018	31
Jammu and Kashmir Entry Tax on Goods Act, 2000.	Entry Tax	High Court of Jammu and Kashmir	2008-2010	142
Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhinyam, 1976	Entry Tax	Assistant Commissioner (Appeals)	2013-2014	12
Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhinyam, 1976	Entry Tax	Assit Commissioner Commercial tax	1998-2001, 2007-2008	5
Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhinyam, 1976	Entry Tax	Commissioner of Commercial Tax	2016-2017	5
Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhinyam, 1976	Entry Tax	Deputy Commissioner	2017-2018	1
Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhinyam, 1976	Entry Tax	High Court of Madhya Pradesh	1999-2000, 2002-2018	578
Orissa Entry Tax Act, 1999.	Entry Tax	Assessing Officer	2009-2010, 2015-2017	12
Orissa Entry Tax Act, 1999.	Entry Tax	High Court of Orissa	2007-2018	270

Name of Statute	Type of Tax	Forum where Dispute is Pending	Period to which the amount relates	Amount involved (₹ in million)
Orissa Entry Tax Act, 1999.	Entry Tax	Joint Commissioner (Appeals)	2014-2016	17
Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry Tax	Commissioner of Commercial Tax	2007-2008	2
Orissa Entry Tax Act, 1999.	Entry Tax	Joint Commissioner of Commercial Taxes	2012-2014	1
The Karnataka Tax On Entry Of Goods Act, 1979	Entry Tax	High Court of Karnataka	2004-2005	18
Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry Tax	Assistant Commissioner (Appeals)	2004-2008	48
Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry Tax	Deputy Commissioner, Sales Tax	2008-2012	2
Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry Tax	High Court of Allahabad	1998-2010	29
Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry Tax	High Court of Nainital	2001-2004, 2007-2008	6
Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry Tax	Joint Commissioner of Commercial Taxes	2009-2010	0*
Bihar tax on Entry of Goods into Local Areas for Consumption, Use or Sale Therein Act, 1993	Entry Tax	State Tax Tribunal	2009-2010	0*
Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhiniyam, 1976	Entry Tax	State Tax Tribunal	2005-2006, 2016-2017	10
Maharashtra Municipal Corporation Act, 1949	Entry Tax	Deputy Commissioner (Appeals)	2013-2015	113
Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhiniyam, 1976	Entry Tax	Deputy Commissioner Commercial Tax (Appeals)	2000-2002	19
Maharashtra Municipal Corporation Act, 1949	Entry Tax	Assistant Commissioner	2013-2016	2
Maharashtra Municipal Corporation Act, 1949	Entry Tax	Assistant Commissioner (Appeals)	2013-2018	422
Maharashtra Municipal Corporation Act, 1949	Entry Tax	High Court of Mumbai	2013-2014	2
Orissa Entry Tax Act, 1999.	Entry Tax	Appellate Tribunal	2012-2014	1
Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhiniyam, 1976	Entry Tax	Appellate Tribunal	2016-2017	4
Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry Tax	Appellate Tribunal	2006-2007, 2008-2010	154

Name of Statute	Type of Tax	Forum where Dispute is Pending	Period to which the amount relates	Amount involved (₹ in million)
The Uttar Pradesh Value Added Tax Act, 2008	Entry Tax	Additional Commissioner of Sales Tax (Appeal)	2009-2012	2
Maharashtra Municipal Corporation Act, 1949	Entry Tax	Deputy Commissioner	2015-2016	20
Total of Entry Tax				2,102
The Madhya Pradesh Vilasita Manoranjan, Amod Evam Vigyapan Kar Adhiniyam, 2011	Entertainment Tax	High Court of Madhya Pradesh	2016-2018	538
Total of Entertainment Tax				538

*Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

Of the above cases, total amount deposited in respect of Income tax is ₹ 40,594 million, Service tax is ₹ 2,002 million, Sales tax, Value added tax and Goods and Service tax is ₹ 1,183 million, Custom Duty is ₹ 1,026 million, Entry tax is ₹ 775 million and Entertainment tax is ₹ Nil.

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3 (viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of Interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) Term loans were applied for the purpose for which the loans were obtained.
- (d) On overall examination of the financial statements of the Company, the Company has used funds raised on short term basis (in form of trade payable and other liabilities) aggregating to ₹ 208,086 million for long-term purposes (representing acquisition of property, plant, and equipment and to fund losses of the Company).
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint venture, or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing, and extent of audit procedures.
- (xii) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013. Accordingly, requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) The Group has five Core Investment companies as part of the Group.
- (xvii) The Company has incurred cash losses in the current year amounting to ₹ 153,165 million. In the immediately preceding financial year, the Company had incurred cash losses amounting to ₹ 126,644 million.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, requirement to report on clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of Note 4 and 63 to the financial statements, which includes financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has incurred losses during the three immediately preceding financial years and hence, it is not required to spend any money under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Nilangshu Katriar

Partner

Membership Number: 058814

UDIN: 24058814BKGSNT8365

Place of Signature: Mumbai

Date: May 16, 2024

Annexure 2 to the Independent Auditor's Report

of even date on the Standalone Financial Statements of Vodafone Idea Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Vodafone Idea Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to

standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to these standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to these standalone financial statements, including the possibility of collusion or improper management override of controls,

material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to these standalone financial statements and such internal financial controls with reference to these standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial

reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Nilangshu Katriar

Partner

Membership Number: 058814

UDIN: 24058814BKGSNT8365

Place of Signature: Mumbai

Date: May 16, 2024

BALANCE SHEET

as at March 31, 2024

Particulars	Notes	₹ Mn	
		As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment (including RoU Assets)	7	484,551	555,482
Capital work-in-progress	7	4,754	2,417
Intangible assets	8	879,485	964,329
Intangible assets under development	8	175,503	175,761
Financial assets			
Non-current investments	9	1,626	1,626
Other non-current financial assets	10	71,584	88,942
Deferred tax assets (net)	56	-	-
Other non-current assets	11	66,221	102,491
Total non-current assets (A)		1,683,724	1,891,048
Current assets			
Inventories	12	2	4
Financial assets			
Current investments	13	2	-
Trade receivables	14	21,222	21,245
Cash and cash equivalents	15	1,542	2,216
Bank balance other than cash and cash equivalents	16	2,997	5,500
Loans to subsidiaries	17	2,356	2,791
Other current financial assets	18	37,616	42,259
Other current assets	19	100,060	107,175
Total current assets (B)		165,797	181,190
Assets classified as held for sale (AHFS) (C) (refer note 43 (vi))	20	493	493
Total Assets (A+B+C)		1,850,014	2,072,731

BALANCE SHEET

as at March 31, 2024

Particulars	Notes	₹ Mn	
		As at March 31, 2024	As at March 31, 2023
EQUITY AND LIABILITIES			
Equity			
Equity share capital	21	501,198	486,797
Other equity	22	(1,537,638)	(1,225,185)
Total equity (A)		(1,036,440)	(738,388)
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Long term borrowings			
Loans from banks and Others	23(A)	-	9,351
Deferred payment obligations	23(B)	2,028,962	1,883,550
Lease liabilities	47	242,929	250,556
Trade payables	28		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		750	1,054
Other non-current financial liabilities	24	72,933	66,623
Long term provisions	25	39	71
Other non-current liabilities	26	726	621
Total non-current liabilities (B)		2,346,339	2,211,826
Current liabilities			
Financial liabilities			
Short term borrowings			
Lease liabilities	47	118,403	111,067
Trade payables	28		
Total outstanding dues of micro enterprises and small enterprises		1,094	1,114
Total outstanding dues of creditors other than micro enterprises and small enterprises		138,122	135,998
Other current financial liabilities	29	148,129	150,645
Other current liabilities	30	78,925	75,051
Short term provisions	31	333	114
Current tax liability (net) (refer note 43(vii))		5,217	-
Total current liabilities (C)		540,115	599,293
Total Equity and Liabilities (A+B+C)		1,850,014	2,072,731

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of **Vodafone Idea Limited****Ravinder Takkar**Non-Executive Chairman
(DIN : 01719511)**Himanshu Kapania**Non-Executive Director
(DIN : 03387441)**Nilangshu Katriar**

Partner

Membership No.: 58814

Place: Mumbai

Date : May 16, 2024

Akshaya Moondra

Chief Executive Officer

Murthy G.V.A.S.

Chief Financial Officer

Pankaj Kapdeo

Company Secretary

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2024

Particulars	Notes	₹ Mn	
		For the year ended March 31, 2024	For the year ended March 31, 2023
INCOME			
Service revenue		422,432	418,788
Sale of trading goods		22	53
Other operating income	32	757	330
Revenue from operations		423,211	419,171
Other income	33	614	2,707
Total income		423,825	421,878
EXPENSES			
Cost of trading goods		22	53
Employee benefit expenses	34	19,270	16,851
Network expenses and IT outsourcing cost	35	101,929	104,071
License fees and spectrum usage charges	36	36,635	39,914
Roaming and access charges	37	41,177	38,991
Subscriber acquisition and servicing expenditure	38	43,293	37,306
Advertisement, business promotion expenditure and content cost	39	5,643	9,401
Other expenses	40	10,040	9,825
		258,009	256,412
Profit/(Loss) before finance costs, depreciation, amortisation, exceptional items and tax		165,816	165,466
Finance costs	41	257,630	233,439
Depreciation	7	132,271	135,933
Amortisation	8	87,612	87,689
Profit/(Loss) before exceptional items and tax		(311,697)	(291,595)
Exceptional items	42	7,555	(1,483)
Profit/(Loss) before tax		(304,142)	(293,078)
Tax expense:			
- Current tax	55	8,220	-
- Deferred tax	55 & 56	-	-
Profit/(Loss) after tax for the year		(312,362)	(293,078)

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2024

Particulars	Notes	₹ Mn	
		For the year ended March 31, 2024	For the year ended March 31, 2023
OTHER COMPREHENSIVE INCOME/(LOSS)			
Items not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains/(losses) on defined benefit plans	52	(91)	95
Income tax effect on defined benefit plans	55 & 56	-	-
Other comprehensive income/(loss) for the year, net of tax		(91)	95
Total comprehensive income/(loss) for the year		(312,453)	(292,983)
Earnings/(Loss) per equity share of ₹ 10 each:	57		
Basic (₹)		(6.41)	(8.43)
Diluted (₹)		(6.41)	(8.43)

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar

Partner

Membership No.: 58814

Place: Mumbai

Date : May 16, 2024

For and on behalf of the Board of Directors of **Vodafone Idea Limited****Ravinder Takkar**Non-Executive Chairman
(DIN : 01719511)**Akshaya Moondra**

Chief Executive Officer

Himanshu KapaniaNon-Executive Director
(DIN : 03387441)**Murthy G.V.A.S.**

Chief Financial Officer

Pankaj Kapdeo

Company Secretary

STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2024

A. EQUITY SHARE CAPITAL:

Equity shares of ₹ 10 each issued, subscribed and fully paid

Particulars	Numbers	Amount (₹ Mn)
As at April 1, 2022	32,118,847,885	321,188
Issue of share capital (refer note 3 and 43(i))	16,560,841,320	165,609
As at March 31, 2023	48,679,689,205	486,797
Issue of Share capital (refer note 43(ii))	1,440,000,000	14,400
Issue of shares under Employee Stock Option Scheme (ESOS) (refer note 51)	131,170	1
As at March 31, 2024	50,119,820,375	501,198

STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2024

B. OTHER EQUITY

Particulars	Reserves and surplus										Total	
	Capital reserve (refer note 22(i))	Capital reduction reserve (refer note 22(ii))	Debtenture redemption reserve (refer note 22(iii))	Securities premium (refer note 22(iv))	Amalgamation adjustment deficit account (refer note 22(v))	General reserve (refer note 22(vi))	Retained earnings (refer note 22(vii))	Employee stock options reserve (refer note 22(viii))	Business Restructuring Reserve (refer note 22(ix))	Equity instrument through other comprehensive income (refer note 22(x))		Convertible Share Warrants (refer note 22(xi))
As at April 1, 2022	(97,462)	277,787	4,408	1,095,861	(488,444)	22,256	(1,763,104)	50	25,409	(12,311)	-	(935,550)
Profit/(Loss) for the year ended March 31, 2023	-	-	-	-	-	(293,078)	-	-	-	-	-	(293,078)
Other comprehensive income/(loss) for the year ended March 31, 2023	-	-	-	-	-	95	-	-	-	-	-	95
Total comprehensive income/(loss)	-	-	-	-	-	(292,983)	-	-	-	-	-	(292,983)
Adjustment on account of settlement of financial liability (refer note 3)	-	-	-	-	-	3,305	-	-	-	-	-	3,305
Issue of convertible share warrants (refer note 43(i))	-	-	-	-	-	-	-	-	-	-	4,362	4,362
Conversion of convertible share warrants into equity shares (net of share issue expenses of ₹ 42 Mn) (refer note 43(ii))	-	-	-	43	-	-	-	-	-	-	(4,362)	(4,319)
Share-based payment expenses (refer note 51)	-	-	-	-	-	-	12	(12)	-	-	-	-
As at March 31, 2023	(97,462)	277,787	4,408	1,095,904	(488,444)	22,256	(2,052,770)	38	25,409	(12,311)	-	(1,225,185)
Profit/(Loss) for the year ended March 31, 2024	-	-	-	-	-	(312,362)	-	-	-	-	-	(312,362)
Other comprehensive income/(loss) for the year ended March 31, 2024	-	-	-	-	-	(91)	-	-	-	-	-	(91)
Total comprehensive income/(loss)	-	-	-	-	-	(312,453)	-	-	-	-	-	(312,453)
Issue of share under ESOS (refer note 51)	-	-	-	14	-	-	-	(14)	-	-	-	-
Share-based payment expenses (refer note 51)	-	-	-	-	-	4	-	(4)	-	-	-	-
Transfer of debenture redemption reserve to general reserve	-	-	(4,408)	-	-	4,408	-	-	-	-	-	-
As at March 31, 2024	(97,462)	277,787	-	1,095,918	(488,444)	26,664	(2,365,219)	20	25,409	(12,311)	-	(1,537,638)

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar

Partner

Membership No.: 58814

Place: Mumbai

Date : May 16, 2024

For and on behalf of the Board of Directors of **Vodafone Idea Limited****Ravinder Takkar**Non-Executive Chairman
(DIN : 01719511)**Akshaya Moondra**

Chief Executive Officer

Himanshu KapaniaNon-Executive Director
(DIN : 03387441)**Murthy G.V.A.S.**

Chief Financial Officer

Pankaj Kapdeo

Company Secretary

STATEMENT OF CASH FLOWS

for the year ended March 31, 2024

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
₹ Mn		
Operating activities		
Loss before tax	(304,142)	(293,078)
Adjustments to reconcile loss before tax to net cash flows		
Depreciation of property, plant and equipment (including RoU assets)	132,271	135,933
Amortisation of intangible assets	87,612	87,689
Share-based payment expense (ESOS)	-	2
(Gain) on disposal of property, plant and equipment and intangible assets (net)	(487)	(574)
Differential entry fees impact (refer note 43(viii))	(7,555)	-
Provision for impairment towards investment in subsidiary (refer note 42)	-	1,259
Loss on remeasurement of leasehold land (refer note 42)	-	224
Finance costs	257,630	233,439
Bad debts/advances written off	2,029	1,150
Allowance for doubtful debts/advances	(352)	30
Liabilities/provisions no longer required written back	(681)	(137)
Other income	(614)	(2,707)
Working capital adjustments		
(Increase)/Decrease in trade receivables	(1,488)	1,714
Decrease/(Increase) in inventories	2	(1)
Decrease in other financial and non-financial assets	11,055	10,726
(Decrease) in trade payables	(10,018)	(2,313)
Increase/(Decrease) in other financial and non-financial liabilities	7,169	(3,216)
Cash flows from operating activities	172,431	170,140
Income tax refund (including TDS) (net)	29,213	13,521
Net cash flows from operating activities	201,644	183,661
INVESTING ACTIVITIES		
Purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development)	(14,954)	(37,654)
Payment towards Spectrum - Upfront payment	-	(16,800)
Payment of Deferred Payment obligation towards Spectrum	(4,483)	-
Proceeds from sale of property, plant and equipment and intangible assets	838	786
Proceeds towards Business consideration receivables	4,782	2,433
Net sale of current investments	237	290
Loans given to subsidiaries	(25)	(21)
Repayment of loan given to subsidiaries	553	388
Interest received	381	918
Net cash flows (used in) investing activities	(12,671)	(49,660)

STATEMENT OF CASH FLOWS

for the year ended March 31, 2024

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Financing activities		
Proceeds from Issue of shares under Employee Stock Option Scheme (ESOS)	1	-
Proceeds from issue of convertible share warrants (net of share issue expenses of ₹ 42 Mn) (refer note 43(i))	-	4,320
Payment of interest and finance charges ⁽¹⁾	(28,851)	(20,967)
Payment of lease liabilities (refer note 47)	(87,021)	(78,929)
Proceeds from long term borrowings	-	16,000
Repayment of long term borrowings	(59,163)	(59,460)
Proceeds from short term borrowings	22,906	22,420
Repayment of short term borrowings	(37,519)	(29,313)
Net cash flows (used in) financing activities	(189,647)	(145,929)
Net (decrease) in cash and cash equivalents during the year	(674)	(11,928)
Cash and cash equivalents at the beginning of the year	2,216	14,144
Cash and cash equivalents at the end of the year (refer note 15)	1,542	2,216

⁽¹⁾ Includes interest payment on deferred payment obligation

STATEMENT OF CASH FLOWS

for the year ended March 31, 2024

1. Disclosure of changes in liabilities arising from financing activities on account of non-cash transactions

Particulars	Loans from banks and others including current maturities	Deferred payment obligations including current maturities	Changes in derivative liabilities (net)	Interest accrued but not due	Lease liabilities
Balance as at April 1, 2022	179,588	1,731,151	102	69,605	228,245
(i) Cash flow Items					
Net proceed/(repayment) of borrowings	(50,347)	(6)	-	-	-
Payment of Interest and finance charges	-	-	-	(20,967)	-
Payment of lease liabilities (refer note 47)	-	-	-	-	(78,929)
(ii) Non - cash items					
Exchange difference (net)	435	-	-	(435)	-
Finance cost (charged to profit and loss)	-	-	(91)	197,373	36,157
Upfront fees amortisation	(39)	-	-	39	-
Interest related to other liabilities	-	-	-	(22,725)	-
Accrued interest on deferred payment obligation for spectrum and others transferred to borrowing on anniversary date	-	147,692	-	(147,692)	-
Addition towards Spectrum acquisition	-	171,063	-	4,876	-
Issue of equity shares (refer note 3)	-	(161,332)	-	-	-
Adjustment on account of settlement of financial liability (refer note 3)	-	-	-	(3,305)	-
Addition of lease liabilities (refer note 47)	-	-	-	-	186,757
Deletion of lease liabilities (refer note 47)	-	-	-	-	(10,607)
Balance as at March 31, 2023	129,637	1,888,568	11	76,769	361,623
(i) Cash flow Items					
Net proceed/(repayment) of borrowings	(70,843)	(2,933)	-	-	-
Payment of Interest and finance charges	-	-	-	(28,851)	-
Payment of Deferred Payment obligation towards Spectrum	-	(4,483)	-	-	-
Payment of lease liabilities (refer note 47)	-	-	-	-	(87,021)
(ii) Non - cash items					
Finance cost (charged to profit and loss)	-	-	(11)	221,363	36,278
Upfront fees amortisation	124	-	-	(124)	-
Interest related to other liabilities	-	-	-	(33,868)	-
Accrued interest on deferred payment obligation towards spectrum and AGR transferred to borrowing on anniversary date	-	154,606	-	(154,606)	-
Reclassification of deferred payment obligation	-	(1,422)	-	(140)	-
Issue of shares pursuant to conversion of OCD's (refer note 43(ii))	(14,400)	-	-	-	-
Addition of lease liabilities (refer note 47)	-	-	-	-	57,316
Deletion of lease liabilities (refer note 47)	-	-	-	-	(6,864)
Balance as at March 31, 2024	44,518	2,034,336	-	80,543	361,332

2. The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 on Statement of Cash Flows.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of **Vodafone Idea Limited**

Ravinder Takkar

Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania

Non-Executive Director
(DIN : 03387441)

Nilangshu Katriar

Partner

Membership No.: 58814

Place: Mumbai

Date : May 16, 2024

Akshaya Moondra

Chief Executive Officer

Murthy G.V.A.S.

Chief Financial Officer

Pankaj Kapdeo

Company Secretary

NOTES

forming part of the Standalone Financial Statements

1. CORPORATE INFORMATION

Vodafone Idea Limited ('the Company'), a public limited company, was incorporated under the provisions of the Companies Act applicable in India on March 14, 1995. Its shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India (Scrip Code; NSE: IDEA, BSE: 532822). The registered office of the Company is situated at Suman Tower, Plot No. 18, Sector-11, Gandhinagar – 382011, Gujarat. The Company is one of the leading telecom service providers in India. The Company is engaged in the business of telecommunication services.

These financial statements for the year ended March 31, 2024 were approved by the Board of Directors and authorised for issue on May 16, 2024.

2.(A) STATEMENT OF COMPLIANCE

These financial statements of the Company comprising of Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows together with the notes have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2.(B) BASIS OF PREPARATION

These financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services on the transaction date.

All financial information presented in ₹ has been rounded off to million unless otherwise stated.

The Company has elected to present Profit/(Loss) before finance costs, depreciation, amortisation, exceptional items and tax as a separate line item on the face of the statement of profit and loss. In such measurement, the company does not include finance costs, depreciation, amortisation, exceptional items and tax.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act, 2013.

3. The Honourable Supreme Court on October 24, 2019 along with supplementary order dated July 20, 2019 and final order dated September 01, 2020 delivered its judgment (together referred to as "AGR Judgment") on the cross appeals against the Honourable TDSAT judgment dated April 23, 2015, relating to the definition of Adjusted Gross Revenue. The order upheld the principal demand, levy of interest, penalty and interest on penalty.

On September 1, 2020, vide its judgment, the Honourable Supreme Court has inter-alia directed that Telecom Operators shall at the first instance, make the payment of 10% of the total dues as demanded by the Department of Telecommunications ('DoT') by March 31, 2021 and thereafter, Telecom Operators to make payment in Ten instalments commencing from April 1, 2021 to March 31, 2031, payable by 31st March of every succeeding financial year.

The Company had on August 10, 2021 filed a review petition with the Honourable Supreme Court for considering to hear the modification application on correction of manifest / clerical / arithmetic errors in the computation of AGR demands which is still pending to be heard.

The Union Cabinet on September 15, 2021 approved major structural and process reforms in the telecom sector to boost the proliferation and penetration of broadband and telecom connectivity. Further to address liquidity requirements, the Cabinet has also approved deferment of AGR dues which are payable in annual instalments as determined by the Honourable Supreme Court for up to four years without any change in the instalment period and deferment of spectrum auction instalments payable from October 1, 2021 to September 30, 2025 excluding the instalments due for spectrum auction 2021 and 2022. It also provided upfront conversion of the interest amount arising due to such deferment into equity. The Company has conveyed its acceptance on January 10, 2022 ("Exercise Date").

Further on March 31, 2022, the DoT computed the Net Present value (NPV) of the interest liability on moratorium period amounting to ₹ 161,332 Mn towards AGR dues

NOTES

forming part of the Standalone Financial Statements

(as per Honourable SC affidavit dated September 01, 2020) and deferred annual Spectrum liabilities as on the Exercise Date, which the Company has confirmed on April 14, 2022. The DoT on June 15, 2022 offered a moratorium on pending AGR related dues up to Financial Year 2018-19 along with an option of equity conversion of interest liability pertaining to the moratorium period for this additional amounts. On June 29, 2022, the Company conveyed its acceptance for the deferment of AGR related dues till financial year 2018-19. The above mentioned letter has a summary of additional AGR dues amounting to ₹ 88,372 Mn (including amounts for the period till FY 16-17 not forming part of the affidavit submitted to Supreme Court). The DoT has mentioned that these are subject to further correction on account of disposal of various representations submitted by the Company, outcome of other pending litigations etc. and the undisputed amounts finally determined by December 31, 2025 shall be paid in six equal instalments post the moratorium period. In September 2022, the Company has also informed the DoT on AGR dues (beyond affidavit period till FY 18-19) interest during the moratorium period shall not be converted in to equity.

The DoT, on February 03, 2023, issued an order under section 62(4) of the Companies Act, 2013 ("the Act"), directing the Company to issue equity shares against the loan of ₹ 161,332 Mn representing Net Present Value of the interest as at the Exercise Date as defined in equity conversion guidelines. On February 07, 2023 ("Date of conversion"), the Company's Board has allotted shares to the Government of India (Gol).

Consequent to the above, the Company has derecognised the loan liability of ₹ 161,332 Mn due to the issuance of 16,133,184,899 equity shares at an issue price of ₹ 10 each amounting to ₹ 161,332 Mn, and consequential adjustment of ₹ 3,305 Mn has been adjusted to Other equity. The Company has sought clarification on applicability of GST on the relevant portion of this conversion into equity from Central Board of Indirect Taxes and Customs (CBIC) and have also taken a legal opinion based on which it believes that the same is not applicable.

As on March 31, 2024 the promoter shareholding of Vodafone group and Aditya Birla group is 48.91 % and Gol is 32.19 %.

During the year, the Company filed Curative Petition to

allow correction of manifest/clerical and arithmetical errors in the provisional demands raised by DoT. The matter is currently pending.

On April 4, 2024, the Company has filed affidavit with Honourable Supreme Court including the compliance letter stating that by acceptance of the deferment option and agreeing to moratorium of AGR dues for four years, it has complied with Court order dated September 1, 2020.

Accordingly, as at March 31, 2024, the net liability towards AGR dues arising out of Honourable Supreme Court judgment amounting to ₹ 703,196 Mn (March 31, 2023: ₹ 655,462 Mn) [net of payment of ₹ 78,544 Mn] is disclosed as deferred payment obligation pursuant to AGR judgement under long term borrowings in the financial statements.

4. The Company has incurred a loss of ₹ 312,362 Mn for the year ended March 31, 2024. Its net worth stands at negative ₹ 1,036,440 Mn and the Net Working Capital (excluding short term borrowings, future lease liability and certain accruals toward pending litigations) stands at negative ₹ 163,760 Mn.

As at March 31, 2024, the outstanding external debt from banks and others (including interest accrued but not due) of the Company is ₹ 42,126 Mn and the deferred payment obligation amount towards Spectrum and AGR (including interest accrued but not due) of the Company is ₹ 2,114,713 Mn. As at March 31, 2024, an amount of ₹ 23,636 Mn (March 31, 2023: ₹ 39,271 Mn) has been reclassified from non-current borrowings of loans from banks and others to current maturities of long-term debt of loans from banks and others for not meeting certain covenant clauses under the financial agreements. The Company has exchanged correspondences and continues to be in discussion with the lenders for next steps/waivers. External loans from banks and others and deferred payment obligations payable by March 31, 2025 is ₹ 18,339 Mn (excluding amount classified as current on account of not meeting certain covenant clauses) and ₹ 5,374 Mn, respectively. As of date, the Company has met all its debt obligations payable to its lenders / banks and financial institutions along with applicable interest. The Company has utilized extended credit period to discharge some of its contractual obligations. Further, certain vendors have asked for payment of their overdue outstanding. The Company

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forming part of the Standalone Financial Statements

continues to be in discussion with them to agree to a payment plan. The Company is also required to provide bank guarantees at least 13 months prior to each of the instalment becoming due post the moratorium period i.e. from October 2025 and at each of the relevant dates till September 2026 which aggregates to ₹ 247,469 Mn or seek a waiver from DoT for providing bank guarantees considering that the requirement of bank guarantees has been removed from the notice inviting applications ('NIA') for 2022 and subsequent spectrum auctions.

Subsequent to the year end, the Company has raised an amount aggregating to ₹ 180,000 Mn by way of Further Public Offer (FPO), and accordingly issued 16,363,636,363 equity shares of ₹ 10/- each at an issue price of ₹ 11.00 per equity share (including a premium of ₹ 1.00 per equity share). Additionally, the Shareholders on May 8, 2024 have approved issuance of 1,395,427,034 equity shares of ₹ 10/- each at an issue price of ₹ 14.87 per equity share (including a premium of ₹ 4.87 per equity share) aggregating to ₹ 20,750 Mn on a preferential basis to an existing shareholder entity forming part of the promoter group.

The Company believes, with the above capital infusion, it will be able to conclude the negotiations with lenders, vendors and DoT for continued support and generation of cash flow from operations that will enable it to settle its liabilities as they fall due. These financial statements have, therefore, been prepared on a Going Concern basis.

5. MATERIAL ACCOUNTING POLICIES

a) Revenue from contracts with customers

Revenue is recognised when a customer receives services and thus has the ability to direct the use and obtain benefits from those services. Revenue is measured at the Transaction price i.e. an amount that reflects the consideration, to which an entity expects to be entitled in exchange for transferring goods or services to customers, excluding amounts collected on behalf of third parties. Taxes and duties collected by the seller / service provider are to be deposited with the government and not received by the Company on their own account. Accordingly, it is excluded from revenue. The Company evaluates its exposure to significant risks and reward associated with the

revenue arrangements in order to determine its position of a principal or an agent in this regard. Consideration payable to a customer includes cash or credit or other items expected to be payable to the customer (or to other parties that purchase the entity's services from the customer). The Company accounts for consideration payable to a customer as a reduction from the transaction price unless the payment to the customer is in exchange for a distinct service that the customer transfers to the entity.

i) Revenue from supply of services

Revenue on account of telephony services (post-paid and prepaid categories, roaming, interconnect and long distance services) is recognised on rendering of services. Fixed Revenues in the post-paid category are recognised over the period of rendering of services. Processing fees on recharge vouchers in case of prepaid category is recognised over the validity of such vouchers.

Revenue from other services (internet services, mobile advertisement, revenue from toll free services, etc.) is recognised on rendering of services. Revenue from passive infrastructure is recognised on rendering of services.

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Multiple element contracts:

Bundle packages that include multiple elements, at the inception of the arrangement, the Company determines whether it is necessary to separate the separately identifiable elements and apply

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the corresponding revenue recognition policy to each element. Total package revenue is allocated among the identified elements based on their relative standalone price.

ii) **Unbilled income**

Unbilled income is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs its obligation by transferring goods or services to a customer before the same is invoiced to the customer, unbilled income is recognised for the earned consideration that is conditional on satisfaction of performance obligation.

iii) **Trade receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note 5(q) Financial instruments – initial recognition and subsequent measurement.

iv) **Advance from customer and deferred revenue**

Advance from customer and deferred revenue is the obligation to transfer services to a customer for which the Company has invoiced / received consideration from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made. Advance from customer and deferred revenue are recognised as revenue when the Company fulfils its performance obligations under the contract.

v) **Interest income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using the applicable Effective Interest Rate (EIR), which is the rate that exactly discounts estimated

future cash receipts over the expected life of the financial asset to that asset's net carrying amount on initial recognition.

vi) **Dividends**

Dividend income is recognised when the Company's right to receive the payment is established.

vii) **Cost to obtain a contract**

The Company pays sales commission to its channel partners for each contract that they obtain and incurs customer verification expenses. Such costs are deferred over the average expected customer life-cycle provided the estimated average customer life-cycle is higher than twelve months. The Company re-estimates the average customer life cycle on a periodic basis.

b) **Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. The Company's lease asset classes primarily consist of leases for passive infrastructure for cell sites and immovable properties.

i) **Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at

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or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the lease term.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment (refer note 5(l)).

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification i.e. a change in the lease term or a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. The re-measurement of lease liability is done by discounting the revised lease payments

using the Company's incremental borrowing rate at the effective date of modification.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

c) Employee benefits

i. Defined Contribution Plan

Contributions to Provident and other funds are funded with the appropriate authorities and charged to the Statement of Profit and Loss when the employees have rendered service entitling them to the contributions.

Contributions to Superannuation are funded with the Life Insurance Corporation of India and charged to the Statement of Profit and Loss when the employees have rendered service entitling them to the contributions.

The Company has no obligation other than contribution payable to these funds.

ii. Defined Benefit Plan

The Company has a defined benefit gratuity plan which is a funded plan. In case of funded plan, the Company makes contribution to a separately administered fund with the Insurance Companies. The Company maintains a target level of funding to be maintained over a period of time based on estimation of the payments. Any deficit in plan assets managed by Insurance Companies as compared to the liability based on an independent actuarial valuation is recognised as a liability. The cost of providing benefits under the defined benefit

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plan is determined using the projected unit credit method, with actuarial valuations being carried out at periodic intervals.

Re-measurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding charge or credit to Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss:

- Service costs; and
- Net interest expense or income

iii. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of salaries, wages, Long Term Incentive Plan (LTIP) and other short term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Provision for leave benefits to employees is based on actuarial valuation done by projected unit credit method at the reporting date. The related re-measurements are recognised in the Statement of Profit and Loss in the period in which they arise.

iv. Share- based payments

Equity-settled share-based payments to employees for options granted by the Company to its employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity settled share-based payments is expensed over the period in which the performance or service conditions are fulfilled, based on the Company's estimate of stock options that will eventually vest, with a corresponding increase in equity. The fair value of the cash settled share-based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of stock option that will eventually vest, with a corresponding increase in liability. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve or liability as applicable.

In respect of cancellation of unvested stock options, the amount already charged as share based payment expense is reversed under the same head in the Statement of Profit and Loss. In respect of cancellation/expiration of vested stock options, the amount already charged as share based payment expense is adjusted against Retained earnings in Other Equity.

In respect of modification such as re-pricing of existing stock option, the difference in fair value of the option on the date of re-pricing is accounted for as share based payment expense over the remaining vesting period.

d) Annual Revenue Share License Fees and Spectrum Usage Charges

The license fees and spectrum usage charges, computed basis of adjusted gross revenue, are charged at prescribed rates to the Statement of Profit and Loss in the period in which the related revenue arises as per the Unified License / Unified Access Service License and DoT amendments issued from time to time

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e) Foreign currency transactions

The Company's financial statements are presented in Indian Rupees (₹) which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded at the ₹ spot rate on the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised on net basis within finance cost in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recognised using the exchange rates at the dates of the initial transactions.

f) Exceptional items

Items of income or expense which are non-recurring or outside of the ordinary course of business and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company are disclosed as exceptional items in the Statement of Profit and Loss.

g) Taxes

Income tax expense represents the sum of current tax and deferred tax.

i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax is based on the taxable income and calculated using the applicable tax rates and tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at the end of each reporting date and are recognised to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation statute.

h) Current / Non – Current Classification

An asset is classified as current when

- a) It is expected to be realized or consumed in the company's normal operating cycle;
- b) It is held primarily for the purpose of trading;

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- c) It is expected to be realized within twelve months after the reporting period; or
- d) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Any asset not conforming to the above is classified as non-current.

A liability is classified as current when

- a) It is expected to be settled in the normal operating cycle of the company;
- b) It is held primarily for the purposes of trading;
- c) It is expected to be settled within twelve months after the reporting period; or
- d) The company have no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Any liability not conforming to the above is classified as non-current.

i) Property, Plant and Equipment

Property, Plant and Equipment (PPE) and Capital work in progress (CWIP) held for use in the rendering of services and supply of goods, or for administrative purposes, are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of Property, Plant and Equipment, non-refundable duties and borrowing cost relating to qualifying assets. CWIP represents cost of property, plant and equipment not ready for intended use as on the reporting date. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred. The present value of the expected cost

for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Freehold land is not depreciated. Depreciation on all other assets under PPE commences once such assets are available for use in the intended condition and location. Depreciation is provided using straight-line method on pro rata basis over their estimated useful economic lives as given below. The useful life is taken as prescribed in Schedule II to the Companies Act, 2013 except where the estimated useful economic life has been assessed to be lower.

Asset Retirement Obligation (ARO) is capitalized when it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. ARO is measured based on present value of expected cost to settle the obligation.

Particulars	Estimated useful life (in years)
Buildings	25 to 30
Leasehold Improvements	Period of lease or 10 years whichever is lower
Plant Machinery	
Network Equipments	7 to 9
Optical Fibre	15
Other Plant and Equipment	2 to 5
Computers and servers	3 to 5
Furniture and Fixtures	5 to 10
Office Equipments	3 to 5
Vehicles	2 to 5
RoU Assets	
Land & Building	Over the period of lease
Cell sites	Over the period of lease
Bandwidth (IRU)	Over the period of agreement
Others	3 to 5

An item of property, plant and equipment and any significant part which meets the criteria for asset held for sale will be reclassified from property, plant and equipment to asset held for sale. When any significant part of property, plant and equipment is discarded or replaced, the carrying value of

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discarded / replaced part is derecognized. Any gains or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss on the date of retirement or disposal.

j) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles are not capitalised and the related expenditure is reflected in the Statement of Profit and Loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life. The amortisation period, residual value and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Intangible assets are amortised on straight line method as under:

- Cost of spectrum is amortised on straight line method from the date when the related network is ready for intended use over the unexpired period of the spectrum.
- Cost of entry/license fees is amortised on straight line method from the date of

launch of circle/renewal of license over the unexpired period of the license.

- Software, which is not an integral part of hardware, is treated as an intangible asset and is amortised over its useful economic life as estimated by the management between 3 to 5 years.
- Brand - Separately acquired brand is shown at historical cost. Subsequently brand is carried at cost less accumulated amortisation and impairment loss, if any. The Company amortises brand using the straight line method over the estimated useful life of 8 years.

Cost of Intangible assets under development represents cost of intangible assets not ready for intended use as on the reporting date. It mainly includes the amount of spectrum allotted to the Company and related borrowing costs (that are directly attributable to the acquisition or construction of qualifying assets) if any, for which network is not yet ready.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

k) Non – Current Assets Held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and its sale is highly probable. The sale is considered highly probable only when the asset or disposal groups is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and the sale is expected to be completed within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. These are not depreciated or amortised once classified as held for sale.

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Assets and liabilities classified as held for sale are presented separately in the Balance Sheet.

Non-current assets that ceases to be classified as held for sale are measured at lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

l) Impairment of Non – Financial Assets

Tangible assets (including Right-to-Use Assets (ROU)) and Intangible assets are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, an appropriate valuation model is used. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, an impairment loss is recognised in Statement of Profit and Loss by reducing the carrying amount of the asset (or cash-generating unit) to its recoverable amount.

For assets excluding goodwill, impairment losses recognized in the earlier periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. If such indication exists, the Company estimates the asset's (or cash generating unit's) recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in estimates used to determine the assets'

recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had such impairment loss not been recognised for the asset (or cash-generating unit) in prior years. Any reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

m) Investment in Subsidiaries, Associate and Joint Arrangements

The Company recognises its investment in subsidiaries, joint venture and associate at cost less any impairment losses.

n) Borrowing Costs

Borrowing Costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

o) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

p) Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise of cash at bank and on hand and short-term deposits with an original maturity

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of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the Statement of Cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

q) Financial Instruments

Initial recognition and measurement

Financial Instruments (assets and liabilities) are recognised when the Company becomes a party to a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than those designated as fair value through profit or loss (FVTPL), are added to or deducted from the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the Statement of Profit and Loss.

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

i. Financial assets

All regular way purchase or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets:

- a) Financial assets measured at amortised cost
- b) Financial assets measured at fair value through profit or loss (FVTPL)
- c) Financial assets measured at fair value through other comprehensive income (FVTOCI)

I. Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the instruments give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.

The EIR amortisation is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables, loans, etc.

II. Financial assets measured at FVTPL

FVTPL is a residual category for financial assets in the nature of debt instruments. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss. This category also

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includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either
 - the Company has transferred substantially all the risks and rewards of the asset, or
 - the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Debt instruments measured at amortised cost e.g., loans and bank deposits
- Trade receivables
- Other Financial assets not designated as FVTPL

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no

longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables (including lease receivables). The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For the purpose of measuring the expected credit loss for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 14.

III. Financial assets measured at FVTOCI

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised

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in OCI is reclassified from equity to statement of profit and loss and recognised in other (gains)/ losses (net). Interest income from these financial assets is included in other income using the effective interest rate method.

ii. Financial liabilities

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the EIR method or at FVTPL.

a) Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

b) Financial liabilities at FVTPL

Financial liabilities are classified as FVTPL when the financial liabilities are held for trading or are designated as FVTPL on initial recognition. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. In case, an existing

financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Statement of Profit and Loss.

iii. Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to manage its foreign currency risks and interest rate risks, respectively. These derivative instruments are not designated as cash flow, fair value or net investment hedges and are entered into for period consistent with currency and interest exposures. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Statement of Profit and Loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative instrument. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Company does not separate embedded

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derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

iv. Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

r) Fair value measurement

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) (a) on the date of the event or change in circumstances that caused the transfer or (b) at the end of each reporting period or (c) at the beginning of each reporting period.

s) Dividend distribution to equity holders

Dividends paid / payable along with applicable taxes are recognised when it is approved by the shareholders. In case of interim dividend, it is recognised when it is approved by the Board of Directors and distribution is no longer at the discretion of the Company. A corresponding amount is accordingly recognised directly in equity.

t) Earnings per share

The earnings considered in ascertaining the Company's Earnings per share (EPS) is the net profit / (loss) after tax.

EPS is disclosed on basic and diluted basis. Basic EPS is computed by dividing the profit / (loss) for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

u) Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss.

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If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

i. Asset Retirement Obligation (ARO)

ARO is provided for those lease arrangements where the Company has a binding obligation to restore the said location / premises at the end of the period in a condition similar to inception of the arrangement. The restoration and decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the Statement of Profit and Loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

ii. Contingent Liabilities

A Contingent Liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent Assets are not recognised.

iii. Onerous Contract

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it

and any compensation or penalties arising from failure to fulfil it.

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

v) Business Combinations

Business Combinations are accounted for using Ind AS 103 'Business Combination'. Acquisitions of businesses are accounted for using the acquisition method unless the transaction is between entities under common control.

Business Combinations arising from transfer of interests in entities that are under common control, are accounted using pooling of interest method wherein, assets and liabilities of the combining entities are reflected at their carrying value. No adjustment is made to reflect fair values, or recognize any new assets or liabilities other than those required to harmonise accounting policies. The identity of the reserves is preserved and appears in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor.

w) Segment Information

The Chief Operating Decision maker primarily focusses on Mobility business in making decisions on operating matters and on allocating resources in evaluating performance. Accordingly, the Company operates only in one reportable segment i.e. Mobility and hence no separate disclosure is required for Segment.

x) Recent pronouncements

Amendments to Ind As

MCA vide notification no. G.S.R. 242(E) dated March 31, 2023 has issued Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends following Ind AS:

- Ind AS 101 First Time Adoption of Indian Accounting Standards

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- Ind AS 102 Shared based Payment
- Ind AS 12 Income Taxes
- Ind AS 107 Financial Instrument Disclosures
- Ind AS 103 Business Combinations
- Ind AS 109 Financial Instruments
- Ind AS 115 Revenue from Contracts with Customers
- Ind AS 1 Presentation of Financial Statements
- Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Ind AS 34 Interim Financial Reporting

The amendments are applicable for annual periods beginning on or after April 1, 2023, however, these do not have material impact on the Financial Statements of the Company.

6. USE OF ESTIMATES, ASSUMPTIONS AND JUDGMENTS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures including the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require an adjustment to the carrying amount of assets or liabilities in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialise.

The Company has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Estimates and Assumptions

i. Taxes

The company provide for tax considering the applicable tax regulations and based on reasonable estimates. Management periodically evaluates positions taken in the tax returns giving due

considerations to tax laws and establishes provisions in the event if required as a result of differing interpretation or due to retrospective amendments, if any.

Deferred tax asset (DTA) is recognized only when and to the extent there is convincing evidence that the company will have sufficient taxable profits in future against which such assets can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies, recent business performance and developments.

Minimum alternative tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax and will be able to utilize such credit during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Statement of Profit and loss and is included in Deferred Tax Assets. The Company review the same at each Balance Sheet date and if required, writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will be able to absorb such credit during the specified period. Further details about taxes refer note 55 and 56.

ii. Defined benefit plans (gratuity and compensated absences benefits)

The Company's obligation on account of gratuity and compensated absences is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date. The parameter subject to frequent changes is the discount rate. In determining the appropriate

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discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables in India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 52 (A).

iii. Allowance for Trade receivable

For the purpose of measuring the expected credit loss for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 14.

iv. Useful life of Property, Plant and Equipment and Intangible assets

The useful life to depreciate or amortise property, plant and equipment and Intangible assets respectively is based on technical obsolescence, nature of assets, estimated usage of the assets, operating conditions of the asset, and manufacturers' warranties, maintenance and support period, etc. The charge for the depreciation or amortisation is derived after considering the expected residual value at end of the useful life.

The residual values, useful lives and methods of depreciation or amortisation of property, plant and equipment and Intangible assets respectively are reviewed by the management at each financial year

end and adjusted prospectively over the remaining useful life.

v. Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain specific estimates such as Company's credit rating.

vi. Leases-Estimate of lease period

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised.

vii. Provisions and Contingent Liabilities

Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Evaluations of uncertain provisions and contingent liabilities and assets requires judgement and assumptions regarding the probability of realization and the timing and amount, or range of amounts, that may ultimately be incurred. Such estimates may vary from the ultimate outcome as a result of differing interpretations of laws and facts. Refer note 45 for details about Contingent liabilities.

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NOTE 7: PROPERTY, PLANT AND EQUIPMENT (INCLUDING ROU ASSETS)

Particulars									₹ Mn
	Freehold land [^]	Buildings [^]	Leasehold Improvement	Plant and machinery ⁽²⁾	Furniture and fixtures	Office equipments	Vehicles	RoU Assets (refer note 47)	Total
Cost									
As at April 1, 2022	192	1,382	813	902,203	1,285	1,879	789	362,353	1,270,896
Additions	-	-	1	27,079	49	137	-	186,757	214,023
Disposals/Adjustments	-	(3)	(18)	(8,351)	(30)	(132)	(92)	(13,450)	(22,076)
Assets reclassified as AHFS (refer note 43(vi))	-	-	-	-	-	-	-	(780)	(780)
As at March 31, 2023	192	1,379	796	920,931	1,304	1,884	697	534,880	1,462,063
Additions	-	-	10	10,589	13	62	-	57,329	68,003
Disposals/Adjustments	-	-	(34)	(7,762)	(139)	(167)	(290)	(29,954)	(38,346)
As at March 31, 2024	192	1,379	772	923,758	1,178	1,779	407	562,255	1,491,720
Accumulated Depreciation									
As at April 1, 2022	-	488	728	583,464	1,225	1,792	754	193,875	782,326
Depreciation charge for the year	-	69	34	73,570	26	112	31	62,091	135,933
Disposals/Adjustments	-	(1)	(17)	(8,147)	(29)	(131)	(90)	(3,200)	(11,615)
Assets reclassified as AHFS (refer note 43(vi))	-	-	-	-	-	-	-	(63)	(63)
As at March 31, 2023	-	556	745	648,887	1,222	1,773	695	252,703	906,581
Depreciation charge for the year	-	69	36	70,127	33	48	2	61,956	132,271
Disposals/Adjustments	-	-	(30)	(7,415)	(139)	(167)	(290)	(23,642)	(31,683)
As at March 31, 2024	-	625	751	711,599	1,116	1,654	407	291,017	1,007,169
Net Book Value									
As at March 31, 2024	192	754	21	212,159	62	125	-	271,238	484,551
As at March 31, 2023	192	823	51	272,044	82	111	2	282,177	555,482

Footnotes:

(1) Refer note 23(C) for assets pledged as securities towards funded and non-funded facilities.

(2) Plant & Machinery and CWIP includes certain assets acquired on extended credit terms for which the title will be transferred to the company upon final payment to the equipment suppliers as per the contract terms. Gross Block, Net Block and CWIP of such assets as on March 31, 2024 is ₹ 23,451 Mn, ₹ 12,846 Mn and ₹ 17 Mn respectively. (March 31, 2023 is ₹ 35,496 Mn, ₹ 22,955 Mn and ₹ 8 Mn respectively).

[^] Include's certain immovable properties acquired as part of past mergers and acquisitions registered in the name of erstwhile companies.

The following is ageing schedule of Capital work-in-progress (CWIP) :

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024					
Projects in progress	4,372	373	9	-	4,754
Total	4,372	373	9	-	4,754
As at March 31, 2023					
Projects in progress	2,383	34	-	-	2,417
Total	2,383	34	-	-	2,417

Note - Project in Progress are reviewed by the management on regular basis and deployed as per business requirement.

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NOTE 8: INTANGIBLE ASSETS

Particulars	₹ Mn			
	Entry / license fees and spectrum	Brand	Computer - Software	Total
Cost				
As at April 1, 2022	1,530,442	25,948	24,340	1,580,730
Additions	17,348	-	3,046	20,394
Disposals/Adjustments	-	-	(6)	(6)
As at March 31, 2023	1,547,790	25,948	27,380	1,601,118
Additions	149	-	2,619	2,768
Disposals/Adjustments	(58,680)	-	-	(58,680)
As at March 31, 2024	1,489,259	25,948	29,999	1,545,206
Accumulated Amortisation				
As at April 1, 2022	514,170	13,924	21,011	549,105
Amortisation charge for the year	82,245	2,774	2,670	87,689
Disposals/Adjustments	-	-	(5)	(5)
As at March 31, 2023	596,415	16,698	23,676	636,789
Amortisation charge for the year	82,402	2,776	2,434	87,612
Disposals/Adjustments	(58,680)	-	-	(58,680)
As at March 31, 2024	620,137	19,474	26,110	665,721
Net Book Value				
As at March 31, 2024	869,122	6,474	3,889	879,485
As at March 31, 2023	951,375	9,250	3,704	964,329

Footnotes:

- (1) Refer note 23(C) for assets pledged as securities towards funded and non-funded facilities.
- (2) As at March 31, 2024, Entry / license fee and spectrum gross block ₹ 8,503 Mn and net block ₹ 2,615 Mn range from 0.16 years to 3.65 years and Entry / license fee and spectrum gross block ₹ 1,480,756 Mn and net block ₹ 866,507 Mn range from 6 years to 18.4 years. As at March 31, 2023, Entry / license fee and spectrum gross block ₹ 28,162 Mn and net block ₹ 6,774 Mn range from 0.91 years to 4.4 years and Entry / license fee and spectrum gross block ₹ 1,519,628 Mn and net block ₹ 944,601 Mn range from 7 years to 19.38 years.
- (3) During the previous year, the company has reassessed the estimated useful life of brand and accordingly, revised it from 10 years to 8 years and taken an additional amortisation charge of ₹ 866 Mn.

The following is ageing schedule of Intangible assets under development :

Intangible assets under development	Amount in intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2024					
Projects in progress ⁽¹⁾	113	175,390	-	-	175,503
Total	113	175,390	-	-	175,503
As at March 31, 2023					
Projects in progress ⁽¹⁾	175,761	-	-	-	175,761
Total	175,761	-	-	-	175,761

(1) Includes item referred in note 43(iii)

(2) Project in Progress are reviewed by the management on regular basis and deployed as per business requirement.

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NOTE 9: NON-CURRENT INVESTMENTS (UNQUOTED)

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
(A) Investments in Equity Instruments of Subsidiaries (at cost)		
Subsidiaries		
Vodafone Idea Manpower Services Limited ('VIMSL') 50,000 fully paid equity shares of ₹ 10 each	1	1
Vodafone Idea Telecom Infrastructure Limited ('VITIL') 1,800,000 fully paid equity shares of ₹ 10 each	18	18
Vodafone Foundation ('VF') 200 fully paid equity shares of ₹ 10 each	-*	-*
Vodafone Idea Communication Systems Limited ('VICSL') 405,263,153 fully paid equity shares of ₹ 10 each	5,872	5,872
Vodafone Idea Business Services Limited ('VIBSL') 50,000 fully paid equity shares of ₹ 10 each	-*	-*
Vodafone m-pesa Limited ('VMPL') 237,099,380 fully paid equity shares of ₹ 10 each	5,231	5,231
Vodafone Idea Shared Services Limited ('VISSL') 2,000,000 fully paid equity shares of ₹ 10 each	20	20
You Broadband India Limited ('YBIL') 75,004,960 fully paid equity shares of ₹ 10 each	3,402	3,402
Vodafone Idea Technology Solutions Limited ('VITSL') 500,000 fully paid equity shares of ₹ 10 each	5	5
Total investment in subsidiaries (A)	14,549	14,549
(B) Investments in Equity Instruments of Associate (at cost)		
Aditya Birla Idea Payments Bank Limited ('ABIPBL') 2,787,930,750 fully paid equity shares of ₹ 10 each	2,788	2,788
Total investment in associate (B)	2,788	2,788
(C) Investments in Equity Instruments of Joint Ventures		
Firefly Networks Limited ('FNL') (FVTOCI) 1,000,000 fully paid equity shares of ₹ 10 each	10	10
Total investment in joint ventures (C)	10	10
(D) Other Investments (FVTPL)		
Equity Instrument	-*	-*
Total Other Investments (D)	-*	-*
Total (A+B+C+D)	17,347	17,347
Less:		
Provision for impairment of Investment (E) ^{(1) & (2)}	15,721	15,721
Total (A+B+C+D-E)	1,626	1,626

* Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

⁽¹⁾ In the earlier years, the Company has taken a provision for impairment amounting to ₹ 2,788 Mn towards its investment in ABIPBL.

⁽²⁾ During the previous year, the Company assessed the expected cash flows and the future plans of all its subsidiary Companies and accordingly, recorded provision for impairment of ₹ 1,259 Mn for investment in YBIL. In earlier years, the company had recorded provision for impairment of ₹ 5,231 Mn, ₹ 4,300 Mn and ₹ 2,143 Mn for investment in VMPL, VICSL and YBIL respectively.

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NOTE 10: OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Deposits with body corporate and others (includes amount referred in note 58)		
- Considered Good	6,599	6,638
- Considered Doubtful	305	259
Deposits and balances with government authorities	501	138
Interest receivable	1	4
Margin money deposits	544	953
Settlement assets (refer note 43(iv))	63,939	81,209
	71,889	89,201
Allowance for doubtful advances (refer note 49)	(305)	(259)
Total	71,584	88,942

NOTE 11: OTHER NON-CURRENT ASSETS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Capital advances		
- Considered Good	21	17
- Considered Doubtful	12	28
Prepaid expenses	192	248
Advance income tax (net)	12,707	33,263
GST recoverable	-*	-*
Costs to obtain a contract with the customer (refer note 46)	6,741	8,663
Others (consisting mainly deposit against demands which are appealed against/subjudice)		
- Considered Good	46,560	60,300
- Considered Doubtful	1,395	1,395
	67,628	103,914
Allowance for doubtful advances (refer note 49)	(1,407)	(1,423)
Total	66,221	102,491

*Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

NOTE 12: INVENTORIES

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Trading Goods	2	4
Total	2	4

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NOTE 13: CURRENT INVESTMENTS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Investment in units of liquid mutual funds (quoted)	2	-
Total	2	-

NOTE 14: TRADE RECEIVABLES (UNSECURED, UNLESS OTHERWISE STATED) (INCLUDING AMOUNT REFERRED IN NOTE 58)

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Billed Receivable - Considered good	24,640	25,100
Billed Receivable - Credit impaired	1,216	1,246
Allowance for doubtful debts (refer note 49)	(9,981)	(10,218)
	15,875	16,128
Unbilled Receivables - Considered good	5,347	5,117
Total	21,222	21,245

Trade receivable are secured for amounts receivable from certain parties who have provided security deposits of ₹ 146 Mn (March 31, 2023 : ₹ 200 Mn).

The following is ageing schedule of trade receivables :

Particulars	₹ Mn					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months - 6 months	1-2 years 1 year	2-3 years	More than 3 years		
As at March 31, 2024						
Billed trade receivables						
(i) Undisputed Trade receivables - considered good	13,472	1,996	3,704	1,845	3,341	24,358
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	1,216	1,216
(iii) Disputed Trade receivables - considered good	-	-	-	-	282	282
	13,472	1,996	3,704	1,845	4,839	25,856
Less : Allowance for doubtful trade receivables - Billed						(9,981)
						15,875
Trade receivables - Unbilled						5,347
Total						21,222
As at March 31, 2023						
Billed trade receivables						
(i) Undisputed Trade receivables - considered good	13,699	3,056	2,515	1,393	4,155	24,818
(ii) Undisputed Trade Receivables – credit impaired	1	-	1	-	1,244	1,246
(iii) Disputed Trade receivables - considered good	-	-	-	-	282	282
	13,700	3,056	2,516	1,393	5,681	26,346
Less : Allowance for doubtful trade receivables - Billed						(10,218)
						16,128
Trade receivables - Unbilled						5,117
Total						21,245

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NOTE 15: CASH AND CASH EQUIVALENTS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Balances with banks		
- In current accounts	1,325	2,048
Cheques on hand	201	152
Cash on hand	16	16
Total	1,542	2,216

NOTE 16: BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Margin money deposits ⁽¹⁾	2,995	5,497
Fixed deposits with banks having maturity of 3 to 12 months	2	2
Earmarked bank balance towards dividend	-	1
Total	2,997	5,500

⁽¹⁾ Includes fixed deposit of ₹ 2,287 Mn (March 31, 2023: ₹ 2,103 Mn) having maturity of 3 to 12 months held with banks as margin money deposit against bank guarantees and letter of credits issued by banks for a period ranging from 1 to 5 years (March 31, 2023: 1 to 5 years).

NOTE 17: LOANS TO SUBSIDIARIES (UNSECURED, UNLESS OTHERWISE STATED)

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Loans to Subsidiaries ⁽¹⁾ (refer note 59)	5,763	6,291
Provision for impairment of loan ⁽²⁾	(3,407)	(3,500)
Total	2,356	2,791

⁽¹⁾ Loans have been provided for general corporate purpose and repayable on demand. The loans to Subsidiaries is interest free. Maximum loan outstanding during the year is ₹ 6,316 Mn (March 31, 2023: ₹ 6,679 Mn).

⁽²⁾ Includes ₹ 2,630 Mn for loan to VIBSL (March 31, 2023: ₹ 2,630 Mn), ₹ 772 Mn for loan to VMPL (March 31, 2023: ₹ 789 Mn), ₹ Nil Mn for loan to VITSL (March 31, 2023: ₹ 76 Mn), ₹ 5 Mn for loan to VF (March 31, 2023: ₹ 5 Mn).

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NOTE 18: OTHER CURRENT FINANCIAL ASSETS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Interest Receivable		
- Considered Good	86	89
- Considered Doubtful	2	2
Deposits with body corporate and others	-	2
Deposits and balances with government authorities	2	2
Derivative assets at fair value through profit or loss	-	15
Business consideration receivable (refer note 58)	37,095	41,877
Other receivables	433	274
	37,618	42,261
Allowance for doubtful advances (refer note 49)	(2)	(2)
Total	37,616	42,259

NOTE 19: OTHER CURRENT ASSETS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
GST recoverable		
- Considered Good	77,915	85,032
- Considered Doubtful	750	623
Prepaid expenses	1,561	1,254
Costs to obtain a contract with the customer (refer note 46)	20,324	20,404
Others		
- Considered Good (includes amount referred to in note 52)	260	485
- Considered Doubtful	360	539
	101,170	108,337
Allowance for doubtful advances (refer note 49)	(1,110)	(1,162)
Total	100,060	107,175

NOTE 20: ASSETS CLASSIFIED AS HELD FOR SALE

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Leasehold land (refer note 43(vi))	493	493
Total	493	493

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NOTE 21: EQUITY SHARE CAPITAL

Particulars	As at March 31, 2024		As at March 31, 2023	
	Numbers	Amount	Numbers	Amount
EQUITY SHARE CAPITAL				
Authorised share capital*				
Equity Shares of ₹ 10 each	70,000,000,000	700,000	70,000,000,000	700,000
Preference shares of ₹ 10 each	5,000,000,000	50,000	5,000,000,000	50,000
	75,000,000,000	750,000	75,000,000,000	750,000
Issued, subscribed and paid-up share capital				
Equity Shares of ₹10 each fully paid up#	50,119,820,375	501,198	48,679,689,205	486,797
	50,119,820,375	501,198	48,679,689,205	486,797

* On April 6, 2024 Board of Directors of the Company and on May 8, 2024 the Shareholders of the Company has approved an increase in Authorised share capital of the Company from ₹ 750,000 Mn (divided into ₹ 700,000 Mn equity share capital and ₹ 50,000 Mn preference share capital) to ₹ 1,000,000 Mn (divided into ₹ 950,000 Mn equity share capital and ₹ 50,000 Mn preference share capital).

Refer note 65

(a) Reconciliation of number of shares outstanding

Particulars	As at March 31, 2024		As at March 31, 2023	
	Numbers	Amount	Numbers	Amount
Equity shares outstanding at the beginning of the year	48,679,689,205	486,797	32,118,847,885	321,188
Issue of shares under ESOS (refer note 51)	131,170	1	-	-
Issue of share pursuant to conversion of convertible share warrants (refer note 43(i))	-	-	427,656,421	4,277
Issue of shares to Government of India (refer note 3)	-	-	16,133,184,899	161,332
Issue of shares pursuant to conversion of OCD's (refer note 43(ii))	1,440,000,000	14,400	-	-
Equity shares outstanding at the end of the year	50,119,820,375	501,198	48,679,689,205	486,797

(b) Terms/ rights attached to issued, subscribed and paid up equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholders	As at March 31, 2024		As at March 31, 2023	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of ₹ 10 each fully paid				
Department of Investment and Public Asset Management(Government of India)	16,133,184,899	32.19%	16,133,184,899	33.14%
Euro Pacific Securities Limited	5,593,277,865	11.16%	5,593,277,865	11.49%
Grasim Industries Limited	3,317,566,167	6.62%	3,317,566,167	6.82%
Oriana Investments Pte Ltd	2,993,171,886	5.97%	2,993,171,886	6.15%
Prime Metals Limited	2,756,484,727	5.50%	2,756,484,727	5.66%

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(d) Details of promoters holding shares in the Company

Name of the promoters	As at March 31, 2024			As at March 31, 2023		
	Numbers	% holding in the class	% change during the year	Numbers	% holding in the class	% change during the year
Equity shares of ₹ 10 each fully paid						
Euro Pacific Securities Ltd	5,593,277,865	11.16%	-0.33%	5,593,277,865	11.49%	-4.59%
Grasim Industries Limited	3,317,566,167	6.62%	-0.20%	3,317,566,167	6.82%	-3.51%
Oriana Investments PTE LTD	2,993,171,886	5.97%	-0.18%	2,993,171,886	6.15%	-3.17%
Prime Metals Ltd	2,756,484,727	5.50%	-0.16%	2,756,484,727	5.66%	-2.92%
Mobilvest	1,675,994,466	3.34%	-0.10%	1,675,994,466	3.44%	-1.78%
Vodafone Telecommunications (India) Limited	1,624,511,788	3.24%	-0.10%	1,624,511,788	3.34%	-1.72%
Trans Crystal Ltd	1,461,143,311	2.92%	-0.09%	1,461,143,311	3.00%	-1.55%
Asian Telecommunications Investments (Mauritius) Limited	980,469,868	1.96%	-0.06%	980,469,868	2.01%	-1.04%
Elaine Investments PTE LTD	861,128,643	1.72%	-0.05%	861,128,643	1.77%	-0.91%
Al - Amin Investments Ltd.	812,744,186	1.62%	-0.05%	812,744,186	1.67%	-0.86%
Hindalco Industries Ltd.	751,119,164	1.50%	-0.04%	751,119,164	1.54%	-0.80%
CC II Mauritius INC	446,059,752	0.89%	-0.03%	446,059,752	0.92%	-0.47%
IGH Holdings Private Limited	407,528,454	0.81%	-0.02%	407,528,454	0.84%	-0.43%
Birla TMT Holdings Private Limited	353,798,538	0.71%	-0.02%	353,798,538	0.73%	-0.37%
Omega Telecom Holdings Private Limited	279,017,784	0.56%	-0.02%	279,017,784	0.57%	-0.30%
Pilani Investment And Industries Corporation Limited	109,028,530	0.22%	-0.01%	109,028,530	0.22%	-0.12%
Usha Martin Telematics Limited	91,123,113	0.18%	-0.01%	91,123,113	0.19%	-0.10%
Mr. Kumar Mangalam Birla	864,906	0.00%	0.00%	864,906	0.00%	0.00%
TOTAL	24,515,033,148	48.91%	-1.45%	24,515,033,148	50.36%	-24.63%

(e) Shares reserved for issue under options

Refer note 51 for details of shares reserved for issue under the employee stock option scheme.

NOTE 22: OTHER EQUITY

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
(i) Capital reserve⁽¹⁾		
Opening balance	(97,462)	(97,462)
Change during the year	-	-
Closing balance (A)	(97,462)	(97,462)
(ii) Capital reduction reserve⁽²⁾		
Opening balance	277,787	277,787
Change during the year	-	-
Closing balance (B)	277,787	277,787
(iii) Debenture redemption reserve		
Opening balance	4,408	4,408
Transfer to general reserve	(4,408)	-
Closing balance (C)	-	4,408

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Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
(iv) Securities premium		
Opening balance	1,095,904	1,095,861
Transfer from Outstanding employee stock options reserve on exercise of options	14	-
Conversion of convertible share warrants into equity shares (net of share issue expenses of ₹ 42 Mn) (refer note 43(i))	-	43
Closing balance (D)	1,095,918	1,095,904
(v) Amalgamation adjustment deficit account⁽³⁾		
Opening balance	(488,444)	(488,444)
Change during the year	-	-
Closing balance (E)	(488,444)	(488,444)
(vi) General Reserve⁽⁴⁾		
Opening balance	22,256	22,256
Transfer from debenture redemption reserve	4,408	-
Closing balance (F)	26,664	22,256
(vii) Retained Earnings		
Opening balance	(2,052,770)	(1,763,104)
Net Profit/(Loss) for the year	(312,362)	(293,078)
Other Comprehensive Income/(Loss)	(91)	95
Share-based payment expenses (refer note 51)	4	12
Adjustment on account of settlement of financial liability (refer note 3)	-	3,305
Closing balance (G)	(2,365,219)	(2,052,770)
(viii) Employee stock options reserve		
Opening balance	38	50
Transfer to Securities premium account on exercise of options	(14)	-
Share-based payment expenses (refer note 51)	(4)	(12)
Closing balance (H)	20	38
(ix) Business restructuring reserve		
Opening balance	25,409	25,409
Change during the year	-	-
Closing balance (I)	25,409	25,409
(x) Reserve for equity Instrument through other comprehensive income		
Opening balance	(12,311)	(12,311)
Other Comprehensive Income recognised directly in retained earnings	-	-
Closing balance (J)	(12,311)	(12,311)
(xi) Convertible Share Warrants		
Opening balance	-	-
Issue of convertible share warrants (refer note 43(i))	-	4,362
Conversion of convertible share warrants into equity shares (refer note 43(i))	-	(4,362)
Closing balance (K)	-	-
Total (A+B+C+D+E+F+G+H+I+J+K)	(1,537,638)	(1,225,185)

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- (1) Capital reserve comprises of capital receipt, received as compensation from an erstwhile Joint Venture partner for failure to subscribe in the equity shares of erstwhile Vodafone India Limited (“VInL”) in earlier years, settlement liability created on merger of erstwhile VInL and erstwhile Vodafone Mobile Services Limited (“VMsL”) with the Company and impacts pursuant to merger of Aditya Birla Telecom Limited (“ABTL”) with the Company.
- (2) Capital reduction reserve was created by VInL on distribution of VInL’s share in Indus Towers Limited to shareholders of VInL in accordance with capital reduction scheme. This reserve is not available for distribution as dividend.
- (3) The Company has accounted for the merger of VInL and VMsL with the Company under ‘pooling of interest’ method. Consequently, investment of VInL in VMsL, share capital of VInL and VMsL has been cancelled. The difference between the face value of shares issued by the Company and the value of shares and investment so cancelled has been recognized in Amalgamation Adjustment Deficit Account of ₹ (488,408) Mn. Also pursuant to merger of Idea Telesystems Limited (“ITL”) with the Company, share capital of ITL and investment of the Company have been cancelled. The difference between equity of ITL and investment of the Company of ₹ (36) Mn has been recognized in Amalgamation Adjustment Deficit Account. From utilisation perspective, this is an unrestricted reserve.
- (4) Includes ₹ 1,393 Mn (March 31, 2023: ₹ 1,393 Mn) is not available for distribution of dividend.

NOTE 23(A): LOANS FROM BANKS AND OTHERS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Secured Loans		
Term Loans		
- Rupee loan from banks	-	1,351
Total Secured loans (A)	-	1,351
Unsecured Loans		
Optionally Convertible Debentures (OCDs) (refer note 43(ii))	-	8,000
Total Unsecured Loans (B)	-	8,000
Total (A+B)	-	9,351

NOTE 23(B): DEFERRED PAYMENT OBLIGATIONS (UNSECURED)

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Deferred Payment obligation towards Spectrum (refer note 3)	1,325,766	1,228,085
Deferred Payment obligation pursuant to AGR judgment (refer note 3)	703,196	655,462
Deferred Payment Others	-	3
Total	2,028,962	1,883,550

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(C) (i) Security clause

Type of Borrowing	Outstanding Secured Loan Amount		Security Offered ⁽²⁾
	As at March 31, 2024	As at March 31, 2023	
Rupee Loan	-	9,950	First Ranking pari passu charge on movable fixed assets of the company excluding ⁽¹⁾ : a) Spectrum and Telecom licenses b) Vehicles upto ₹ 2,500 Mn c) Passive telecom infrastructure
Rupee Loan	39,011	52,771	First Ranking pari passu charge on all the movable assets (including current/non current assets), immovable assets and intangible assets of the Company excluding ⁽¹⁾ : a) Spectrum and Telecom Licenses b) Vehicles upto ₹ 2,500 Mn c) Passive Telecom Infrastructure
Rupee Loan	1,364	3,182	First Ranking pari passu charge (to be created) on all the movable assets and current assets of the Company excluding: a) Spectrum and Telecom Licenses b) Vehicles upto ₹ 2,500 Mn c) Passive Telecom Infrastructure d) Cash margin provided against specific facility (present or future)
Rupee Loan	-	14,824	a) Extension of exclusive first charge by way of hypothecation over the entire fibre assets owned by one of the Group Company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee c) Extension of exclusive charge by way of mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds; d) Extension of exclusive charge on Fixed Deposit of ₹ 2,200 Mn out of cash margin given to a bank.
Sub-Total	40,375	80,727	
Unamortised upfront fees	(13)	(105)	
Total	40,362	80,622	

⁽¹⁾ Security offered does not cover properties / assets acquired pursuant to amalgamation of VInL and VMSL with the Company.⁽²⁾ Security offered does not cover RoU assets and PPE for which the title will be transferred to the company on final payment. (refer note 7(2))

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(C) (ii) Security clause

₹ Mn

Type of funding	Security Amount		Outstanding Facility Amount		Security Offered ⁽²⁾
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	
	20,000	20,000	-	-	First Ranking Pari Passu charge on movable (including CWIP) and current assets of the Company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses
	26,250	26,250	3,430	4,959	Second Ranking pari passu charge on movable (including CWIP) and current assets of the Company ⁽¹⁾
	90,900	90,900	40,441	40,507	Second Ranking pari passu charge on movable (including CWIP) and current assets of the Company excluding ⁽¹⁾ a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses
	3,000	3,000	319	319	Second Ranking pari passu charge on movable (including CWIP) assets of the Company ⁽¹⁾
	41,500	41,500	9,634	9,646	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses
Bank Guarantee and Letter of Credit	21,500	21,500	1,597	1,597	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses Charge on Fixed Deposit of ₹ 722 Mn
	19,350	19,350	-	-	a) a first ranking pari passu charge by way of hypothecation over all the Fiber Assets owned by one of the Group company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee; c) a first ranking pari passu mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds. d) Charge on fixed deposit of ₹ 1,935 Mn
	5,142	5,142	-	445	(i) First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses
	10,000	10,000	1,096	1,341	Charge on fixed deposit upto ₹10,000 Mn
Total	237,642	237,642	56,517	58,814	

Note: Apart from this, the Company also has unsecured bank guarantees and letter of credits of ₹ 2,538 Mn. (March 31, 2023: ₹ 2,948 Mn.)

⁽¹⁾ Security offered does not cover properties / assets acquired pursuant to amalgamation of VInL and VMSL with the Company.

⁽²⁾ Security offered does not cover RoU assets and PPE for which the title will be transferred to the company on final payment. (refer note 7(2))

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(D) Repayment terms of loans from banks and others as on March 31, 2024

₹ Mn

Type of Borrowing	Current maturities of loans from banks and others	Repayment Terms for the Balance Amount
(i) Secured Loans		
a) Rupee Loan ⁽¹⁾	24,218	a) Repayable in 1 quarterly installment of 3.75% of the total drawn amount in June, 2024 b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024 c) Repayable in 1 quarterly installment of 2.5% of the total drawn amount in September, 2026 d) Balance repayable in December 2026
b) Rupee Loan ⁽¹⁾	12,000	Repayable in 8 equal quarterly installments starting June, 2024
c) Rupee Loan ⁽¹⁾	2,793	Repayable in June, 2026
d) Rupee Loan	1,364	Repayable in 3 quarterly equal installments starting from June, 2024
Sub-Total	40,375	
Unamortised upfront fees	(13)	
Sub-Total (A)	40,362	
(ii) Unsecured Loans		
a) Optionally Convertible Debentures	1,600	Refer note 43(ii)
Sub-Total	1,600	
Unamortised upfront fees	-*	
Sub-Total (B)	1,600	
Grand Total (A+B)	41,962	

* Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported

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(D) Repayment terms of loans from banks and others as on March 31, 2023

₹ Mn

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Short term Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans					
a) Rupee Loan ⁽¹⁾	31,875	-	-	31,875	a) Repayable in 5 equal quarterly installments of 3.75% each of the total drawn amount starting June, 2023 b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024 c) Repayable in 2 equal quarterly installments of 2.5% each of the total drawn amount starting September, 2026
b) Rupee Loan	9,950	-	-	9,950	Repayable in February, 2024
c) Rupee Loan ⁽¹⁾	19,500	-	-	19,500	Repayable in 13 equal quarterly installments starting June, 2023
d) Rupee Loan ⁽¹⁾	1,396	-	-	1,396	Repayable in June, 2026
e) Rupee Loan	-	-	14,824	14,824	Repayable in an installment of ₹ 2,500 Mn in May, 2023 and balance repayable in August, 2023
f) Rupee Loan	1,818	1,364	-	3,182	Repayable in 7 equal quarterly installments starting from June, 2023
Sub-Total	64,539	1,364	14,824	80,727	
Unamortised upfront fees	(16)	(13)	(76)	(105)	
Sub-Total (A)	64,523	1,351	14,748	80,622	
(ii) Unsecured Loans					
a) Foreign currency Loan ⁽¹⁾	389	-	-	389	Repayable in April, 2023
b) Rupee Term Loan ⁽¹⁾	10,000	-	-	10,000	Repayable in June, 2023
c) Rupee Term Loan ⁽¹⁾	5,000	-	-	5,000	Repayable in 2 equal quarterly installments starting April, 2023
d) Rupee Term Loan	306	-	-	306	Repayable in 2 half yearly installments starting from June, 2023
e) Redeemable Non Convertible Debentures	15,000	-	-	15,000	Repayable in September, 2023
f) Optionally Convertible Debentures	8,000	8,000	-	16,000	Refer note 42(ii)
Sub-Total	38,695	8,000	-	46,695	
Unamortised upfront fees	(25)	-	-	(25)	
Sub-Total (B)	38,670	8,000	-	46,670	
Grand Total (A+B)	103,193	9,351	14,748	127,292	

⁽¹⁾ Some of the Company's loans are subjected to covenant clauses, whereby the Company is required to meet certain specified financial ratios. The Company has not met certain financial ratios for some of these arrangements, the gross outstanding amount for which as at March 31, 2024 was ₹ 39,011 Mn (March 31, 2023 ₹ 68,160 Mn). Accordingly, as at March 31, 2024 loans amounting to ₹ 23,636 Mn (March 31, 2023 ₹ 39,271 Mn) has been re-classified from non-current borrowings to current maturities of long term debt. As on the reporting date, none of the banks have approached for early repayment.

⁽²⁾ Periodic reports / statements submitted by the Company to the banks as required are in agreement with the audited / unaudited books of accounts of the Company.

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(E) Repayment terms of deferred payment obligations as on March 31, 2024

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment obligation towards spectrum acquired in (refer note 3)				
a) November - 2012 auctions	-	13,953	13,953	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	275,009	275,009	Repayable in 7 equal annual installments starting March, 2026 / September, 2026
c) March - 2015 auctions	-	610,729	610,729	Repayable in 8 equal annual installments starting April, 2026 / Repayable in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	250,257	250,257	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	568	14,045	14,613	Repayable in 15 equal annual installments starting March, 2025
f) August - 2022 auctions (refer note 43(iii))	4,806	161,773	166,579	Repayable in 18 equal annual installments starting from August 2024
Sub-Total (A)	5,374	1,325,766	1,331,140	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 3) (B)	-	703,196	703,196	Repayable in 6 equal annual installments starting March, 2026
Grand Total (A+B)	5,374	2,028,962	2,034,336	

(E) Repayment terms of deferred payment obligations as on March 31, 2023

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Obligations towards spectrum acquired in (refer note 3)				
a) November - 2012 auctions	-	12,714	12,714	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	250,008	250,008	Repayable in 7 equal annual installments starting March, 2026 / September, 2026
c) March - 2015 auctions	-	555,208	555,208	Repayable in 8 equal annual installments starting April, 2026 / Repayable in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	228,963	228,963	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	529	14,614	15,143	Repayable in 16 equal annual installments starting March, 2024
f) August - 2022 auctions (refer note 43(iii))	4,483	166,578	171,061	Repayable in 19 equal annual installments starting from August 2023
Sub-Total (A)	5,012	1,228,085	1,233,097	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 3) (B)	-	655,462	655,462	Repayable in 6 equal annual installments starting March, 2026
(iii) Deferred Payment Others (C)	6	3	9	Repayable in monthly installment starting April, 2023
Grand Total (A+B+C)	5,018	1,883,550	1,888,568	

(F) Interest rate for Rupee Term Loan and debentures ranges from 11.05% to 13.05% (March 31, 2023: from 8.81% to 12.15%), Foreign currency loan: Nil (March 31, 2023: 6.07%) and Deferred Payment obligations from 7.2% to 10% (March 31, 2023: from 7.2% to 10%).

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NOTE 24: OTHER NON-CURRENT FINANCIAL LIABILITIES

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Payable for capital expenditure (includes amount referred in note 7(2))	68	344
Interest accrued but not due on deferred payment obligations	72,865	66,279
Total	72,933	66,623

NOTE 25: LONG TERM PROVISIONS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Compensated absences	14	26
Asset retirement obligation (refer note 50)	25	45
Total	39	71

NOTE 26: OTHER NON-CURRENT LIABILITIES

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Deferred revenue	726	621
Total	726	621

NOTE 27: SHORT TERM BORROWINGS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Secured Loans		
Short term loans from banks (refer notes 23(C) and 23(D))	-	14,748
Current maturities of loans from banks and others (refer notes 23(C) and 23(D))	40,362	64,523
Unsecured Loans		
Current maturities of loans from banks and others (refer notes 23(D))	1,600	38,670
Current maturities of Deferred Payment obligations (refer note 23(E))	5,374	5,018
Short term loan from Subsidiary Companies (refer note 58) ⁽¹⁾	2,556	2,345
Total	49,892	125,304

⁽¹⁾ Unsecured short term loan from subsidiary companies is repayable on demand on which interest rate is from 7.09% p.a to 7.40% p.a. (March 31, 2023 : 4.87% p.a. to 6.98% p.a.).

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NOTE 28: TRADE PAYABLES (INCLUDING AMOUNT REFERRED IN NOTE 58)

(A) The following is ageing schedule of trade payables :

₹ Mn

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024						
(i) Micro enterprises and small enterprises	219	845	5	3	22	1,094
(ii) Others	6,698	42,796	5,638	5,395	18,362	78,889
	6,917	43,641	5,643	5,398	18,384	79,983
Accrued expenses						59,983
Total						139,966
Non Current						750
Current						139,216
As at March 31, 2023						
(i) Micro enterprises and small enterprises	547	539	5	5	18	1,114
(ii) Others	10,929	44,225	5,816	8,760	10,404	80,134
	11,476	44,764	5,821	8,765	10,422	81,248
Accrued expenses						56,918
Total						138,166
Non Current						1,054
Current						137,112

(B) INFORMATION AS PER THE REQUIREMENT OF SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

The dues to micro and small enterprises as required under MSMED Act, 2006, based on the information available with the Company, is given below:

Particulars	As at March 31, 2024	As at March 31, 2023
a) (i) The principal amount remaining unpaid to any supplier at the end of accounting year included in trade payables	804	873
(ii) The interest due on above	24	16
The total of (i) & (ii)	828	889
b) The amount of interest paid by the buyer in terms of section 16 of the Act	-	-
c) The amount of the payment made to the supplier beyond the appointed day during the accounting year	4,794	8,023
d) The amounts of interest accrued and remaining unpaid at the end of financial year	290	241
e) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act.	100	121

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NOTE 29: OTHER CURRENT FINANCIAL LIABILITIES

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Payable for capital expenditure (includes amount referred in note 7(2))	70,192	63,626
Accrual towards One Time Spectrum Charges (OTSC) (refer note 43(v))	65,410	56,449
Interest accrued but not due on Loans from banks and others	166	2,773
Interest accrued but not due on deferred payment obligations	7,512	7,717
Unpaid dividend	-	1
Derivative liabilities at fair value through profit or loss (forward contracts)	-	26
Security deposits from customers and others	4,849	2,783
Settlement liabilities (refer note 43(iv))	-	17,270
Total	148,129	150,645

NOTE 30: OTHER CURRENT LIABILITIES

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Deferred revenue and advance from customers ⁽¹⁾	26,494	26,273
Taxes, regulatory and statutory liabilities	52,431	48,778
Total	78,925	75,051

⁽¹⁾ Revenue recognised during the year from deferred revenue and advance from customers (contract liability) at the beginning of the year is ₹ 26,273 Mn (March 31, 2023: ₹ 27,613 Mn).

NOTE 31: SHORT TERM PROVISIONS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Gratuity (refer note 52)	210	-
Compensated absences	10	23
Asset retirement obligation (refer note 50)	113	91
Total	333	114

NOTE 32: OTHER OPERATING INCOME

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Liabilities no longer required written back	681	137
Miscellaneous receipts (including amount referred in note 58)	76	193
Total	757	330

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NOTE 33: OTHER INCOME

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income	375	2,417
Gain on Mutual Funds (including fair value gain/(loss))	239	290
Total	614	2,707

NOTE 34: EMPLOYEE BENEFIT EXPENSES

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	17,213	14,937
Contribution to provident, gratuity and other funds (refer note 52)	1,085	984
Share based payment expenses (ESOS) (refer note 51) ⁽¹⁾	-	2
Staff welfare	904	839
Recruitment and training	68	89
Total	19,270	16,851

⁽¹⁾ Includes charge on account of cash settled ESOP of ₹ Nil (March 31, 2023: ₹ 2 Mn).

NOTE 35: NETWORK EXPENSES AND IT OUTSOURCING COST

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Security service charges	615	633
Power and fuel (including amount referred in note 58)	56,004	57,644
Repairs and maintenance - plant and machinery	23,948	24,650
Lease line and connectivity charges (including amount referred in note 58)	13,101	12,072
Network insurance	504	660
Other network operating expenses	362	1,298
IT outsourcing cost	7,395	7,114
Total	101,929	104,071

NOTE 36: LICENSE FEES AND SPECTRUM USAGE CHARGES

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
License fees	31,107	31,040
Spectrum usage charges	5,528	8,874
Total	36,635	39,914

NOTE 37: ROAMING AND ACCESS CHARGES

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Roaming charges	3,711	3,935
Access charges	37,466	35,056
Total	41,177	38,991

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NOTE 38: SUBSCRIBER ACQUISITION AND SERVICING EXPENDITURE

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Cost of sim and recharge vouchers	2,845	3,558
Commission to dealers and others (refer note 46)	36,221	28,955
Customer verification expenses (refer note 46)	764	644
Collection, telecalling and servicing expenses	2,660	3,266
Customer retention and customer loyalty expenses	803	883
Total	43,293	37,306

NOTE 39: ADVERTISEMENT, BUSINESS PROMOTION EXPENDITURE AND CONTENT COST

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Advertisement & Business promotion expenditure (including amount referred in note 58)	2,274	2,829
Content cost	3,369	6,572
Total	5,643	9,401

NOTE 40: OTHER EXPENSES

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Repairs and maintenance		
Building	208	149
Others	2,686	2,657
Other insurance	1	1
Rates and taxes	122	91
Electricity	156	238
Printing and stationery	37	43
Communication expenses	17	50
Travelling and conveyance	971	846
Bad debts / advances written off	2,029	1,150
Allowances for doubtful debts and advances (refer note 49)	(352)	30
Loss/(Gain) on disposal of property, plant and equipment (net)	(487)	(574)
Directors Sitting Fees (refer note 58)	6	9
Legal and professional charges	646	596
Audit fees (refer note 53)	76	76
Support service charges (including amount referred in note 58)	2,889	3,121
Miscellaneous expenses	1,035	1,342
Total	10,040	9,825

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NOTE 41: FINANCE COSTS

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
₹ Mn		
Interest		
- On fixed period loan (Net of ₹ Nil capitalised, Previous year ₹ 679 Mn) ⁽¹⁾	9,673	15,238
- On deferred payment obligation towards spectrum (Net of ₹ Nil capitalised, March 31, 2023 ₹ 4,196 Mn) ⁽¹⁾	123,083	104,251
- On deferred payment obligation pursuant to AGR judgement	52,509	49,576
- On lease liabilities (refer note 47)	36,278	36,157
- On One Time Spectrum Charges (refer note 43(v))	8,961	6,877
- Others (including amount referred to in note 43(vii))	24,913	15,844
Other finance charges	1,521	2,076
Total interest expense	256,938	230,019
Exchange difference (net)	703	3,511
Loss / (gain) on derivatives (including fair value changes on derivatives)	(11)	(91)
Total	257,630	233,439

⁽¹⁾ During the previous year, capitalisation rate used to determine amount of borrowing cost to be capitalised is 7.2% to 11.95%.

NOTE 42: EXCEPTIONAL ITEMS (NET)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
₹ Mn		
Provision for impairment towards investment in subsidiary	-	(1,259)
Differential entry fees impact (refer note 43(viii))	7,555	-
Loss on remeasurement of leasehold land (refer note 43(vi))	-	(224)
Total	7,555	(1,483)

⁽¹⁾ Amounts given in above Exceptional items (net) represents Exceptional gain/(loss).

NOTE 43: SIGNIFICANT TRANSACTIONS / NEW DEVELOPMENTS

- i) During the previous year, the Board of Directors of the Company at its meeting held on July 22, 2022 approved issuance of 427,656,421 warrants each convertible into one fully paid-up equity share of face value of ₹ 10/- for cash at a price of ₹ 10.20/- to an entity forming part of the promoter group, aggregating upto ₹ 4,362 Mn, which were allotted on July 25, 2022. Pursuant to the exercise of the right of conversion attached to the warrants, the Board of Directors of the Company at its meeting held on February 14, 2023 approved conversion of these warrants into equity shares and consequently allotted 427,656,421 equity shares to the promoter group entity.
- ii) During the previous year, the Board of Directors of the Company at its meeting held on January 31, 2023 has re-approved issuance of upto 16,000 optionally convertible, unsecured, unrated and unlisted Indian Rupee denominated debentures (OCDs) having a face value of ₹ 1,000,000 each, in one or more tranches, aggregating upto ₹ 16,000 Mn, each convertible into 100,000 equity shares of face value of ₹ 10/- each at a conversion price of ₹ 10/- to ATC Telecom Infrastructure Private Limited ('ATC'), a non-promoter of the Company, on a preferential basis. The Capital Raising Committee of the Board of Directors of the Company has, at its meeting held on February 27, 2023 and February 28, 2023, allotted a total of 16,000 number of OCDs to ATC which was redeemable in two equal instalments in August 2023 and August 2024. During the year, the Company and ATC have agreed to extend the period of redemption of 8,000 OCDs from 6 months from date of allotment i.e. August 2023 to 18 months from date of allotment i.e. August 2024. Further, as per terms of the agreement, holder of OCDs is entitled to convert OCDs into equity shares of the Company at all time and the Company also has right to convert the outstanding OCDs into equity shares after 1 year of the issuance subject to the Company's equity shares price being equal to or higher than the pre agreed share price.

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On March 18, 2024, in accordance with the terms of the OCDs, ATC has requested the Company for conversion of 14,400 OCDs into 1,440,000,000 fully paid-up Equity Shares and accordingly, on March 23, 2024, the Company allotted 1,440,000,000 equity shares of face value of ₹ 10/- each at an issue price of ₹ 10/- per equity share to ATC.

- iii) During the previous year, the DoT conducted auctions for various spectrum bands which got concluded on August 1, 2022. The Company successfully bid for its spectrum requirements at a total cost of ₹ 187,863 Mn as under:
- 3300 MHz band in 17 priority circles (for providing 5G services)
 - 26 GHz band in 16 circles (for providing 5G services)
 - Additional 4G spectrum acquisition in 3 circles i.e. Andhra Pradesh, Karnataka and Punjab

The validity of the above spectrum is for a 20 year period starting from the effective date as mentioned in the Frequency Assignment Letter for respective service areas. As per the payment options available, the Company has chosen the deferred payment option. In the previous year, the Company has capitalised the cost pertaining to additional 4G spectrum amounting to ₹ 17,348 Mn and has recorded cost pertaining to 5G spectrum amounting to ₹ 170,515 Mn and related borrowing cost of ₹ 4,875 Mn as 'Intangible assets under development'. As on March 31, 2024, 'Intangible assets under development' includes ₹ 175,390 Mn related to 5G spectrum.

- iv) The Implementation Agreement entered between the parties defines a settlement mechanism between the Company and the promoters of erstwhile Vodafone India Limited ("VInL") for any cash inflow/outflow that could possibly arise to/by the Company towards settlement of certain outstanding disputes pertaining to the period until May 31, 2018. As at March 31, 2024, the Company had recognized settlement assets amounting to ₹ 63,939 Mn. The settlement of such assets recognized was to happen periodically based on cash inflow/ outflow incurred as defined in the Implementation Agreement starting from June 2020 but not beyond June 2025. The receivables of ₹ 63,939 Mn as at March 31, 2024 (March 31, 2023: settlement asset of ₹ 81,209 Mn and settlement liability of ₹ 17,270 Mn) is subject to further cash inflows / outflows incurred till June 2025 and hence, classified as non-current financial assets. The Company believes that it will be able to recover this amount in terms of the Implementation Agreement even if the related liabilities are paid beyond June 2025 based on the deferment of AGR dues availed by the Company. The settlement between the Company and VInL promoters for any cash outflow that could possibly arise shall be subject to requisite approvals, if any, which would be evaluated/obtained at the time of settlement to VInL promoters.
- v) One Time Spectrum Charges (Beyond 4.4 MHz):

During the financial year 2012-13, DoT had issued demand notices towards one time spectrum charges (hereinafter referred to as "OTSC"). The demands on the Company i.e. formerly Idea Cellular Limited have been challenged by way of writ petition before the Bombay High Court (BHC). The erstwhile Vodafone India Limited (VInL) and erstwhile Vodafone Mobile Services Limited (VMSL) had challenged the demands before the TDSAT. The grounds taken before BHC and TDSAT were different though.

On July 4, 2019 TDSAT in its judgement quashed the demands levied on erstwhile VInL and VMSL and inter alia held that:

- For spectrum up to 6.2 MHz, OTSC is not chargeable and accordingly demand set aside.
- For spectrum beyond 6.2 MHz,
 - Allotment after July 1, 2008, OTSC shall be levied from the date of allotment of such spectrum.
 - Allotment before July 1, 2008, OTSC shall be levied from January 1, 2013 till the date of expiry of license.
 - Conditions as stated in para 1 (v) of the impugned order dated December 28, 2012 (given hereunder) is arbitrary and illegal and is accordingly set aside, i.e. Upfront charges in the case of spectrum holding in multiple bands (900 MHz and 1800 MHz), spectrum in 1800 MHz band will be accounted for first, towards the limit of 4.4 MHz was held to be arbitrary and illegal and accordingly set aside.

Thereafter VIL filed an appeal before the Honourable Supreme Court against the TDSAT judgement. On March 16, 2020, Honourable Supreme Court dismissed the petition filed by the Company challenging the levy of OTSC beyond 6.2 MHz. Following the dismissal of the Company's appeal by the Honourable Supreme Court on March 16, 2020, the Company is yet to receive any demand from DoT in line with the TDSAT order. VIL proceedings before the BHC in respect of Idea Cellular Limited remains pending. DoT preferred an appeal against the entire TDSAT judgement and sought stay on the impugned judgement. The matter is pending before the Honourable Supreme Court.

The Company, on prudence basis, has recognized a charge for spectrum holding beyond 6.2 MHz in line with the TDSAT order. The amount has been calculated basis the demand computation that was raised by DoT in July 2018 for Bank Guarantees to be given for OTSC in line with the M&A guidelines at the time of merger. Accordingly, the Company has recognised interest cost of ₹ 8,961 Mn (March 31, 2023: ₹ 6,877 Mn) in Statement of Profit and loss. Accordingly, the Company has disclosed an accrual towards One Time Spectrum Charges of ₹ 65,410 Mn (March 31, 2023: ₹ 56,449 Mn) under Other current financial liabilities.

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vi) During the previous year, on March 28, 2023, the Company has entered into a term sheet with a prospective buyer for assignment of certain leasehold rights of land. Accordingly, the Company has reclassified such leasehold land from RoU assets to Assets held for sale (AHFS). As the carrying value of the asset is higher than the expected fair value less cost of sell, the Company has adjusted carrying value of AHFS and recognised re-measurement loss of ₹ 224 Mn equivalent to such differences under Exceptional Items in financial year 2022-23. The transaction is subject to conditions precedent mentioned in term sheet and expected to be completed in financial year 2024-2025.

vii) On 16th October, 2023, the Honourable Supreme Court of India pronounced a judgement regarding the tax treatment of annual Revenue Share License Fee (RSLF) paid to DOT since July 1999 and held that it merits the same tax treatment as the upfront fee that is paid at the time of acquisition of a telecom license. The Company has been treating RSLF as revenue expenses for the purpose of taxation. This decision does not result in a permanent disallowance but leads to a staggered allowance of RSLF over the balance period of the license resulting into lower taxable deduction in the initial years of a license and a higher deduction in the later period of the license.

Over the years, the Company has acquired various licenses from DoT and also acquired companies having telecom licenses and merged these entities into the Company resulting in cancellation of licenses pertaining to those entities on merger. Based on initial evaluation, after considering the allowable deductions for the period and on a best estimate basis, a tax provision of ₹ 8,220 Mn and interest of ₹ 2,630 Mn are recorded under "Current tax" and "Finance costs" respectively, and corresponding effect has been recorded as Current tax liability of ₹ 5,217 Mn and adjusted ₹ 5,633 Mn in Other Non-Current Assets in the financial statements. Due to tax losses carried forward, higher deductions in future periods do not meet the criteria for the recognition of deferred tax assets under Ind AS 12 - Income Taxes.

viii) On July 23, 2018, the Company had paid an amount of ₹ 39,263 Mn under protest for the differential amount of entry fees paid and market determined price of 4.4 Mhz, as demanded by the DoT. The Company had thereafter filed a petition with TDSAT disputing ₹ 13,636 Mn as excess amount calculated by the DoT. Based on probability assessment of ultimate outflow, the Company had capitalised ₹ 39,263 Mn, paid under protest, along with the respective spectrum of the circles and amortised substantially over the balance life of the respective spectrum.

The DoT accepted the Company's contention to the extent of ₹ 7,555 Mn resulting in TDSAT issuing order dated December 15, 2023, directing the DoT to adjust this amount. The DoT vide letter dated December 27, 2023 has communicated such adjustment. Accordingly, the Company has recognised the same as an Exceptional Items in the statement of profit and loss.

NOTE 44: CAPITAL AND OTHER COMMITMENTS

Estimated amount of commitments are as follows:

- Contracts remaining to be executed for capital expenditure (net of advances) and not provided for are ₹ 23,361 Mn (March 31, 2023: ₹ 32,055 Mn).
- Long term contracts remaining to be executed including early termination commitments (if any) are ₹ 17,219 Mn (March 31, 2023: ₹ 26,788 Mn).

NOTE 45: CONTINGENT LIABILITIES NOT PROVIDED FOR

A) Licensing Disputes:

- OTSC (Less than 4.4 MHz) – ₹ 38,570 Mn (March 31, 2023: ₹ 38,570 Mn):

In FY 2015-16 erstwhile VMSL received demands from DoT towards One time spectrum charges for less than 4.4 MHz pursuant to the transfer of licenses of certain subsidiaries amounting to ₹ 33,495 Mn. The Company believes the charges levied by DoT are not tenable, since the merger guidelines are not applicable considering that the said merger did not involve any intra-circle merger and did not result in increase in spectrum holding of the Company. The Demand is challenged and remains sub-judice at TDSAT.

Also, in FY 2015-16, erstwhile VMSL received demand from DoT towards extension of license of Tamil Nadu circle for making it co-terminus with license of Chennai circle amounting to ₹ 5,075 Mn. The Company believes the charges levied by DoT are not tenable, considering the merger of licenses is as per the guidelines issued by DoT in 2005 and as such does not get covered under as per clause 3 (i) and (m) of the M&A guidelines dated February 20, 2014. The Demand is challenged and remains sub-judice at TDSAT.

- Other Licensing Disputes – ₹ 97,805 Mn (March 31, 2023: ₹ 104,033 Mn):**

In December 2016, Company had challenged the TRAI recommendation of levying penalty for allegedly denying points of interconnect (PolS) to Reliance Jio, citing Telecom Regulatory Authority of India's (TRAI) move "arbitrary and biased" and one which exceeds the sectorial watchdog's jurisdiction. The Honorable Delhi High Court suggested that DoT could consider objections

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raised by VIL in its plea along with the TRAI recommendations. On September 29, 2021, DoT had issued demand notice for imposition of financial penalty amounting to ₹ 20,000 Mn for violation of the provisions of license agreements and standards of Quality of service of basic telephone service (wireline) and SMTS regulation 2009. On October 11, 2021 The Company has filed petition with Honourable TDSAT challenging the demand raised by DoT. In the recent hearing, interim relief has been granted stating no coercive action shall be taken for realisation of penalty under challenge. The matter remains litigated and subsequent date of hearing is not decided.

- Additional demands towards AGR dues for which the company has written to DoT requesting corrections of certain computational errors, admissible pass-through not considered based on the principles laid down in the AGR judgement (Refer note no 3)
- Disputes relating to alleged non-compliance of licensing conditions & other disputes with DoT (including those towards CAF Audit and EMF), either filed by or against the Company or pending before Honourable Supreme Court / TDSAT.
- Demands on account of alleged violations in license conditions relating to amalgamation of erstwhile Spice Communications Limited currently sub-judice before the Honourable TDSAT.
- Demand with respect to upfront spectrum amounts for continuation of services from February 2, 2012 till various dates in the service areas where the licenses were quashed following the Honourable Supreme Court Order.

In October 2015, DoT issued interim guidelines, wherein Microwave Spectrum held by expired /expiring licenses was declared as being held on a provisional basis subject to final outcome of DoT's decision on recommendation by TRAI on the allocation and pricing of Microwave Spectrum. The interim guidelines issued by DoT are not in line with the understanding provided during the earlier auctions as part of Notice Inviting Application (NIA) for the spectrum auction. Basis the interim guidelines, DoT has instructed the Company to provide an undertaking that the pricing and allocation decisions of DoT would be considered final in this respect. The Company has not provided the said undertaking or signed the agreement being against the express and binding confirmations under NIA. Further TDSAT vide its order dated March 13, 2019 set aside the Impugned guidelines and stated 2006 rates hold to be valid, which should be applied from future date as and when notified by DoT as per the judgment. The Honourable Supreme Court vide its order dated November 8, 2019 stayed the TDSAT order and directed the Company to furnish bank guarantee till the next date of hearing. The matter was last listed on October 18, 2022, where Supreme Court directed the Company to file its reply/ counter to DOT's appeal. The matter will be listed in due course. Accordingly, the implication of the said order is not considered in the financial statement.

B) Other Matters not acknowledge as debts

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Income tax matters (see note i below)	3,891	15,140
Sales tax and entertainment tax matters (see note ii below)	1,470	1,506
Service tax/Goods and Service Tax (GST) matters (see note iii below)	14,171	15,127
Entry tax and customs matters (see note iv below)	5,452	5,369
Other claims (see note v below)	27,269	33,487
Total	52,253	70,629

i. Income Tax Matters (including Tax deducted at source)

- Appeals filed by the Company against the demands raised by the Income Tax Authorities relates to disputes on non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors, disputes relating to denial of tax holiday benefit from certain business receipts etc.

Honourable Supreme Court vide its order dated February 28, 2024 upheld Company's appeal regarding non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors. As on March 31, 2024, the Company has given effect of the same under the head Income tax matters.

Rest of the above matters contested by the Company are pending at various appellate authorities against the tax authorities.

ii. Sales Tax and Entertainment Tax

- Sales Tax demands mainly relates to the demands raised by the VAT/Sales Tax authorities of few states on SIM cards etc. on which the Company has already paid Service Tax.
- Demand of tax for non-submission of Declaration forms viz. C forms & F forms in stipulated time limit.
- In one state entertainment tax is being demanded on revenue from value added services.

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iii. Service Tax/ Goods and Service Tax (GST)

Service Tax / GST demands mainly relates to the following matters:

- Denial of Cenvat credit related to Towers and Shelters.
- Disallowance of Cenvat Credit on input services viewed as ineligible credit.
- Demand of service tax on SMS termination charges, Demand of service tax on reversal of input credit on various matters.
- Disallowance of GST Input Tax Credit arising out of the differences in GSTR 3B return and the statement in GSTR 2A which is auto populated from GSTN portal.

iv. Entry Tax and Customs

- Entry Tax disputes pertains to classification / valuation of goods.
- Demand of customs duty/anti-dumping duty on dispute relating to classification issue. The Company has challenged these demands which are pending at various forums.

v. Other claims not acknowledged as debts

- Mainly include consumer forum cases, disputed matters with local Municipal Corporation, Regional Provident Fund Commission and other miscellaneous sub-judiced disputes.
- Disputes with the Electricity Boards on matters relating classification of Mobility Towers into Industrial v/s commercial.

The future cash outflows in respect of the above matters are determinable only on receipt of judgments/ decisions from such forums/ authorities. Further, based on the Company's evaluation, it believes that it is not probable that the claims will materialise and therefore, no provision has been recognised for the above.

NOTE 46: MOVEMENT IN COSTS TO OBTAIN OR FULFIL A CONTRACT WITH A CUSTOMER

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance	29,067	22,104
Costs incurred	26,744	28,236
Less: Cost amortized	(28,746)	(21,273)
Closing balance	27,065	29,067
Current	20,324	20,404
Non-current	6,741	8,663

NOTE 47: LEASES

(a) Company as lessee

Set out below are the carrying amounts of Right-of-Use assets recognised and the movements during the year:

Particulars	₹ Mn				
	Land & Building	Cell sites	IRU	Others	Total
As at April 1, 2022	8,555	136,122	22,734	1,067	168,478
Additions ⁽¹⁾	1,729	183,009	2,019	-	186,757
Deletions/Adjustments	(63)	(10,187)	-	-	(10,250)
Assets reclassified as AHFS (refer Note 43(vi))	(717)	-	-	-	(717)
Depreciation expenses	(2,945)	(55,900)	(2,528)	(718)	(62,091)
As at March 31, 2023	6,559	253,044	22,225	349	282,177
Additions ⁽¹⁾	4,643	51,166	1,520	-	57,329
Deletions/Adjustments	(727)	(5,564)	(21)	-	(6,312)
Depreciation expenses	(2,676)	(56,223)	(2,725)	(332)	(61,956)
As at March 31, 2024	7,799	242,423	20,999	17	271,238

⁽¹⁾ Additions includes addition of new leases, modification to existing lease in form of lease extension.

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Set out below are the carrying amounts of lease liabilities (included under lease liabilities) and the movements during the year:

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Opening Balance	361,623	228,245
Additions	57,316	186,757
Accretion of interest	36,278	36,157
Payments	(87,021)	(78,929)
Deletion	(6,864)	(10,607)
Closing Balance	361,332	361,623
Current	118,403	111,067
Non-current	242,929	250,556

The maturity analysis of lease liabilities are disclosed in note 61

The following are the amounts recognized in statement of profit and loss

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on RoU assets	61,956	62,091
Interest expense on lease liabilities	36,278	36,157
Total amount recognised in profit and loss	98,234	98,248

NOTE 48: DETAILS OF FOREIGN CURRENCY EXPOSURES

A. Hedged by a derivative instrument

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Foreign Currency Loan		
Foreign Currency Loan in USD	-	5
Equivalent ₹ of Foreign Currency Loan ⁽¹⁾	-	394
Trade Payables and Other financial liability		
Trade Payables and Other financial liability in USD	-	136
Equivalent ₹ of Trade Payables and Other financial liability ⁽¹⁾	-	11,342

⁽¹⁾ Amount in ₹ represents conversion at hedged rate.

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B. Not hedged by a Derivative Instrument or otherwise

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Foreign Currency Loan		
Foreign Currency Loan in USD	-	-
Equivalent ₹ of Foreign Currency Loan ⁽¹⁾	-	-
Trade Payables and Other financial liability		
In USD	509	323
In EURO ⁽²⁾	183	169
In GBP	12	12
In HUF	-*	-*
In CHF	-*	-*
In CAD	-*	-*
Equivalent ₹ of Trade Payables and other financial liability in Foreign Currency ⁽¹⁾	60,130	42,858
Trade Receivables		
In USD	82	64
In EURO	-*	-*
In GBP	-*	-*
Balances with banks-In current accounts in USD	8	-*
Equivalent ₹ of Trade Receivables and bank balances in Foreign Currency ⁽¹⁾	7,468	5,262

⁽¹⁾ Amount in ₹ represents conversion at closing rate.

⁽²⁾ An amount of EUR 148 Mn (₹ 13,346 Mn) is outstanding as at March 31, 2024 (March 31, 2023: EUR 114 Mn (₹ 10,192 Mn)) as payable to Vodafone Group Services Limited ("VGSL") towards Group service charges. As per RBI guidelines in respect to payment for import of goods and services, the Company may require approval from Authorised Dealer (Bank) / RBI at the time of making this payment, as the amount is outstanding for more than 3 years as on the signing date of these financial statements. The Company is confident of receiving such approvals at the time of actual remittance of such outstanding dues to VGSL.

* Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

NOTE 49: MOVEMENT OF ALLOWANCES FOR DOUBTFUL DEBTS/ADVANCES

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Opening Balance	13,662	13,632
Charged to Statement of Profit and Loss (net) (refer note 40)	(352)	30
Closing Balance ⁽¹⁾	13,310	13,662

⁽¹⁾ Includes doubtful advance income tax of ₹ 629 Mn (March 31, 2023 ₹ 629 Mn)

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NOTE 50: ASSET RETIREMENT OBLIGATION

The Company installs equipment's on leased premises to provide seamless connectivity to its customers. In certain cases, the Company may have to incur some cost to remove such equipment's on leased premises. Estimated costs to be incurred for restoration is capitalised along with the assets. The movement of provision as required in Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Assets" is given below:

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Opening balance	136	169
Unwinding of discount	2	4
Utilisation	-	(37)
Closing balance	138	136
Current	113	91
Non-current	25	45

NOTE 51: SHARE BASED PAYMENTS

a) Employee stock option plan - options granted by Vodafone Idea Limited

The Company has granted stock options and restricted stock units (RSU's) under ESOS 2013 to the eligible employees of the Company and its subsidiaries ("Group") from time to time. These options, subject to fulfilment of vesting conditions, would vest in 4 equal annual instalments after one year of the grant and the RSU's will vest after 3 years from the date of grant. The maximum period for exercise of options and RSU's is 5 years from the date of vesting. Each option and RSU when exercised would be converted into one fully paid-up equity share of ₹ 10 each of the Company. The options and options RSUs granted under the ESOS 2013 scheme carry no rights to dividends and no voting rights till the date of exercise.

The fair value of the share options is estimated at the grant date using Black and Scholes Model, taking into account the terms and conditions upon which the share options were granted.

There were no modifications to the options/RSU's during the year ended March 31, 2024 and March 31, 2023. During the year, certain unvested options were cancelled on non-fulfilment of certain vesting conditions under ESOS 2013. In the current year, ₹ 4 Mn (March 31, 2023: ₹ 12 Mn) is adjusted against Retained earnings in respect of cancellation/expiration of vested stock option.

As at year ended March 31, 2024 and March 31, 2023 details and movements of the outstanding options are as follows: ₹ Mn

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Options	Weighted average exercise price (₹)	No. of Options	Weighted average exercise price (₹)
i) Options granted under ESOS 2013				
Options outstanding at the beginning of the year	279,442	113.50	319,244	113.50
Options cancelled during the year	17,780	112.82	-	-
Options expired during the year	-	-	39,802	117.55
Options outstanding at the end of the year	261,662	113.50	279,442	113.50
Options exercisable at the end of the year	261,662	113.50	279,442	113.50
Range of exercise price of outstanding options (₹)	110.45 - 150.10		110.45 - 150.10	
Remaining contractual life of outstanding options (months)	8		19	
ii) RSU's granted under ESOS 2013				
RSU's outstanding at the beginning of the year	287,317	10.00	367,624	10.00
RSU's exercised during the year	131,170	10.00	-	-
RSU's cancelled during the year	16,171	10.00	8,956	10.00
RSU's expired during the year	17,912	10.00	71,351	10.00
RSU's outstanding at the end of the year	122,064	10.00	287,317	10.00
RSU's exercisable at the end of the year	122,064	10.00	287,317	10.00
Range of exercise price of outstanding RSU's (₹)	10.00		10.00	
Remaining contractual life of outstanding RSU's (months)	10		13	

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Particulars	Options ESOS 2013			
	Tranche I (11/02/14)	Tranche II (29/12/14)	Tranche III (21/1/16)	Tranche IV (11/2/17)
	Stock Options	Stock Options	Stock Options	Stock Options
Dividend yield (%)	0.24	0.40	0.51	0.54
Expected life	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months
Risk free interest rate (%)	8.81 - 8.95	8.04 - 8.06	7.42 - 7.66	6.68 - 7.03
Volatility (%)	34.13-44.81	34.28-42.65	34.24 - 35.33	36.37 - 38.87
Market price on date of grant (₹)	126.45	150.10	117.55	110.45
Fair Value	60.51 [^]	66.27	48.97	46.39

[^]As on the date of transition from IGAAP to Ind AS on April 1, 2015, first instalment of the grant were vested and therefore, in line with the exemptions under Ind AS 101, the expense of such share based payment has been recognised based on intrinsic value.

Particulars	RSU's ESOS 2013			
	Tranche I	Tranche II	Tranche III	Tranche IV
	Restricted Stock Units	Restricted Stock Units	Restricted Stock Units	Restricted Stock Units
Dividend yield (%)	0.24	0.40	0.51	0.54
Expected life	5 yrs 6 months	5 yrs 6 months	5 yrs 6 months	5 yrs 6 months
Risk free interest rate (%)	8.91	8.05	7.60	6.94
Volatility (%)	43.95	35.66	34.24	37.21
Market price on date of grant (₹)	126.45	150.10	117.55	110.45
Fair Value	118.70	140.41	107.71	100.40

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The volatility is based on the historical share price over a period similar to the expected life of the options.

b) Employee stock option plan – options granted by Vodafone Group Plc

i. Global Long Term Incentive (“GLTI”):

GLTI is a restricted share plan granted to incentivise delivery of sustained performance over the long term plan to selected employees of the Group. In addition to the 3 years vesting conditions, options of certain schemes would depend on achievement of the performance conditions of the Group and Vodafone Group Plc. The plans are administered by Vodafone Group Plc. and the information disclosed is to the extent available.

ii. Global Long Term Retention (“GLTR”):

GLTR plan is a restricted share plan granted as a retention tool to selected employees in the middle management. The options vest in 2 years/3 years after the grant date provided the employees remain in the continued employment of the Group during the vesting period.

Particulars	As at March 31, 2024	As at March 31, 2023
	No. of Options	No. of Options
Options granted under GLTI / GLTR		
Options exercisable at the beginning of the year	-	50,632
Options exercised during the year	-	50,632
Options outstanding at the end of the year	-	-
Options exercisable at the end of the year	-	-

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NOTE 52: EMPLOYEE BENEFITS

A. Defined Benefit Plan (Gratuity)

General description and benefits of the plan

The Company operates a defined benefit final salary gratuity plan through a trust. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The benefit is payable on termination of service or retirement, whichever is earlier. The employees do not contribute towards this plan and the full cost of providing these benefits are borne by the Company.

Regulatory framework, funding arrangement and governance of the Plan

The gratuity plan is governed by the Payment of Gratuity Act, 1972 (Gratuity Act). The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Company and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the income tax act and rules. The Company is bound to pay the statutory minimum gratuity as prescribed under Gratuity Act. There are no minimum funding requirements for a gratuity plan in India. The Company's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of underfunding of the plan vis-a-vis settlements. The trustees of the trust are responsible for the overall governance of the plan. The trustees of the plan have outsourced the investment management of the fund to insurance companies which in turn manage these funds as per the mandate provided to them by the trustees and applicable insurance and other regulations.

Inherent risks

The plan is of a final salary defined benefit in nature which is funded by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any significant change in salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future.

The following tables summarizes the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet for gratuity:

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Amount recognised in Balance Sheet		
Present value of obligations as at the end of the year	2,796	2,537
Fair value of plan assets as at the end of the year	2,586	2,652
Net Funded Obligation	210	(115)
Net Asset/(Liability) recognised in Balance Sheet	(210)	115
Net Asset/(Liability) recognised in Balance Sheet is bifurcated as		
- Other current assets	-	115
- Short term provision	(210)	-

Sr. Particulars No	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
1 Reconciliation of Net Defined Benefit Obligation		
Opening Net Defined Benefit liability/(asset)	(115)	112
Expense charged to statement of profit & loss	229	243
Expense / (Income) charged to OCI	91	(95)
Employer contributions	-	(388)
Liabilities assumed/(settled) ⁽¹⁾	5	13
Closing Net Defined Benefit liability/(asset)	210	(115)

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Sr. Particulars No	For the year ended March 31, 2024	For the year ended March 31, 2023
₹ Mn		
2 Reconciliation of Defined Benefit Obligation		
Opening Defined Benefit Obligation	2,537	2,511
Current Service cost	247	244
Interest on Defined Benefit Obligation	173	161
Actuarial (Gain)/Loss arising from change in financial assumptions	35	(92)
Actuarial (Gain)/Loss arising from change in demographic assumptions	-	(72)
Actuarial (Gain)/Loss arising on account of experience changes	70	96
Benefits paid	(271)	(324)
Liabilities assumed/(settled) ⁽¹⁾	5	13
Closing Defined Benefit Obligation	2,796	2,537
3 Reconciliation of plan assets		
Opening fair value of plan assets	2,652	2,399
Employer contributions	-	388
Interest on plan assets	191	162
Re measurements due to		
Actual return on plan assets (excluding expected interest on plan assets)	14	27
Benefits paid	(271)	(324)
Closing fair value of plan assets	2,586	2,652

⁽¹⁾ On account of inter group transfer.

Amounts recognised in the Statement of Profit and Loss in respect of this defined benefit plan are as follows:

Sr. Particulars No	For the year ended March 31, 2024	For the year ended March 31, 2023
₹ Mn		
1 Expenses Recognised in the Statement of Profit & Loss		
Current Service cost	247	244
Interest on Net Defined Benefit liability/(asset)	(18)	(1)
Expenses recognised in the Statement of Profit & Loss	229	243
2 Amount recorded as Other Comprehensive Income (OCI)		
Re measurement during the year due to		
- Changes in financial assumptions	35	(92)
- Changes in demographic assumptions	-	(72)
- Experience adjustments	70	96
- Return on plan assets (excluding amounts included in net interest expense)	(14)	(27)
Remeasurement (gain)/loss recognised in OCI	91	(95)

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The principal assumptions used in determining gratuity obligations are shown below:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	7.20%	7.40%
Future salary increases ⁽¹⁾	8.00%	8.00%
Attrition rate	30 years & below - 30% 31-40 years - 20% 41 years & above - 10%	30 years & below - 30% 31-40 years - 20% 41 years & above - 10%
Mortality rate during employment	As per Indian Assured Lives Mortality (2012-14) Table	
Disability	Leaving service due to disability is included in the provision made for all causes of leaving service.	

⁽¹⁾ The estimates of future salary increase considered takes into account inflation, seniority, promotion and other relevant factors.

A quantitative sensitivity analysis for significant assumptions on the defined benefit obligation is as below:

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Discount Rate	Salary escalation Rate	Discount Rate	Salary escalation Rate
Impact of increase in 50 bps on DBO	(3.10%)	3.19%	(3.09%)	3.20%
Impact of decrease in 50 bps on DBO	3.28%	(3.05%)	3.28%	(3.05%)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
Within the next 12 months	496		168	

Disaggregation details of plan assets (% allocation):

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
Insurer Managed Funds ⁽¹⁾	2,585		2,640	
Bank balances	-		11	

⁽¹⁾ The funds are managed by Insurers and they do not provide breakup of plan assets by investment type.

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date.

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
Expected benefits for year 1	414		388	
Expected benefits for year 2	279		261	
Expected benefits for year 3	280		245	
Expected benefits for year 4	249		243	
Expected benefits for year 5 and above	2,748		2,483	

The average duration of the defined benefit plan obligation at the end of the reporting period is 6.43 years (March 31, 2023: 6.56 years).

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B. Defined contribution plans:

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss: ₹ Mn

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Employers' contribution to provident and other fund	817	700
Employers' contribution to superannuation fund	39	41

- C. The Company operates its gratuity superannuation plan through separate trust which is administered and managed by the Trustees. As on March 31, 2024 and as on March 31, 2023, the contribution towards the plans have been invested in Insurer Managed funds and bank balance.

NOTE 53: AUDITOR'S REMUNERATION

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Statutory Audit Fees	76	76
Certification and Other services (included in Legal and Professional Charges)	6	6
Out of pocket expenses (included in Misc. Expenses)	5	4
Total Remuneration	87	86

NOTE 54: EXPENDITURE FOR CORPORATE SOCIAL RESPONSIBILITY

Gross amount required to be spent by the Company during the year is ₹ Nil (March 31, 2023: ₹ Nil).

During the year ended March 31, 2021, the Company has accrued an amount of ₹ 229 Mn as exceptional items towards short spent amount on CSR activities in earlier years. The same needs to be spent over a period of 2 years starting April 1, 2021. During the previous year, out of the above, the Company has contributed ₹ 115 Mn to Vodafone Foundation (a Company formed for CSR activities). The details for amount contributed is as below:

Sr. No.	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1	Healthcare	-	-
2	Education	-	45
3	Agriculture	-	36
4	Impact Assessment	-	3
5	Others	-	31
	Total	-	115

NOTE 55: INCOME TAX EXPENSES

(a) Major components of tax expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Tax		
Current Tax on profits for the year	-	-
Adjustments for current tax of prior periods (refer note 43(vii))	8,220	-
Total Current Tax Expense (A)	8,220	-
Deferred Tax		
Total Deferred Tax Expense (B)	-	-
Total Tax Expense (A+B)	8,220	-
Income tax effect of equity instruments through OCI and re-measurement gains/(losses) on defined benefit plans taken to OCI	-	-

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b) Reconciliation of average effective tax rate and applicable tax rate

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Loss before income tax expense	(304,142)	(293,078)
Applicable Tax Rate	34.94%	34.94%
Increase/reduction in taxes on account of:		
Effect of unrecognised business losses	(32.49)%	(29.60)%
Effect of Tax of Prior period (refer note 43 (vii))	(2.70)%	0.00%
Effects of expenses/income that are not deductible/considered in determining the taxable profits	(2.34)%	(5.94)%
Other Items	(0.12)%	0.60%
Effective Tax Rate	(2.70)%	0.00%

(c) The Company has not recognized deferred tax assets in respect of carried forward tax losses, unabsorbed depreciation and unamortised revenue share license fees amounting to ₹ 2,589,434 Mn as of March 31, 2024 (March 31, 2023: ₹ 2,388,792 Mn). The aforesaid tax losses, unabsorbed depreciation and unamortised revenue share license fees will lapse in the subsequent years as follows:

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Within 0-5 years	224,243	636,945
From 6-8 years	512,900	425,053
Unlimited	1,852,291	1,326,794
Total	2,589,434	2,388,792

The Company has also not recognised deferred tax on MAT credit of ₹ 18,600 Mn, ₹ 4,351 Mn is expiring within 0-5 years, ₹ 14,249 Mn is expiring within 5-10 years and ₹ Nil is expiring beyond 10 years. (During the year ended March 31, 2023, the Company had not recognised deferred tax on MAT credit of ₹ 25,048 Mn, ₹ 7,565 Mn is expiring within 0-5 years, ₹ 17,483 Mn is expiring within 5-10 years and ₹ Nil is expiring beyond 10 years).

NOTE 56: MOVEMENT IN DEFERRED TAX

Particulars	₹ Mn								
	As at April 1, 2022	Recognised in			As at March 31, 2023	Recognised in			As at March 31, 2024
		Profit and Loss	OCI	Other Equity		Profit and Loss	OCI	Other Equity	
Liabilities									
Depreciation & Amortisation (including RoU Assets)	158,769	57,839	-	-	216,608	(70,872)	-	-	145,736
Effects of remeasuring financial instruments under Ind AS	2,623	(258)	-	-	2,365	175	-	-	2,540
Others	2,805	4,919	-	-	7,724	1,955	-	-	9,679
Total (A)	164,197	62,500	-	-	226,697	(68,743)	-	-	157,954
Assets									
Tax Losses / Revenue share license fees	67,779	13,401	-	-	81,180	(51,884)	-	-	29,296
Expenses allowable on Payment Basis	8,980	1,432	-	-	10,412	(58)	-	-	10,354
Provisions for doubtful debts/ advances (including lease liability)	87,355	43,963	-	-	131,318	(22,336)	-	-	108,982
Others	83	3,704	-	-	3,787	5,535	-	-	9,322
Total (B)	164,197	62,500	-	-	226,697	(68,743)	-	-	157,954
Net Deferred Tax Liabilities/ (assets) (A-B)	-	-	-	-	-	-	-	-	-
Deferred Tax Asset	-	-	-	-	-	-	-	-	-
Deferred Tax Liabilities	-	-	-	-	-	-	-	-	-

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NOTE 57: BASIC & DILUTED EARNINGS/ (LOSS) PER SHARE

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Nominal value of per equity share	10/-	10/-
Profit/(Loss) after tax for the year	(312,362)	(293,078)
Profit/(Loss) attributable to equity shareholders	(312,362)	(293,078)
Weighted average number of equity shares outstanding during the year	48,715,121,620	34,754,390,090
Basic earnings/(loss) per share	(6.41)	(8.43)
Dilutive effect on weighted average number of equity shares outstanding during the year	*	*
Weighted average number of diluted equity shares	48,715,121,620	34,754,390,090
Diluted earnings/(loss) per share	(6.41)	(8.43)

*As the Company has incurred loss during the year, dilutive effect on weighted average number of shares would have an anti-dilutive impact and hence, not considered.

NOTE 58: RELATED PARTY TRANSACTIONS

The related parties where control, joint control and significant influence exists are subsidiaries, joint venture and associates respectively. Key Management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director whether executive or otherwise.

Relationship	Related Party
Subsidiaries	Vodafone Idea Communication Systems Limited
	Vodafone Idea Business Services Limited
	Vodafone Foundation
	Vodafone Idea Shared Services Limited
	Vodafone m-pesa Limited
	Vodafone Idea Technology Solutions Limited
	Vodafone Idea Telecom Infrastructure Limited
	You Broadband India Limited
	Connect (India) Mobile Technologies Private Limited (Merged with VICSL effective from January 31, 2023)
	Vodafone Idea Manpower Services Limited
Joint Venture (JV)	Firefly Networks Limited
Associate	Aditya Birla Idea Payments Bank Limited
Promoter / Promoter Group ⁽¹⁾	Mr. Kumar Mangalam Birla*
	Grasim Industries Limited
	Hindalco Industries Limited
	Euro Pacific Securities Limited*
	Prime Metals Limited*
	Mobilvest*
	Vodafone Telecommunications (India) Limited*
	Omega Telecom Holdings Private Limited*
Asian Telecommunications Investments (Mauritius) Limited*	
	Al-Amin Investments Limited*

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Relationship	Related Party
Promoter / Promoter Group ⁽¹⁾	CCII (Mauritius) Inc.*
	Usha Martin Telematics Limited*
	Birla TMT Holdings Private Limited*
	Pilani Investment And Industries Corporation Limited
	Elaine Investments PTE Limited*
	Oriana Investments PTE Limited*
	IGH Holdings Private Limited
	Trans Crystal Limited*
	Cable & Wireless Global (India) Private Limited
	Cable and Wireless (India) Limited
Entities having significant influence[includes Subsidiaries of the entity to which the Company is a JV	Ghana Telecommunications Company Limited (ceased w.e.f February 21, 2023)*
	Infinity Services Partner Company
	Metro Holdings Limited
	National Communications Backbone Company Limited (ceased w.e.f February 21, 2023)*
	Vodacom Congo (RDC) S.A.
	Vodacom Group Limited
	Vodacom Lesotho (Pty) Limited
	Vodacom Moçambique, SA
	Vodacom Tanzania PLC.
	Vodafone Albania Sh.A
	Vodafone Czech Republic A.S.
	Vodafone Enterprise Europe (UK) Limited
	Vodafone Enterprise Global Limited
	Vodafone Enterprise Singapore Pte. Limited
	Vodafone Espana S.A.U.
	Vodafone India Services Private Limited
	Vodafone Global Enterprise Limited
	Vodafone Global Network Limited
	Vodafone Global Services Private Limited
	Vodafone Gmbh
	Vodafone Group Services Limited
	Vodafone International Services LLC
	Vodafone Ireland Limited
	Vodafone Italia S.P.A.
	Vodafone Limited
	Vodafone Magyarorszag (ZRT) (ceased w.e.f January 31, 2023)*
	Vodafone Net İletişim Hizmetleri A.Ş.
	Vodafone Portugal Comunicacoes Pessoais, S.A.
	Vodafone Procurement Company S.À R.L
	Vodafone Roaming Services S.À R.L
	Vodafone Romania S.A

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Relationship	Related Party
	Vodafone Telekomunikasyon A.S
	Vodafone US Inc.
	Vodafone-Panafon Hellenic Telecommunications Company S.A.
	Indus Towers Limited
	Safaricom PLC
	Vodafone (Pty) Limited
	Vodafone Network Pty Limited
	Vodafone Sales & Services Limited
	Storage Technology Services (Pty) Limited
	Vodafone Group PLC*
	ABReL SPV 2 Limited
	Aditya Birla Capital Limited
	Aditya Birla Finance Limited
	Aditya Birla Financial Shared Services Limited
	Aditya Birla Housing Finance Limited
	Aditya Birla Insurance Brokers Limited
	Aditya Birla Money Insurance Advisory Services Limited
	Aditya Birla Money Limited
	Aditya Birla Money Mart Limited (ABMML)
	Aditya Birla PE Advisors Private Limited
	Aditya Birla Renewables Limited
	Aditya Birla Sun Life AMC (Mauritius) Limited (ceased w.e.f August 23, 2023)
	Aditya Birla Sun Life AMC Limited
	Aditya Birla Sun Life Asset Management Company Limited Dubai (ceased w.e.f August 23, 2023)
	Aditya Birla Sun Life Insurance Company Limited
	Aditya Birla Sun Life Pension Management Limited
	Binani Cement Uganda Limited
	Harish Cement Limited
	UltraTech Cement Limited
	Aditya Birla Power Composites Limited
	Bhubaneswari Coal Mining Limited
	Aditya Birla Health Insurance Company Limited
	Aditya Birla Science & Technology Company Private Limited
	Aditya Birla Renewables Subsidiary Limited
	Hindalco Almex Aerospace Limited
	Aditya Marketing and Manufacturing Private Limited (Ceased w.e.f September 22, 2022)*
	Birla Brothers Private Limited
	Birla Copper Asoj Private Limited
	Greenyana Sunstream Private Limited
	Renew Green Energy Solutions Private Limited
	Renew Surya Uday Private Limited
	Star Super Cement Industry LLC, UAE (SSCIL)
	G.D Birla Medical Research & Education Foundation

Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]

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Relationship	Related Party
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Mahan Coal Limited
	Aditya Birla Renewables Solar Limited
	India Advantage Fund Ltd., Mauritius (ceased w.e.f August 23, 2023)
	Svatantra Microfin Private Limited
	Mr. Sunil Sood (Non-Executive Director)*
	Mr. Diego Massida (Ceased to be Non-Executive Director w.e.f May 25, 2023)*
	Mr. Sushil Agarwal (Non-Executive Director)*
	Mr. Sateesh Kamath (Appointed as Non-Executive Director on May 25, 2023)*
	Mr. Krishna Kishore Maheshwari (Ceased to be Non-Executive Director w.e.f April 19, 2023)*
	Mr. Himanshu Kapania (Chairman till August 18, 2022 and appointed as Non-Executive Director on August 19, 2022)*
Key Management Personnel (KMP)	Mr. Ravinder Takkar (Managing Director & CEO till August 18, 2022 and appointed as Non-Executive Chairman on August 19, 2022)*
	Mr. Arun Thiagarajan (Ceased to be Independent Director on August 26, 2022)*
	Mrs. Neena Gupta (Independent Director)
	Mr. Arun Adhikari (Independent Director)
	Mr. Ashwani Windlass (Independent Director)
	Mr. Krishnan Ramachandran (Independent Director)
	Mr. Suresh Vaswani (Independent Director)
	Mr. Anjani Kumar Agrawal (Appointed as Independent Director on August 27, 2022)
	Mr. Akshaya Moondra (CFO till August 18, 2022 and appointed as CEO on August 19, 2022)
	Mr. Murthy G.V.A.S (Appointed as CFO on February 15, 2023)
	Aditya Birla Management Corporation Private Limited
	Interglobe Hotels Private Limited
	AAPC India Hotel Management Private Limited
	Accent Hotels Private Limited
	Caddie Hotels Private Limited
	Cerebrus Consultants Private Limited
	Interglobe Enterprises Private Limited
Interglobe Technology Quotient Private Limited (ceased w.e.f June 28, 2023)	
Other Related Parties in which Directors are interested	Srilanand Mansions Private Limited
	Triguna Hospitality Ventures (India) Private Limited
	Aditya Birla Online Fashion Private Limited
	Omega Healthcare Management Services Private Limited (ceased w.e.f November 1, 2022)*
	Aditya Birla New Age Hospitality Private Limited
	Applause Entertainment Private Limited
	Aditya Birla Health Services Private Limited
	Chaitanya India Fin Credit Private Limited
	KA Hospitality Private Limited
	Finesse International Design Private Limited (ceased w.e.f January 16, 2023)*

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Relationship	Related Party
Trust ⁽²⁾	Vodafone Idea Limited Employees Group Gratuity Scheme*
	Vodafone Idea Limited Employees Superannuation Scheme*
	Vodafone Idea Manpower Services Limited Employees Group Gratuity Scheme*
	Hutchison Max Telecom Limited Superannuation Fund*
	Vodafone Idea Shared Services Limited Employees Group Gratuity Scheme*
	Vodafone Idea Telecom Infrastructure Limited Employees Group Gratuity Scheme*

⁽¹⁾ As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015⁽²⁾ Transaction with trust includes contribution to gratuity and superannuation funds.

* No transactions during current year and no outstanding balances as on March 31, 2024.

A. Transactions with Related Parties for the year ended March 31, 2024 and March 31, 2023

Particulars	₹ Mn						
	Associate	Entities having significant influence	Joint Venture	KMP	Promoter / Promoter Group	Other Related Parties in which Directors are interested	Subsidiaries
Sale of Service	-*	2,419	-*	-	61	9	224
	-*	(2,048)	-*	-	(55)	(18)	(246)
Purchase of Service ⁽¹⁾	-	90,500	7	-	-	-	11,285
	-	(92,721)	-	-	-	-	(10,669)
Remuneration ⁽²⁾	-	-	-	165	-	-	-
	-	-	-	(92)	-	-	-
Directors' sitting fees paid	-	-	-	6	-	-	-
	-	-	-	(9)	-	-	-
Interest expense	-	-	-	-	-	-	171
	-	-	-	-	-	-	(116)
Expenses incurred on behalf of	-	-	17	-	-	-	173
	-	-	(16)	-	-	-	(50)
Expenses incurred on Company's behalf by	-	79	-	-	-	-	10
	-	(2)	-	-	-	-	(10)
Issuance of Share Capital against warrants	-	-	-	-	-	-	-
	-	-	-	-	(4,362)	-	-
Payment made on behalf of	-	-	-	-	-	-	6
	-	-	-	-	-	-	(5)
Payment Received on behalf of	-	-	-	-	-	-	24
	-	-	-	-	-	-	(12)
Sale of fixed assets	-	1	-	-	-	-	-
	-	-	-	-	-	-	-
Insurance premium (including advance given)	-	4	-	-	-	-	-
	-	(7)	-	-	-	-	-
Loan given during the year	-	-	-	-	-	-	25
	-	-	-	-	-	-	(21)

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Particulars	₹ Mn						
	Associate	Entities having significant influence	Joint Venture	KMP	Promoter / Promoter Group	Other Related Parties in which Directors are interested	Subsidiaries
Loan repayment received during the year	-	-	-	-	-	-	553
	-	-	-	-	-	-	(388)
Loan taken during the year	-	-	-	-	-	-	2,906
	-	-	-	-	-	-	(2,597)
Loan repaid during the year	-	-	-	-	-	-	2,695
	-	-	-	-	-	-	(1,813)
Donations Given	-	-	-	-	-	-	-
	-	-	-	-	-	-	(114)
Security Deposits Received	-	-*	-	-	-	-	-
	-	(93)	-	-	-	-	-
Contribution to Gratuity fund	-	-	-	-	-	-	-
	-	(388)	-	-	-	-	-
Business Consideration received	-	-	-	-	-	-	4,782
	-	-	-	-	-	-	(2,433)

(Figures in bracket are for the year ended March 31, 2023)

B. Year end Balances with Related Parties

Particulars	₹ Mn						
	Associate	Entities having significant influence	Joint Venture	KMP	Promoter / Promoter Group	Other Related Parties in which Directors are interested	Subsidiaries
Trade and Other Receivables	-*	610	-*	-	9	2	233
	(2)	(1,371)	-*	-	(100)	(132)	(93)
Trade and Other Payables	-	62,033	-	-	-	4,538	5,938
	-	(112,234)	-	-	-	(4,538)	(4,924)
Lease Liability	-	266,214	-	-	-	-	-
	-	(265,872)	-	-	-	-	-
Deposits Given (included in Other Non Current Financial Assets)	-	1,501	-	-	-	-	900
	-	(1,501)	-	-	-	-	(900)
Business Consideration Receivable	-	-	-	-	-	-	37,095
	-	-	-	-	-	-	(41,877)
Interest Accrued but not due (receivable)	-	-	-	-	-	-	2
	-	-	-	-	-	-	(2)
Remuneration payable	-	-	-	53	-	-	-
	-	-	-	(44)	-	-	-
Prepaid Expenses	-	398	-	-	-	-	-
	-	(296)	-	-	-	-	(1)

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Particulars	₹ Mn						
	Associate	Entities having significant influence	Joint Venture	KMP	Promoter / Promoter Group	Other Related Parties in which Directors are interested	Subsidiaries
Outstanding loan receivable	-	-	-	-	-	-	5,763
	-	-	-	-	-	-	(6,291)
Interest payable	-	-	-	-	-	-	2
	-	-	-	-	-	-	(15)
Outstanding loan payable	-	-	-	-	-	-	2,556
	-	-	-	-	-	-	(2,345)
Advance received	-	-	-	-	-	-	14
	-	-	-	-	-	-	(17)

(Figures in bracket are as at March 31, 2023)

⁽¹⁾ Includes rental expenses and the same has been accounted for, in accordance with IND AS 116 in these financial statements.⁽²⁾ Remuneration includes amounts towards LTIP and ESOP basis actual payment/exercise. There is no remuneration paid to Mr. Ravinder Takkar from VIL and neither any amount is charged back to the Company by any other entity towards his remuneration.

* Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

Notes:

- (i) Above excludes any cash inflow/outflow that could possibly arise from the settlement of certain outstanding disputes pertaining to the period until May 31, 2018 pursuant to the implementation agreement entered between the Company and VIL shareholders. The Company has recognized settlement assets (net) amounting to ₹ 63,939 Mn as at March 31, 2024 (March 31, 2023 : ₹ 63,939 Mn).
- (ii) Guarantees given by bankers to third party on behalf of the Company, counter guaranteed by the VITIL of ₹ 39,350 Mn (March 31, 2023: ₹ 39,350 Mn), is availed by the Company.
- (iii) With respect to options that have already exercised there is an outstanding liability of ₹ 1,239 Mn payable to entities having significant influence (March 31, 2023: ₹ 1,199 Mn).

C. The significant related party transactions are summarised below for the year ended March 31, 2024 and March 31, 2023:

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Service		
Vodafone Enterprise Global Limited	2,058	1,695
Purchase of service		
Indus Towers Limited	88,421	90,824
Interest expenses		
Vodafone Idea Shared Services Limited	83	62
Vodafone Idea Communication Systems Limited	89	55
Expenses incurred on behalf of		
Vodafone Idea Business Services Limited	-	11
Vodafone Idea Telecom Infrastructure Limited	-	11
Vodafone Idea Shared Services Limited	-	13
Vodafone Idea Technology Services Limited	127	-
FireFly Networks Limited	-	16

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Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
₹ Mn		
Expenses incurred on company's behalf by		
Vodafone Group Services Limited	72	2
Vodafone Idea Shared Services Limited	10	10
Issuance of Share Capital against warrants		
Euro Pacific Securities Limited	-	4,362
Payments made on behalf of		
Vodafone Idea Telecom Infrastructure Limited	6	5
Payments received on behalf of		
Vodafone Idea Telecom Infrastructure Limited	24	12
Insurance premium (including advance given)		
Aditya Birla Sun Life Insurance Company Limited	4	7
Security Deposits Received		
Indus Towers Limited	-*	93
Loan given during the year		
Vodafone Idea Technology Solutions Limited	25	21
Loan repaid during the year		
Vodafone Idea Shared Services Limited	1,412	923
Vodafone Idea Communication Systems Limited	1,283	891
Loan repayment received during the year		
Vodafone Idea Business Services Limited	435	350
Vodafone Idea Technology Solutions Limited	101	-
Donations Given		
Vodafone Foundation	-	114
Loans taken during the year		
Vodafone Idea Shared Services Limited	1,435	1,289
Vodafone Idea Communication Systems Limited	1,471	1,308
Business Consideration received		
Vodafone Idea Telecom Infrastructure Limited	4,782	2,433

* Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

- D. Commitments with Related Parties** ₹ 246 Mn (March 31, 2023 : ₹ 274 Mn) and the Company has extended financial support as required by its wholly owned subsidiaries i.e VMPL, YBIL, VITIL, VIBSL, VIMSL and VITSL to meet the working capital requirements for the next 12 months from the date of financial statements of the Company.

E. Compensation of Key Management Personnel of the Company

Particulars	March 31, 2024	March 31, 2023
₹ Mn		
Short-term employee benefits	164	91
Post-employment benefits ⁽¹⁾	2	1

⁽¹⁾ Represents contribution to provident and superannuation funds. As Gratuity expense is based on actuarial valuations on overall basis, the same cannot be computed for individual employees and hence not included.

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Government of India ('GoI') holds 32.19% equity shareholding in the Company as at March 31, 2024 (refer note 3). The Company has certain obligations arising from the telecom license taken from the Department of Telecommunication ('DoT') which is a Ministry of GoI towards license fees, spectrum usage charges, acquisition of spectrum and related deferred payment liability and interest thereon.

Significant transactions undertaken as disclosed below

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
License fees	31,107	31,040
Spectrum usage charges	5,528	8,874
Interest on deferred payment obligations	175,592	158,023
Acquisition of Spectrum	-	187,863

Balance as at March 31, 2024 & March 31, 2023 are as below:

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Other current liabilities (undisputed)	7,451	11,040
Borrowings – Deferred payment obligations	2,114,713	1,962,570

The Company also has other transactions with other departments of GoI which include but are not limited to purchase and sale of goods and services, access charges, loans and interest thereon, various deposits etc which are not individually or collectively significant.

NOTE 59: DISCLOSURE AS PER THE REQUIREMENT OF REGULATION 34 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The amounts at the year end and the maximum amount of loans and advances outstanding during the year is as follows:

Name of the Company	₹ Mn			
	As at March 31, 2024		As at March 31, 2023	
	Outstanding balance	Maximum amount outstanding during the year	Outstanding balance	Maximum amount outstanding during the year
Subsidiaries				
Vodafone Idea Business Services Limited ⁽¹⁾	4,986	5,421	5,421	5,771
Vodafone Foundation ⁽¹⁾	5	5	5	5
Vodafone m-pesa Limited ⁽¹⁾	772	789	789	806
Vodafone Idea Technology Solutions Limited ⁽¹⁾	-	101	76	97
	5,763	6,316	6,291	6,679

⁽¹⁾ The amounts mentioned above represents gross amount outstanding (refer note 17)

NOTE 60: FINANCIAL INSTRUMENTS

A) Financial Instruments by Category: The following table provides categorisation of all financial instruments at carrying value except non-current investments in subsidiaries and associate which are carried at cost.

Particulars	₹ Mn					
	As at March 31, 2024			As at March 31, 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
Current Investments	2	-	-	-	-	-
Non-current investments	-*	10	-	-*	10	-
Trade Receivables	-	-	21,222	-	-	21,245

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Particulars	₹ Mn					
	As at March 31, 2024			As at March 31, 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Loans to subsidiaries	-	-	2,356	-	-	2,791
Cash and cash equivalents	-	-	1,542	-	-	2,216
Bank balance other than cash and cash equivalents	-	-	2	-	-	3
Margin money deposits ⁽¹⁾	-	-	3,539	-	-	6,450
Deposit with Body Corporates, Government Authorities and Others ⁽¹⁾	-	-	7,102	-	-	6,780
Interest receivable ⁽¹⁾	-	-	87	-	-	93
Derivative Financial Assets ⁽¹⁾	-	-	-	15	-	-
Settlement assets (refer note 43(iv)) ⁽¹⁾	-	-	63,939	-	-	81,209
Business consideration receivable ⁽¹⁾	-	-	37,095	-	-	41,877
Others ⁽¹⁾	-	-	433	-	-	274
Total Financial Assets	2	10	137,317	15	10	162,938

* Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

Particulars	₹ Mn			
	As at March 31, 2024		As at March 31, 2023	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Liabilities				
Fixed Rate loans from banks and others including Interest accrued but not due	-	4,272	-	45,792
Floating Rate loans from banks and others including Interest accrued but not due	-	40,412	-	86,612
Fixed rate Deferred Payment Obligations including Interest accrued but not due	-	2,114,713	-	1,962,570
Trade Payables	-	139,966	-	138,166
Payables for Capital Expenditure ⁽²⁾	-	70,260	-	63,970
Accrual towards One Time Spectrum Charges (OTSC) (refer note 43 (v))	-	65,410	-	56,449
Settlement liabilities (refer note 43(iv)) ⁽²⁾	-	-	-	17,270
Derivative Financial Liabilities ⁽²⁾	-	-	26	-
Security Deposits from Customers and Others ⁽²⁾	-	4,849	-	2,783
Lease liabilities ⁽²⁾	-	361,332	-	361,623
Others ⁽²⁾	-	-	1	-
Total Financial Liabilities	-	2,801,214	27	2,735,235

⁽¹⁾ Included in other current / non-current financial assets

⁽²⁾ Included in other current / non-current financial liabilities

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B) Fair Value Hierarchy

The Company has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values.

i. Fair value hierarchy of financial assets and liabilities measured at fair value as at As at March 31, 2024

Particulars				₹ Mn
	Level 1	Level 2	Level 3	Total
Financial Assets				
Current Investments	2	-	-	2
Non-current investments	-*	10	-	10
Total Financial Assets	2	10	-	12

ii. Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2023

Particulars				₹ Mn
	Level 1	Level 2	Level 3	Total
Financial Assets				
Non-current investments	-*	10	-	10
Derivative Financial Assets	-	15	-	15
Total Financial Assets	-*	25	-	25
Financial Liabilities				
Derivative Financial Liabilities	-	26	-	26
Others	-	1	-	1
Total Financial Liabilities	-	27	-	27

*Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

iii. The carrying amounts of the following financial assets and financial liabilities are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

a) Financial Assets

- Non-current investments (excluding non-current investments in joint venture)
- Trade Receivables
- Loans to Subsidiaries
- Cash and Cash equivalents
- Bank balance other than cash and cash equivalents
- Margin money deposits
- Deposit with Body Corporates, Government Authorities and Others
- Interest Receivable
- Settlement assets
- Business consideration receivable
- Others

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b) Financial Liabilities

- Floating Rate loans from banks and others including Interest accrued but not due
- Trade Payables
- Payable for capital expenditure
- Accrual towards One Time Spectrum Charges
- Security Deposits from Customers and Others
- Lease liabilities
- Settlement Liabilities
- Others

iv. Fair value hierarchy of financial liabilities measured at amortised cost is below:

₹ Mn

Particulars	Carrying Amount	Level 1	Level 2	Level 3	Total
Fixed rate loans from banks and others including interest accrued but not due					
As at March 31, 2024	4,272	-	4,269	-	4,269
As at March 31, 2023	45,792	-	43,255	-	43,255
Fixed rate Deferred Payment Obligations including interest accrued but not due					
As at March 31, 2024	2,114,713	-	2,127,641	-	2,127,641
As at March 31, 2023	1,962,570	-	1,996,407	-	1,996,407

C) Valuation Technique used to determine fair value:

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable and willing parties, other than in a forced or liquidation sale. The valuation techniques used to determine the fair values of financial assets and financial liabilities classified as level 2 include use of quoted market prices or dealer quotes for similar instruments and generally accepted pricing models based on a discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

The Company enters into derivative financial instruments such as forward exchange contracts with various counterparties. The fair value of such derivatives instruments are determined using forward exchange rates.

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NOTE 61: FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance and support the Company's operations. The Company's principal financial assets comprise of current investments, cash and bank balance, trade and other receivables. The Company also enters into derivative transactions such as foreign forward exchange contracts as a part of Company's financial risk management policies. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken.

The Company is exposed to various financial risks such as market risk, credit risk and liquidity risk. The Company's senior management comprising of a team of qualified finance professionals with appropriate skills and experience oversees management of these risks and provides assurance to the management that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activity for risk management purposes are carried by specialist team having appropriate skills and experience. The risks and measures to mitigate such risks is reviewed by the committee of Board of Directors periodically.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, bank deposits, current investments and derivative financial instruments.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2024 and March 31, 2023.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and floating rate loans from banks & others. At March 31, 2024, approximately 98.06% of the Company's borrowings are at a fixed rate of interest (March 31, 2023: 95.74%).

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit/(loss) before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/decrease in basis points	Effect on profit/(loss) before tax
₹ Mn		
March 31, 2024		
INR - Borrowings	+100	(404)
	-100	404
March 31, 2023		
INR - Borrowings	+100	(857)
	-100	857
USD - Borrowings	+100	(4)
	-100	4

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

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b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency), payables for capital expenditure denominated in foreign currency and foreign currency borrowing.

The Company's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Company's policies.

When a derivative contract is entered into for the purpose of hedging any foreign currency exposure, the Company negotiates the terms of those derivatives contracts to match the terms of the hedged exposure. The Company has major foreign currency risk in USD, EURO and GBP.

The Company has hedged Nil % (March 31, 2023: 29.73%) of its foreign currency trade payables and other financial liabilities in USD and Nil % (March 31, 2023: 100.00%) of its foreign currency loans in USD. This foreign currency risk is hedged by using foreign currency forward contracts (refer note 48). The Company has not hedged the foreign currency trade payables and other financial liabilities in EURO and GBP.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign currency rates, with all other variables held constant. The impact on the Company's profit/(loss) before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The Company's exposure to foreign currency changes for all other currencies other than USD, EURO and GBP is not material

Currency exposure	Change in currency exchange rate	Effect on profit/(loss) before tax
March 31, 2024		
USD	+5%	(1,749)
	-5%	1,749
EURO	+5%	(823)
	-5%	823
GBP	+5%	(62)
	-5%	62
March 31, 2023		
USD	+5%	(1,064)
	-5%	1,064
EURO	+5%	(757)
	-5%	757
GBP	+5%	(60)
	-5%	60

The derivatives have not been designated in a hedge relationship, they act as a hedge and will offset the underlying transactions when they occur.

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c) Price risk

The Company invests its surplus funds in various debt instruments and debt mutual funds. These comprise of mainly liquid schemes of mutual funds (overnight liquid investments).

Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However due to the very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

d) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade and other receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

- Trade receivables

Customer credit risk is managed in accordance with the Company's established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 15 to 30 days' credit terms. Outstanding customer receivables are regularly monitored.

The Company follows a 'simplified approach' (i.e. based on lifetime Expected credit losses (ECL)) for recognition of impairment loss allowance on Trade receivables. A large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. For the purpose of measuring lifetime ECL allowance for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. The Company, based on past trends, recognizes allowance for trade receivables: a) for retail subscribers (net of security deposit) remaining unpaid beyond 90/120 days from date of billing and b) for other trade receivables on account of Interconnect, Roaming, Fixed line Voice and data service etc. remaining unpaid beyond 180/365 days. Further, allowance is also recognised for cases indicating any specific trail of credit loss within the ageing brackets mentioned above. Individual trade receivables are written off when management deems them not to be collectible. Any subsequent recovery is recognized as Income in the Statement of Profit and Loss. Refer Note 14 for the carrying amount of credit exposure as on the Balance Sheet date.

- Other financial assets and cash deposits

Credit risk from balances with banks is managed by the Company's treasury department. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counter party. Counterparty credit limits are reviewed by the Company's Treasury Department periodically, and may be updated throughout the year. The limits are intended to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet as at March 31, 2024 and March 31, 2023 on its carrying amounts as disclosed in notes 10, 13, 14, 15, 16, 17 and 18 except for derivative financial instruments. The Company's maximum exposure relating to financial derivative instrument is noted in liquidity table below note 61 (e).

e) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans. As at March 31, 2024, approximately 1.26% of the Company's debt excluding interest will mature in less than one year, without considering reclassification into current maturity of debt due to covenant breach (March 31, 2023: 4.26%) based on the carrying value of borrowings reflected in the financial statements.

As the Company has already availed the moratorium with respect to AGR and Deferred Spectrum Obligation as referred in Note 3, funding raised as explained in Note 4 and based on the past performance and future expectation, the Company believes that cash generated from operations, working capital management, successful negotiations with lenders, vendors and DoT for continued support will satisfy its cash flow requirement associated with repayment of borrowings and other liabilities from its operations.

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forming part of the Standalone Financial Statements

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	Carrying Value	₹ Mn			Total payments
		Less than 1 year	1 to 5 years	> 5 years	
As at March 31, 2024					
Loans from banks and others ⁽¹⁾	44,684	50,923*	-	-	50,923
Deferred Payment Obligations ⁽²⁾	2,114,713	18,430	1,581,254	1,709,262	3,308,946
Trade and other payables ^{(3)&^^}	275,636	274,820	820	-	275,640
Lease liabilities	361,332	150,589	225,385	117,531	493,505
Other financial liabilities ^{(1), (2) & (3)}	4,849	4,849	-	-	4,849
	2,801,214	499,611	1,807,459	1,826,793	4,133,863
Derivatives liabilities ⁽⁴⁾	-	-	-	-	-
Derivatives assets ⁽⁴⁾	-	-	-	-	-
Total	2,801,214	499,611	1,807,459	1,826,793	4,133,863
As at March 31, 2023					
Loans from banks and others and Interest thereon ⁽¹⁾	132,404	131,184*	15,674	-	146,858
Deferred Payment Obligations and Interest thereon ⁽²⁾	1,962,570	18,455	1,176,113	2,146,037	3,340,605
Trade and other payables ^{(3)&^^}	258,585	257,484	1,499	-	258,983
Lease liabilities	361,623	143,897	217,493	151,426	512,816
Settlement liabilities (refer note 43(iv))	17,270	17,270	-	-	17,270
Other financial liabilities ^{(1), (2) & (3)}	2,784	2,784	-	-	2,784
	2,735,236	571,074	1,410,779	2,297,463	4,279,316
Derivatives liabilities ⁽⁴⁾	26	26	-	-	26
Derivatives assets ⁽⁴⁾	(15)	(15)	-	-	(15)
Total	2,735,247	571,085	1,410,779	2,297,463	4,279,327

⁽¹⁾ Interest accrued but not due on loans from banks and others of ₹ 166 Mn (March 31, 2023: ₹ 2,767 Mn) has been excluded from other financial liabilities and included in Loans from banks and others.

⁽²⁾ Interest accrued but not due on Deferred Payment Obligations of ₹ 80,377 Mn (March 31, 2023: ₹ 74,002 Mn) has been excluded from other financial liabilities and included in Deferred Payment Obligations.

⁽³⁾ Payable for capital expenditure of ₹ 70,260 Mn (March 31, 2023: ₹ 63,970 Mn) and accrual towards One Time Spectrum Charges (OTSC) of ₹ 65,410 Mn (March 31, 2023: ₹ 56,449 Mn) has been excluded from other financial liabilities and included in trade and other payables.

⁽⁴⁾ Included as part of maturity profile as the underlying of these derivatives are borrowings and other financial liabilities included above.

* The Company has classified an amount of ₹ 23,636 Mn (March 31, 2023: ₹ 39,271 Mn) from non-current borrowings to current maturities of long term debt although the Company believes that there will be no acceleration of payment in this regard (refer note 23(D))

^^ Includes payable for capital expenditure of ₹ 53,864 Mn (March 31, 2023 : 47,648 Mn) due for payment.

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forming part of the Standalone Financial Statements

NOTE 62: CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the value of shareholders.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using the net debt-equity ratio, which is net debt divided by total equity.

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Long term borrowings		
Loans from banks and others	-	9,351
Deferred Payment Obligations	2,028,962	1,883,550
Short term borrowings	49,892	125,304
Less: Current investments	(2)	-
Less: Cash and cash equivalents	(1,542)	(2,216)
Less: Fixed deposits with banks having maturity of 3 to 12 months	(2)	(2)
Net debt (A)	2,077,308	2,015,987
Equity share capital	501,198	486,797
Other Equity	(1,537,638)	(1,225,185)
Total Equity (B)	(1,036,440)	(738,388)
Net debt-equity ratio (A)/(B)	(2.00)	(2.73)

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

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forming part of the Standalone Financial Statements

NOTE 63: ADDITIONAL DISCLOSURE AS PER REQUIREMENT OF SCHEDULE III

A) Ratios for the year ended March 31, 2024 and March 31, 2023

₹ Mn

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	% Variance	Reason for variance
Current Ratio ⁽¹⁾	0.34	0.38	(12)%	
Debt Equity Ratio ⁽²⁾	(2.01)	(2.73)	(27)%	Mainly due to decrease in Net worth due to loss for the year
Debt Service Coverage Ratio ('DSCR') ⁽³⁾	0.24	0.25	(5)%	
Return on Equity Ratio ⁽⁴⁾	NA*	NA*	NA	
Trade Receivables turnover ratio (number of days) ⁽⁵⁾	18	20	(7)%	
Trade Payables turnover ratio ⁽⁶⁾	1.57	1.64	(4)%	
Net capital turnover ratio ⁽⁷⁾	(0.77)	(0.70)	10%	
Net Profit ratio (%) ⁽⁸⁾	(74)%	(70)%	6%	
Return on Capital employed ⁽⁹⁾	(5)%	(5)%	9%	
Return on investment ⁽¹⁰⁾	NA	NA	NA	

⁽¹⁾ Current Ratio = [Current assets/Current liabilities (excluding short term borrowings)]

⁽²⁾ Debt-Equity Ratio = [Debt (excluding interest accrued but not due)/ Equity]

⁽³⁾ DSCR = [Profit/(loss) before exceptional items and tax + Depreciation & Amortisation expenses (excluding depreciation on ROU assets) + Finance costs (excluding fair value gains/losses on derivatives and interest on lease liabilities)] / [Finance costs (excluding fair value gains/losses on derivatives and interest on lease liabilities) + interest capitalised + scheduled long term principal repayments(excluding prepayments)]

⁽⁴⁾ Return on Equity Ratio = [Net Profit/(loss) after tax/ Average Equity]

⁽⁵⁾ Trade Receivables turnover ratio = [(Average trade receivables)/(Revenue from operations)*Number of days during the year]

⁽⁶⁾ Trade Payables turnover ratio = [Total purchases/Average Trade Payables]

⁽⁷⁾ Net capital turnover ratio = [Revenue from operations / (Current asset - Current liability (excluding Short term borrowings))]

⁽⁸⁾ Net profit ratio = [Profit after tax/Revenue from operations]

⁽⁹⁾ Return on Capital employed = [(Profit/(loss) before tax + Finance costs- Other income) / (Equity share capital + Other equity + Debt (excluding interest accrued but not due))]

⁽¹⁰⁾ Return on investment = [Gain on Mutual Fund (including fair value gain/(loss)) / Average Investment in Mutual Fund]

* This ratio is not applicable as the Net-worth as on March 31, 2024 and as on March 31, 2023 is negative.

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forming part of the Standalone Financial Statements

B) Relationship with struck off companies					
Nature of transaction with Struck Off Company	Name of the Struck Off Company	Transaction during year ended March 31, 2024	Transaction during year ended March 31, 2023	Balance outstanding as on March 31, 2024	Balance outstanding as on March 31, 2023
Companies with Outstanding Balance of More than ₹ 1 Mn					
Payable	Maxwell Solutions Private Limited	-	-	1	2
Receivables	Unicall Private Ltd, Getit Infoservices Pvt. Ltd, Crossbow Infotech Pvt Ltd	-	-	9	9
Companies with Outstanding Balance of Less than ₹ 1 Mn					
Payable	Miheer Engineering Services Pvt Ltd, Suryanandan Texturizers Pvt. Ltd, Sfs Corporate Services Pvt. Ltd., Cloudric Technologies Pvt.Ltd, Shachi Technologies Pvt. Ltd., Gbc Infotech Pvt. Ltd., Gorma Enterprises, Eknoavate Solutions Pvt Ltd, Nexus Connexions Private Limited, Prosync Business Solutions, Bandu Software Solutions Private Limited, Binbit Mobile India Pvt. Ltd, Yogi It Solutions Pvt Ltd Dsa, Vistaas Digital Media Pvt Ltd, Safal Agri Biotech Pvt Ltd, Vriti Infocom Pvt Ltd, Vites Infotech India Pvt Ltd, Shri Dharmasastha Logistics, Ciro It Solutions Pvt Ltd, Raju Call Info Pvt Ltd, Ishta Communications Pvt Ltd, Emerge Marcom, Infinite Computer Solutions, Springfield Projects Private Limited, Madhuraj Enterprises, Jerry Mouse Technologies, Spark Fincorp India Limited, Index Communication P Ltd, Planet M Retail Ltd, One M Infomedia Private Limited, Greenpark Hotels And Resorts, Windz Express (P) Ltd, E2E Solutions Pvt. Ltd., Tqs Infotech Pvt Ltd, Aplab Ltd, Activ4Pets India Private Limited	-*	-*	3	2

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Nature of transaction with Struck Off Company	Name of the Struck Off Company	Transaction during year ended March 31, 2024	Transaction during year ended March 31, 2023	Balance outstanding as on March 31, 2024	Balance outstanding as on March 31, 2023
	Talk On Net Private Limited, Skan Bpo Private Limited, V2V Enterprises Private Limited, Shrinathji Netsol (India) Pvt Ltd, Evis Infoware India Pvt Ltd, Home Aspira Online Pvt Ltd, Tashi Infocomm Ltd, Imbue Infotech Pvt Ltd, Quantivia Technologies Pvt Ltd, Oceanin Info Solutions Pvt Ltd, Matha Corporate Solutions Pvt Ltd, Peniel Consultants Pvt Ltd, Nosyworld Solutions Private Limited, Tethys Telecom Private Limited, Bluestar Telecom Limited, Vcraft Bpo Services Pvt. Ltd., Bestshop99 Trading Private Limited, Chemiron Impex Private Limited, Core Hr Services Pvt. Ltd., Bajoria Sales Pvt Ltd, Patroun Corporate Agency Pvt Ltd, Translife Logistics Private Limited, Flybaint Technologies Pvt Ltd, Proto Financial Services Pvt Ltd, Ezeeconnect Messaging Services Pvt Ltd, Cb Data Solution Pvt Ltd, Home Front Commercial Services Pvt Ltd, Value Minds It Services Pvt Ltd, Subten Technologies Pvt Ltd, Scalable It Solutions Pvt Ltd, Exelence Marketing Services Private Limited, Alates Technical Pest Control, Bernhard Consultancy Pvt. Ltd., Big Millionaire Multitrade Pvt Ltd, Firstpriority Logistics Pvt Ltd, Getit Infoservices Pvt Ltd, Gopal Sweets Pvt Ltd, H K Mobiles Pvt Ltd, Ipd Infotech Private Limited, Itmarg Solutions Private Limited, Narangs International, Natural Printing Pvt Ltd, Palm Grove Hotels Pvt Ltd, Rawelcom Services India Pvt Ltd, Savvy Management Services P Ltd, Tranzvision Digital Media, Wpi Tele Info Pvt Ltd, Yellow Tech Solutions Pvt Ltd	-*	-*	3	2
	Receivables		-*		

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

NOTES

forming part of the Standalone Financial Statements

NOTE 64

The Company uses accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. The Company also uses certain other peripheral applications that support the recording of revenue, related subscriber acquisition costs, and vendor invoice validation, wherein, the audit trail feature is fully enabled through the year at application level for all transactions except for few of the other peripheral software application, for which audit trail is not enabled.

Further, the Company uses software applications which are operated by third-party software service providers, for processing the payroll and for roaming revenue accounting. The Management has obtained the Service Organisation Controls ("SOC") from the payroll service provider covering audit trail feature at application level and is in process of obtaining SOC reports for roaming revenue accounting service provider and revised SOC report for payroll vendor covering audit trail at database level.

NOTE 65: SUBSEQUENT EVENT

The Board of Directors of the Company, in its meeting held on February 27, 2024, and subsequently the shareholders at extra ordinary general meeting (EGM) held on April 2, 2024 have approved raising of funds up to ₹ 200,000 Mn by issuance of equity shares or any other instrument or security.

Further, the Board at its meeting held on April 11, 2024, approved a Further Public Offer (FPO) issue of ₹ 180,000 Mn. On April 23, 2024, the Company has allotted 16,363,636,363 Equity Shares of face value of ₹ 10 each to the equity shareholders at a price of ₹ 11.00 (including a premium of ₹ 1.00) per equity share aggregating to ₹ 180,000 Mn.

Additionally, the Shareholders on May 8, 2024 have approved issuance of 1,395,427,034 equity shares of ₹ 10/- each at an issue price of ₹ 14.87 per equity share (including a premium of ₹ 4.87 per equity share) aggregating to ₹ 20,750 Mn on a preferential basis to an existing shareholder entity forming part of the promoter group.

NOTE 66

Previous year figures have been regrouped/rearranged wherever necessary to conform to the current year grouping.

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar

Partner

Membership No.: 58814

Place: Mumbai

Date : May 16, 2024

For and on behalf of the Board of Directors of **Vodafone Idea Limited**

Ravinder Takkar

Non-Executive Chairman

(DIN : 01719511)

Akshaya Moondra

Chief Executive Officer

Himanshu Kapania

Non-Executive Director

(DIN : 03387441)

Murthy G.V.A.S.

Chief Financial Officer

Pankaj Kapdeo

Company Secretary

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report

To the Members of Vodafone Idea Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Vodafone Idea Limited (hereinafter referred to as "the Company" or "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and joint venture comprising of the consolidated Balance Sheet as at March 31, 2024, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Statement of Cash Flows and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint venture as at March 31, 2024, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section

of our report. We are independent of the Group, associate and joint venture in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (as described in note 5(a) of the Consolidated financial statements)	
<p>For the year ended March 31, 2024, the service revenue recognised was ₹ 425,549 million.</p> <p>Revenue recognition has been identified as a key audit matter due to complexity of systems in recognizing revenues, significance of volumes of data process by system, constantly evolving pricing with discounted tariffs and operation in highly competitive marketplace.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • With the assistance by IT specialists, we obtained an understanding, evaluated the design and tested the operating effectiveness of key IT general and application controls related to the revenue recognition processes. We also tested relevant IT infrastructure and applications that result in generation of various IT reports used for billing and revenue recognition process. • We tested the operating effectiveness of IT dependent manual controls, performed data analytics and trend analysis, test of reconciliations between billing and other IT systems, prepaid applications and the general ledger. We also performed procedures to test the computation of deferred revenue. • We read and assessed the revenue related accounting policy, estimates and assumptions and disclosures in the consolidated financial statements.
Assessment of claims related regulatory, taxation and legal matters (as described in note 3, 42(v) and 44 of the Consolidated financial statements)	
<p>At March 31, 2024 the value of regulatory, tax and legal disputes disclosed as contingent liabilities was ₹ 189,283 million.</p> <p>Pursuant to the Hon'ble Supreme Court judgement, the Group has recorded and carrying liability of ₹ 703,196 million related to AGR matter and ₹ 65,410 million related to one time spectrum charges (OTSC) for more than 6.2 MHz spectrum.</p> <p>Taxation, regulatory and litigation exposures have been identified as a key audit matter due to changing regulatory environment and significant judgement required by management in assessing the exposure of each case.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • We obtained summary of all tax, regulatory and litigation matters including management's assessment. • We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls related to management's risk assessment process for taxation, regulatory and legal matters. • We obtained and read external legal opinions (where considered necessary) and other evidences provided by management to corroborate management's assessment of regulatory and legal matters. • Engaged tax/regulatory specialists to assess the tax/regulatory positions taken by management with respect to tax/regulatory litigations. • Verified the provisions recorded in the books by the Group including the interest computations based on the demands received by the Group from DoT, internal records of the Group based on the Hon'ble Supreme Court judgement and validated the computations in accordance with licence agreement and Hon'ble Supreme Court judgement for the provisions recorded in the books. • Assessed the relevant accounting policies and disclosures in the consolidated financial statements for compliance with the requirements of accounting standards.

Borrowings, interest and debt covenant testing (as described in note 22, 23, 26 and 28 of the Consolidated financial statements)

At March 31, 2024, current and non-current borrowings was ₹ 2,156,839 million (including interest accrued but not due) - Loan from banks and others of ₹ 42,126 million, Deferred payment obligations towards Spectrum and AGR liability of ₹ 2,114,713 million and bank guarantee was ₹ 58,898 million.

Annual covenant testing as at March 31, 2024 resulted in certain ratios breaching the specified covenant threshold for loans aggregating ₹ 39,011 million. Accordingly, the Group has classified ₹ 23,636 million from non-current borrowings to current maturities of long-term debt.

Borrowings has been identified as a key audit matter due to debt covenant testing, change in credit ratings of the loans and various correspondences received from banks and financial institutions for additional security / increase in interest rate resulting in recognition, presentation and measurement complexities.

Our audit procedures included the following:

- We tested the debt covenant ratio specified in the loan agreements and the computation and assessed the classification of the borrowing in financial statement based on the results of such testing and waiver from the banks, if any.
- We obtained independent confirmation from the banks with respect to borrowings and non-fund based facilities [including bank guarantees/letter of credit] outstanding as at March 31, 2024 and compared the amounts as per confirmations with the amounts in the books of accounts and tested the reconciliation provided by management.
- We verified the interest/commission rate used by the Group for computation of interest cost with the loan/bank guarantee agreements and various correspondences received by the Group from respective banks and corresponding increase in rates due to debt covenant breach and change in credit rating, if any.
- We verified the security created against fund and non-fund based facilities with the agreements and documents related to charges filed with Registrar of Companies.
- We assessed the borrowing related accounting policy and disclosures in the consolidated financial statements for compliance as per Ind AS 107.
- We obtained various correspondences received from the Department of Telecommunications ('DOT') with respect to deferment / moratorium / future installment related to Deferred payment obligations towards Spectrum and AGR and compared the same with amounts considered in the books of accounts.

Other Information

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the Performance Highlights, Corporate Governance Report, Directors' Report, Management Discussion and Analysis Report and Business Responsibility and Sustainability Report, but does not include the consolidated financial statements and our auditor's report thereon. The Performance Highlights, Corporate Governance Report, Directors' Report, Management Discussion and Analysis Report and Business Responsibility and Sustainability Report, is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate and joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and

maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of the Group and of its associate and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associate and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associate and joint venture.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate

in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint venture of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The consolidated financial statements also includes the Group's share of net loss and total comprehensive loss of ₹ 55 million, as considered in the consolidated financial statements, in respect of one joint venture, whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of the joint venture and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid joint venture is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law have been kept by the Company and its subsidiaries, so far as it appears from our examination of those books except for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g);
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the; Statement of Other Comprehensive Income, the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to these consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Group to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g).
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the

Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated financial statements – Refer Note 44 to the consolidated financial statements;
- ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group during the year ended March 31, 2024.
- iv.
 - a) The management of the Group have represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management of the Group have represented that, to the best of its knowledge and belief, no funds have been received by the Group from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us

to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

- v) No dividend has been declared or paid during the year by the Group.
- vi) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below and discussed in note 62 to the financial statements, the Holding Company and subsidiaries have used various accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.

In case of Holding Company, in respect of certain supporting softwares, audit trail feature is not fully enabled including for changes made, if any, using privileged/administrative access rights.

Further, during the course of our audit, we and respective auditors of the above referred subsidiaries, did not come across any instance of audit trail feature being tampered in respect of the accounting software and other supporting software where the audit trail is enabled.

Also, with respect to third-party operated software applications in case of Holding Company and three subsidiaries, in the absence of a comprehensive information in the Service Organisation Controls report on audit trail, as described in Note 62 to the financial statements, we are unable to comment on whether the audit trail feature was enabled and operated throughout the year for all relevant transactions recorded in these software applications or whether there were any instances of the audit trail feature being tampered with.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 01049W/E300004

per Nilangshu Katriar

Partner

Membership Number: 058814

UDIN: 24058814BKGSNR3316

Place: Mumbai

Date: May 16, 2024

Annexure 1 to the Independent Auditor's Report

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Vodafone Idea Limited (the "Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No	Name	CIN	Holding company/ subsidiary/ associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1	Vodafone Idea Limited	L32100GJ1996PLC030976	Holding Company	3 (i) (a) (A), 3 (ix) (d)
2	Vodafone Idea Business Service Limited	U74900GJ2009PLC058189	Subsidiary	3 (ix) (d)
3	Vodafone Idea Manpower Service Limited	U74140GJ2007PLC051881	Subsidiary	3 (ix) (d)
4	Vodafone Idea Telecom Infrastructure Limited	U64200GJ2007PLC106772	Subsidiary	3 (i) (a) (A), 3 (ix) (d)
5	You Broadband India Limited	U51909MH2000PLC139321	Subsidiary	3 (ix) (d)
6	Vodafone M-Pesa Limited	U67100MH2014PLC258108	Subsidiary	3 (xiv) (a), 3 (ix) (d)
7	Vodafone Idea Technology Services Limited	U72900MH2014PLC260105	Subsidiary	3 (ix) (d)

The report of the following components included in the consolidated financial statements has not been issued by its auditor till the date of our auditor's report.

S. No.	Name	CIN	Subsidiary/associate/ joint venture
1.	FireFly Networks Limited	U74999DL2014PLC264417	Joint Venture
2.	Aditya Birla Idea Payments Bank Limited	U65923MH2016PLC273308	Associate

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 01049W/E300004

per Nilangshu Katriar

Partner

Membership Number: 058814

UDIN: 24058814BKGSNR3316

Place: Mumbai

Date: May 16, 2024

Annexure '2' to the Independent Auditor's Report

of even date on the Consolidated Financial Statements of Vodafone Idea Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Vodafone Idea Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and joint venture, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, its associate and joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these consolidated financial statements was established and maintained and if such controls

operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these consolidated financial statements included obtaining an understanding of internal financial controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to these consolidated financial statements.

Meaning of Internal Financial Controls With Reference to these Consolidated Financial Statements

A company's internal financial control with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to these consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to these consolidated financial

statements and such internal financial controls with reference to these consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 01049W/E300004

per Nilangshu Katriar

Partner

Membership Number: 058814

UDIN: 24058814BKGSNR3316

Place: Mumbai

Date: May 16, 2024

CONSOLIDATED BALANCE SHEET

as at March 31, 2024

Particulars	Notes	₹ Mn	
		As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment (including RoU Assets)	7	521,760	598,211
Capital work-in-progress	7	6,388	3,003
Intangible assets	8	879,488	964,341
Intangible assets under development	8	175,503	175,761
Investments accounted for using the equity method	9	3	58
Financial assets			
Other non-current financial assets	10	71,002	88,501
Deferred tax assets (net)	54	138	135
Other non-current assets	11	66,597	103,388
Total non-current assets (A)		1,720,879	1,933,398
Current assets			
Inventories	12	12	163
Financial assets			
Current investments	13	2	-
Trade receivables	14	21,948	21,640
Cash and cash equivalents	15	1,678	2,288
Bank balance other than cash and cash equivalents	16	3,684	6,266
Other current financial assets	17	534	394
Current tax assets		59	-
Other current assets	18	100,688	107,785
Total current assets (B)		128,605	138,536
Assets classified as held for sale (AHFS) (C) (refer note 42(vi))	19	493	493
Total Assets (A+B+C)		1,849,977	2,072,427

CONSOLIDATED BALANCE SHEET

as at March 31, 2024

Particulars	Notes	₹ Mn	
		As at March 31, 2024	As at March 31, 2023
EQUITY AND LIABILITIES			
Equity			
Equity share capital	20	501,198	4,86,797
Other equity	21	(1,542,866)	(1,230,388)
Total equity (A)		(1,041,668)	(743,591)
Liabilities			
Non-current liabilities			
Financial liabilities			
Long term borrowings			
Loans from banks and others	22 (A)	-	9,351
Deferred payment obligations	22 (B)	2,028,962	1,883,550
Lease Liabilities	46	243,250	250,612
Trade payables	27	754	1,058
Other non-current financial liabilities	23	72,933	66,623
Long term provisions	24	209	235
Deferred tax liabilities (net)	54	4	-
Other non-current liabilities	25	4,120	4,362
Total non-current liabilities (B)		2,350,232	2,215,791
Current liabilities			
Financial liabilities			
Short term borrowings	26	47,336	1,22,959
Lease Liabilities	46	118,542	111,188
Trade payables	27	137,312	135,364
Other current financial liabilities	28	151,432	153,557
Other current liabilities	29	81,145	77,011
Short term provisions	30	365	147
Current tax liability (net) (includes amount referred in note 42(viii))		5,281	1
Total current liabilities (C)		541,413	600,227
Total Equity and Liabilities (A+B+C)		1,849,977	2,072,427

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of **Vodafone Idea Limited****Ravinder Takkar**Non-Executive Chairman
(DIN : 01719511)**Himanshu Kapania**Non-Executive Director
(DIN : 03387441)**Nilangshu Katriar**

Partner

Membership No.: 58814

Place: Mumbai

Date : May 16, 2024

Akshaya Moondra

Chief Executive Officer

Murthy G.V.A.S.

Chief Financial Officer

Pankaj Kapdeo

Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2024

₹ Mn

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
INCOME			
Service revenue		425,549	421,339
Sale of trading goods		178	87
Other operating income	31	790	346
Revenue from operations		426,517	421,772
Other income	32	1,132	3,113
Total income		427,649	424,885
EXPENSES			
Cost of trading goods		156	78
Employee benefit expenses	33	21,224	18,663
Network expenses and IT outsourcing cost	34	98,104	100,783
License fees and spectrum usage charges	35	36,726	40,021
Roaming and access charges	36	41,177	38,991
Subscriber acquisition and servicing expenditure	37	42,806	36,780
Advertisement, business promotion expenditure and content cost	38	5,647	9,412
Other expenses	39	9,417	8,874
		255,257	253,602
Profit / (Loss) before finance costs, depreciation, amortisation, share of net profit/(loss) of joint venture, exceptional items and tax		172,392	171,283
Finance costs	40	257,655	233,543
Depreciation	7	138,715	142,584
Amortisation	8	87,620	87,913

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2024

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit / (Loss) before share of profit/(loss) of joint venture, exceptional items and tax		(311,598)	(292,757)
Add : Share in profit/(loss) of joint venture	61	(55)	5
Profit / (Loss) before exceptional items and tax		(311,653)	(292,752)
Exceptional items	41	7,555	(224)
Profit / (Loss) before tax		(304,098)	(292,976)
Tax expense:			
- Current tax	53	8,285	115
- Deferred tax	53 & 54	1	(80)
Profit / (Loss) after tax for the year		(312,384)	(293,011)
Other comprehensive income / (loss)			
Items not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains / (loss) on defined benefit plans	52	(94)	115
Income tax effect	53 & 54	-	(4)
Other comprehensive income / (loss) for the year, net of tax		(94)	111
Total comprehensive income / (loss) for the year		(312,478)	(292,900)
Earnings / (loss) per equity share of ₹ 10 each:	55		
Basic (₹)		(6.41)	(8.43)
Diluted (₹)		(6.41)	(8.43)

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of **Vodafone Idea Limited****Ravinder Takkar**Non-Executive Chairman
(DIN : 01719511)**Himanshu Kapania**Non-Executive Director
(DIN : 03387441)**Nilangshu Katriar**Partner
Membership No.: 58814**Akshaya Moondra**

Chief Executive Officer

Murthy G.V.A.S.

Chief Financial Officer

Pankaj Kapdeo

Company Secretary

Place: Mumbai

Date : May 16, 2024

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2024

A. Equity share capital:

Equity shares of ₹ 10 each issued, subscribed and fully paid

Particulars	Numbers	Amount (₹ Mn)
As at April 1, 2022	32,118,847,885	321,188
Issue of Share capital (refer note 3 and refer note 42(i))	16,560,841,320	165,609
As at March 31, 2023	48,679,689,205	486,797
Issue of Share capital (refer note 42(ii))	1,440,000,000	14,400
Issue of shares under Employee Stock Option Scheme (ESOS) (refer note 51)	131,170	1
As at March 31, 2024	50,119,820,375	501,198

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2024

B. Other equity

₹ Mn

Particulars	Reserves and surplus								Total	
	Capital reserve (refer note 21(i))	Capital reduction reserve (refer note 21(ii))	Debt redemption reserve (refer note 21(iii))	Securities premium (refer note 21(iv))	Amalgamation adjustment account (refer note 21(v))	General reserve (refer note 21(vi))	Retained earnings (refer note 21(vii))	Employee stock options reserve (refer note 21(viii))		Convertible Share Warrants (refer note 21(ix))
As at April 1, 2022	(88,460)	277,787	4,408	1,095,861	(488,444)	1,562	(1,743,600)	50	-	(940,836)
Profit/(Loss) for the year ended March 31, 2023	-	-	-	-	-	-	(293,011)	-	-	(293,011)
Other comprehensive income/(loss) for the year ended March 31, 2023	-	-	-	-	-	-	111	-	-	111
Total comprehensive income/(loss)	-	-	-	-	-	-	(292,900)	-	-	(292,900)
Adjustment on account of settlement of financial liability (refer note 3)	-	-	-	-	-	-	3,305	-	-	3,305
Issue of convertible share warrants (refer note 42(i))	-	-	-	-	-	-	-	-	4,362	4,362
Conversion of convertible share warrants into equity shares (net of share issue expenses of ₹ 42 Mn) (refer note 42(ii))	-	-	-	43	-	-	-	-	(4,362)	(4,319)
Share-based payment expenses (refer note 51)	-	-	-	-	-	-	12	(12)	-	-
As at March 31, 2023	(88,460)	277,787	4,408	1,095,904	(488,444)	1,562	(2,033,183)	38	-	(1,230,388)
Profit/(Loss) for the year ended March 31, 2024	-	-	-	-	-	-	(312,384)	-	-	(312,384)
Other comprehensive income/(loss) for the year ended March 31, 2024	-	-	-	-	-	-	(94)	-	-	(94)
Total comprehensive income/(loss)	-	-	-	-	-	-	(312,478)	-	-	(312,478)
Issue of shares under ESOS (refer note 51)	-	-	-	14	-	-	-	(14)	-	-
Share-based payment expenses (refer note 51)	-	-	-	-	-	-	4	(4)	-	-
Transfer of debt redemption reserve to General Reserves	-	-	(4,408)	-	-	4,408	-	-	-	-
As at March 31, 2024	(88,460)	277,787	-	1,095,918	(488,444)	5,970	(2,345,657)	20	-	(1,542,866)

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of **Vodafone Idea Limited****Ravinder Takkar**Non-Executive Chairman
(DIN : 01719511)**Himanshu Kapania**Non-Executive Director
(DIN : 03387441)**Nilangshu Katriar**

Partner

Membership No.: 58814

Place: Mumbai

Date : May 16, 2024

Akshaya Moondra

Chief Executive Officer

Murthy G.V.A.S.

Chief Financial Officer

Pankaj Kapdeo

Company Secretary

STATEMENT OF CONSOLIDATED CASH FLOWS

for the year ended March 31, 2024

₹ Mn

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
OPERATING ACTIVITIES		
Loss before tax	(304,098)	(292,976)
Adjustments to reconcile loss before tax to net cash flows		
Share in loss/(profit) of joint venture	55	(5)
Depreciation of property, plant and equipment (including RoU Assets)	138,715	142,584
Amortisation of intangible assets	87,620	87,913
Share-based payment expense (ESOS)	-	2
Gain on disposal of property, plant and equipment and intangible assets (net)	(486)	(642)
Loss on remeasurement of leasehold land (refer note 41)	-	224
Differential entry fees impact (refer note 42(viii))	(7,555)	-
Finance costs	257,655	233,543
Bad debts / advances written off	2,119	1,170
Allowance for doubtful debts / advances	(478)	86
Liabilities / provisions no longer required written back	(743)	(175)
Interest income	(433)	(2,471)
Gain on Mutual Funds (including fair value gain/(loss))	(239)	(290)
Working capital adjustments		
(Increase)/Decrease in trade receivables	(1,707)	1,847
Decrease/(Increase) in inventories	151	(140)
Decrease in other financial and non-financial assets	11,174	10,626
(Decrease) in trade payables	(10,128)	(2,477)
Increase/(Decrease) in other financial and non-financial liabilities	6,935	(3,581)
Cash flows from operating activities	178,557	175,238
Income tax refund (including TDS) (net)	29,704	13,449
Net cash flows from operating activities	208,261	188,687
INVESTING ACTIVITIES		
Purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development)	(16,139)	(39,422)
Payment towards Spectrum - Upfront payment	-	(16,800)
Payment of Deferred Payment obligation towards Spectrum	(4,483)	-
Proceeds from sale of property, plant and equipment and intangible assets	840	857
Net sale of current investments	237	290
Interest received	422	941
Maturity / (Placement) for Fixed deposits with banks having maturity of 3 to 12 months	55	(2)
Net cash flows (used in) investing activities	(19,068)	(54,136)

STATEMENT OF CONSOLIDATED CASH FLOWS

for the year ended March 31, 2024

₹ Mn

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
FINANCING ACTIVITIES		
Proceeds from Issue of shares under Employee Stock Option Scheme (ESOS)	1	-
Proceeds from issue of convertible share warrants (net of share issue expenses of ₹ 42 Mn) (refer note 42(ii))	-	4,320
Payment of interest and finance charges ⁽¹⁾	(28,678)	(20,940)
Proceeds from long term borrowings	-	16,000
Repayment of long term borrowings	(59,164)	(59,460)
Proceeds from short term borrowings	20,000	19,824
Repayment of short term borrowings	(34,824)	(27,500)
Payment of lease liabilities (refer note 46)	(87,138)	(79,039)
Net cash flows (used in) financing activities	(189,803)	(146,795)
Net (decrease) in cash and cash equivalents during the year	(610)	(12,244)
Cash and cash equivalents at the beginning of the year	2,288	14,532
Cash and cash equivalents at the end of the year (refer note 15)	1,678	2,288

⁽¹⁾ includes interest payment on deferred payment obligation

STATEMENT OF CONSOLIDATED CASH FLOWS

for the year ended March 31, 2024

1. Disclosure of changes in liabilities arising from financing activities on account of non-cash transactions

Particulars	Loans from banks and others including current maturities	Deferred payment obligations including current maturities	Changes in derivative liabilities (net)	Interest accrued but not due	Lease liabilities
Balance as at April 1, 2022	178,026	1,731,151	102	69,605	228,434
(i) Cash flow Items					
Net proceed/(repayment) of borrowings	(51,129)	(7)	-	-	-
Payment of Interest and finance charges	-	-	-	(20,940)	-
Payment of lease liabilities (refer note 46)	-	-	-	-	(79,039)
(ii) Non - cash items					
Exchange difference (net)	435	-	-	(435)	-
Finance cost (charged to profit and loss)	-	-	(91)	197,461	36,173
Upfront fees amortisation	(40)	-	-	40	-
Interest related to other liabilities	-	-	-	(22,855)	-
Accrued interest on deferred payment obligation for spectrum and others transferred to borrowing on anniversary date	-	147,693	-	(147,693)	-
Addition towards Spectrum acquisition	-	171,063	-	4,876	-
Issue of equity shares (refer note 3)	-	(161,332)	-	-	-
Adjustment on account of settlement of financial liability (refer note 3)	-	-	-	(3,305)	-
Addition of lease liabilities (refer note 46)	-	-	-	-	186,844
Deletion of lease liabilities (refer note 46)	-	-	-	-	(10,612)
As at March 31, 2023	127,292	1,888,568	11	76,754	361,800
(i) Cash flow Items					
Net proceed/(repayment) of borrowings	(71,055)	(2,933)	-	-	-
Payment of Interest and finance charges	-	-	-	(28,678)	-
Payment of Deferred Payment obligation towards Spectrum	-	(4,483)	-	-	-
Payment of lease liabilities (refer note 46)	-	-	-	-	(87,138)
(ii) Non - cash items					
Finance cost (charged to profit and loss)	-	-	(11)	221,348	36,318
Upfront fees amortisation	125	-	-	(125)	-
Interest related to other liabilities	-	-	-	(34,012)	-
Accrued interest on deferred payment obligation for spectrum and others transferred to borrowing on anniversary date	-	154,606	-	(154,606)	-
Reclassification of deferred payment obligation	-	(1,422)	-	(140)	-
Issue of shares pursuant to conversion of OCD's (refer note 42(ii))	(14,400)	-	-	-	-
Addition of lease liabilities (refer note 46)	-	-	-	-	57,695
Deletion of lease liabilities (refer note 46)	-	-	-	-	(6,883)
As at March 31, 2024	41,962	2,034,336	-	80,541	361,792

2. The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 on Statement of Cash Flows.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of **Vodafone Idea Limited**

Ravinder Takkar

Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania

Non-Executive Director
(DIN : 03387441)

Nilangshu Katriar

Partner
Membership No.: 58814

Akshaya Moondra

Chief Executive Officer

Murthy G.V.A.S.

Chief Financial Officer

Pankaj Kapdeo

Company Secretary

Place: Mumbai

Date : May 16, 2024

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1. CORPORATE INFORMATION

Vodafone Idea Limited ('the Company'), a public limited company, was incorporated under the provisions of the Companies Act applicable in India on March 14, 1995. Its shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India (Scrip Code; NSE: IDEA, BSE: 532822). The registered office of the Company is situated at Suman Tower, Plot No. 18, Sector-11, Gandhinagar – 382011, Gujarat. The Company is one of the leading telecom service providers in India. The Company and its subsidiaries ("the Group") is engaged in the business of telecommunication services.

These consolidated financial statements for the year ended March 31, 2024 were approved by the Board of Directors and authorised for issue on May 16, 2024.

2.(A) STATEMENT OF COMPLIANCE

These consolidated financial statements of the Company, its subsidiaries (the "Group"), joint venture and associate comprising of Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Statement of Consolidated Cash Flows together with the consolidated notes have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2.(B) BASIS OF PREPARATION AND CONSOLIDATION

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services on the transaction date.

All financial information presented in ₹ has been rounded off to million unless otherwise stated.

The Group has elected to present Profit/(Loss) before finance costs, depreciation, amortisation, share of profit/(loss) of joint venture, exceptional items and tax as a separate line item on the face of the statement of profit and loss. In such measurement, the Group does not include finance costs,

depreciation, amortisation, share of profit/(loss) of joint venture, exceptional items and tax.

The consolidated financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act, 2013.

The consolidated financial statements have been consolidated in accordance with Ind AS 110, 'Consolidated Financial Statements'.

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group has:

- Power over the investee;
- Exposure, or rights, to variable returns from its involvement with the investee and
- Has the ability to affect those returns through its power to direct the relevant activities of the investee.

Generally, there is a presumption that majority of voting rights results in control. To support this presumption and when the Group has less than majority of voting or similar rights over an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders
- Rights arising from other contractual arrangements
- Potential voting rights held by the Group

The consolidated financial statements of the group are prepared based on a line by line consolidation of the separate financial statements of the Company and its subsidiaries whereby the book values of like items of assets, liabilities, income, expenses and tax have been added after eliminating intra-group balances, transactions and resulting unrealised gains or losses.

Subsidiaries are consolidated from the date on which control is acquired by the group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet, respectively.

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The financial statements of the following entities in the Group are prepared using uniform accounting policies and are drawn up to the same accounting period as that of the Group.

Sr. No.	Name of the Company	Relationship	Voting Power % as at	
			March 31, 2024	March 31, 2023
1	Vodafone Idea Manpower Services Limited ('VIMSL')	Subsidiary	100.00	100.00
2	Vodafone Idea Telecom Infrastructure Limited ('VITIL')	Subsidiary	100.00	100.00
3	Vodafone Idea Business Services Limited ('VIBSL')	Subsidiary	100.00	100.00
4	Vodafone Idea Communication Systems Limited ('VICSL')	Subsidiary	100.00	100.00
5	Vodafone Foundation ('VF') (Registered under section 8 of Companies Act, 2013)	Subsidiary	100.00	100.00
6	Vodafone m-pesa Limited ('VMPL')	Subsidiary	100.00	100.00
7	Vodafone Idea Technology Solutions Limited ('VITSL')	Subsidiary	100.00	100.00
8	Vodafone Idea Shared Services Limited ('VISSL')	Subsidiary	100.00	100.00
9	You Broadband India Limited ('YBIL')	Subsidiary	100.00	100.00

The Financial Statements of the following associate and joint venture used in the consolidation are drawn up to the same reporting date as that of the Group and the accounting policies have been changed where necessary to ensure consistency with the policies adopted by the group. All the entities are incorporated in India.

Sr. No.	Name of the Company	Relationship	Voting Power % as at	
			March 31, 2024	March 31, 2023
1	Aditya Birla Idea Payments Bank Limited (ABIPBL) ⁽¹⁾	Associate	49.00	49.00
2	Firefly Networks Limited (FNL)	Joint Venture ⁽²⁾	50.00	50.00

⁽¹⁾ The Company is currently under liquidation.

⁽²⁾ by virtue of joint venture agreement

2 (C) CHANGES IN OWNERSHIP INTERESTS

- Subsidiaries

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

The subsidiaries are deconsolidated from the date the Group loses control on such subsidiaries. When the Group ceases to consolidate because of a loss of control, any retained interest in the entity is

re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are reclassified to profit and loss on disposal of the related assets and liabilities.

- Associates and Joint Arrangements

The Group ceases to equity account for an investment if it loses joint control or significant influence over such equity accounted investee. When the group ceases to equity account for an investee, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss.

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This fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest in the investee. In addition, any amounts previously recognised in other comprehensive income in respect of that investee are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit and loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit and loss where appropriate.

3. The Honourable Supreme Court on October 24, 2019 along with supplementary order dated July 20, 2019 and final order dated September 01, 2020 delivered its judgment (together referred to as "AGR Judgment") on the cross appeals against the Honourable TDSAT judgment dated April 23, 2015, relating to the definition of Adjusted Gross Revenue. The order upheld the principal demand, levy of interest, penalty and interest on penalty.

On September 1, 2020, vide its judgment, the Honourable Supreme Court has inter-alia directed that Telecom Operators shall at the first instance, make the payment of 10% of the total dues as demanded by the Department of Telecommunications ('DoT') by March 31, 2021 and thereafter, Telecom Operators to make payment in Ten instalments commencing from April 1, 2021 to March 31, 2031, payable by 31st March of every succeeding financial year.

The Company had on August 10, 2021 filed a review petition with the Honourable Supreme Court for considering to hear the modification application on correction of manifest / clerical / arithmetic errors in the computation of AGR demands which is still pending to be heard.

The Union Cabinet on September 15, 2021 approved major structural and process reforms in the telecom sector to boost the proliferation and penetration of broadband and telecom connectivity. Further to address liquidity requirements, the Cabinet has also approved deferment of AGR dues which are payable in annual instalments as determined by the Honourable Supreme Court for up to four years without any change in the instalment period and deferment of spectrum auction instalments payable from October 1, 2021 to September 30, 2025 excluding the instalments due for spectrum auction 2021 and 2022. It also provided upfront conversion of the interest amount arising due to such deferment into equity.

The Company has conveyed its acceptance on January 10, 2022 ("Exercise Date").

Further on March 31, 2022, the DoT computed the Net Present value (NPV) of the interest liability on moratorium period amounting to ₹ 161,332 Mn towards AGR dues (as per Honourable SC affidavit dated September 01, 2020) and deferred annual Spectrum liabilities as on the Exercise Date, which the Company has confirmed on April 14, 2022. The DoT on June 15, 2022 offered a moratorium on pending AGR related dues up to Financial Year 2018-19 along with an option of equity conversion of interest liability pertaining to the moratorium period for this additional amounts. On June 29, 2022, the Company conveyed its acceptance for the deferment of AGR related dues till financial year 2018-19. The above mentioned letter has a summary of additional AGR dues amounting to ₹ 88,372 Mn (including amounts for the period till FY 16-17 not forming part of the affidavit submitted to Supreme Court). The DoT has mentioned that these are subject to further correction on account of disposal of various representations submitted by the Company, outcome of other pending litigations etc. and the undisputed amounts finally determined by December 31, 2025 shall be paid in six equal instalments post the moratorium period. In September 2022, the Company has also informed the DoT on AGR dues (beyond affidavit period till FY 18-19) interest during the moratorium period shall not be converted in to equity.

The DoT, on February 03, 2023, issued an order under section 62(4) of the Companies Act, 2013 ("the Act"), directing the Company to issue equity shares against the loan of ₹ 161,332 Mn representing Net Present Value of the interest as at the Exercise Date as defined in equity conversion guidelines. On February 07, 2023 ("Date of conversion"), the Company's Board has allotted shares to the Government of India (Gol).

Consequent to the above, the Company has derecognised the loan liability of ₹ 161,332 Mn due to the issuance of 16,133,184,899 equity shares at an issue price of ₹ 10 each amounting to ₹ 161,332 Mn, and consequential adjustment of ₹ 3,305 Mn has been adjusted to Other equity. The Company has sought clarification on applicability of GST on the relevant portion of this conversion into equity from Central Board of Indirect Taxes and Customs (CBIC) and have also taken a legal opinion based on which it believes that the same is not applicable.

As on March 31, 2024, the promoter shareholding of Vodafone group and Aditya Birla group is 48.91 % and Gol is 32.19%.

During the year, the Company filed Curative Petition to allow correction of manifest/clerical and arithmetical errors in the

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provisional demands raised by DoT. The matter is currently pending.

On April 4, 2024, the Company has filed affidavit with Honourable Supreme Court including the compliance letter stating that by acceptance of the deferment option and agreeing to moratorium of AGR dues for four years, it has complied with Court order dated September 1, 2020.

Accordingly, as at March 31, 2024, the net liability towards AGR dues arising out of Honourable Supreme Court judgment amounting to ₹ 703,196 Mn (March 31, 2023: ₹ 655,462 Mn) [net of payment of ₹ 78,544 Mn] is disclosed as deferred payment obligation pursuant to AGR judgement under long term borrowings in the financial statements.

4. The Group has incurred a loss of ₹ 312,384 Mn for the year ended March 31, 2024. Its net worth stands at negative ₹ 1,041,668 Mn and the Net Working Capital (excluding short term borrowings, future lease liability and certain accruals toward pending litigations) stands at negative ₹ 203,518 Mn.

As at March 31, 2024, the outstanding debt from banks and others (including interest accrued but not due) of the Group is ₹ 42,126 Mn and the deferred payment obligation amount towards Spectrum and AGR (including interest accrued but not due) of the Group is ₹ 2,114,713 Mn. As at March 31, 2024, an amount of ₹ 23,636 Mn (March 31, 2023: ₹ 39,271 Mn) has been reclassified from non-current borrowings of loans from banks and others to current maturities of long-term debt of loans from banks and others for not meeting certain covenant clauses under the financial agreements. The Group has exchanged correspondences and continues to be in discussion with the lenders for next steps/waivers. Loans from banks and others and deferred payment obligations payable by March 31, 2025 is ₹ 18,339 Mn (excluding amount classified as current on account of not meeting certain covenant clauses) and ₹ 5,374 Mn respectively. As of date, the Group has met all its debt obligations payable to its lenders / banks and financial institutions along with applicable interest. The Company has utilized extended credit period to discharge some of its contractual obligations. Further, certain vendors have asked for payment of their overdue outstanding. The Company continues to be in discussion with them to agree to a payment plan. The Company is also required to provide bank guarantees at least 13 months prior to each of the instalment becoming due post the moratorium period i.e. from October 2025 and at each of the relevant dates till September 2026 which aggregates to ₹ 247,469 Mn or seek a waiver from DoT for providing bank guarantees considering that the requirement of bank guarantees has been removed from the notice inviting applications ('NIA') for 2022 and subsequent spectrum auctions.

Subsequent to the year end, the Company has raised an amount aggregating to ₹ 180,000 Mn by way of Further Public Offer (FPO), and accordingly issued 16,363,636,363 equity shares of ₹ 10/- each at an issue price of ₹ 11.00 per equity share (including a premium of ₹ 1.00 per equity share). Additionally, the Shareholders on May 8, 2024 have approved issuance of 1,395,427,034 equity shares of ₹ 10/- each at an issue price of ₹ 14.87 per equity share (including a premium of ₹ 4.87 per equity share) aggregating to ₹ 20,750 Mn on a preferential basis to an existing shareholder entity forming part of the promoter group.

The Group believes, with the above capital infusion, it will be able to conclude the negotiations with lenders, vendors and DoT for continued support and generation of cash flow from operations that will enable it to settle its liabilities as they fall due. These financial statements have, therefore, been prepared on a going concern basis.

5. MATERIAL ACCOUNTING POLICIES

a) Revenue from contracts with customers

Revenue is recognised when a customer obtains control of the goods or receive services and thus has the ability to direct the use and obtain the benefits from the goods or services. Revenue is measured at the Transaction price i.e. an amount that reflects the consideration, to which an entity expects to be entitled in exchange for transferring goods or services to customers, excluding amounts collected on behalf of third parties. Taxes and duties collected by the seller / service provider are to be deposited with the government and not received by the Group on their own account. Accordingly, it is excluded from revenue. The Group evaluates its exposure to significant risks and reward associated with the revenue arrangements in order to determine its position of a principal or an agent in this regard. Consideration payable to a customer includes cash or credit or other items expected to be payable to the customer (or to other parties that purchase the entity's goods or services from the customer). The Group accounts for consideration payable to a customer as a reduction from the transaction price unless the payment to the customer is in exchange for a distinct goods or services that the customer transfers to the entity.

- i) Revenue from supply of services and sale of goods
Revenue on account of telephony services (post-paid and prepaid categories, roaming, interconnect and long distance services) is recognised on rendering of services. Fixed Revenues in the post-

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paid category are recognised over the period of rendering of services. Processing fees on recharge vouchers in case of prepaid category is recognised over the validity of such vouchers.

Revenue from other services (internet services, mobile advertisement, revenue from toll free services, etc.) is recognised on rendering of services. Revenue from sale of handsets, data cards and related accessories is recognised when control of the asset is transferred to the customer, generally on delivery of the equipment. Revenue from passive infrastructure is recognised on rendering of services.

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Multiple element contracts:

Bundle packages that include multiple elements, at the inception of the arrangement, the Group determines whether it is necessary to separate the separately identifiable elements and apply the corresponding revenue recognition policy to each elements. Total package revenue is allocated among the identified elements based on their relative standalone price.

- ii) **Unbilled income**
Unbilled income is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs its obligation by transferring goods or services to a customer before the same is invoiced to the customer, unbilled income is recognised for the earned consideration that is conditional on satisfaction of performance obligation.
- iii) **Trade receivables**
A receivable represents the Group's right to an amount of consideration that is unconditional

(i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note 5(r) Financial instruments – initial recognition and subsequent measurement.

- iv) **Advance from customer and deferred revenue**
Advance from customer and deferred revenue is the obligation to transfer goods or services to a customer for which the Group has invoiced / received consideration from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made. Advance from customer and deferred revenue are recognised as revenue when the Group fulfils its performance obligations under the contract.
- v) **Interest income**
Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is recorded using the applicable Effective Interest Rate (EIR), which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- vi) **Dividends**
Dividend income is recognised when the Group's right to receive the payment is established.
- vii) **Cost to obtain a contract**
The Group pays sales commission to its channel partners for each contract that they obtain and incurs customer verification expenses. Such costs are deferred over the average expected customer life-cycle provided the estimated average customer life-cycle is higher than twelve months. The Group re-estimates the average customer life cycle on a periodic basis.

b) **Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. The Group's lease asset classes primarily consist of leases for passive infrastructure for cell sites and immovable properties.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment (refer Note 5 (l)).

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments,

the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification i.e. a change in the lease term or a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. The re-measurement of lease liability is done by discounting the revised lease payments using the Group's incremental borrowing rate at the effective date of modification.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Finance lease:

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting period so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating lease:

Rental income from operating lease is recognised on a straight line basis over the lease term unless payments to the Group are structured to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increase; such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term. Contingent rents are recognised as income in the period in which they are earned.

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The Group enters into agreements which entitle its customers the right to use of specified capacity of dark fibre / bandwidth capacity for a specific period of time. Under such arrangements, the rights to use the specified assets are given for a substantial part of the estimated useful life of such assets. The contracted price received upfront in advance is treated as deferred revenue and is recognised on a straight line basis over the agreement period.

c) Employee benefits

i. Defined Contribution Plan

Contributions to Provident and other funds are funded with the appropriate authorities and charged to the Consolidated Statement of Profit and Loss when the employees have rendered service entitling them to the contributions.

Contributions to Superannuation are funded with the Life Insurance Corporation of India and charged to the Consolidated Statement of Profit and Loss when the employees have rendered service entitling them to the contributions.

The Group has no obligation other than contribution payable to these funds.

ii. Defined Benefit Plan

The Group has a defined benefit gratuity plan which is a combination of funded plan and unfunded plan. In case of funded plan, the Group makes contribution to a separately administered fund with the Insurance companies. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimation of the payments. Any deficit in plan assets managed by Insurance companies as compared to the liability based on an independent actuarial valuation is recognised as a liability. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method, with actuarial valuations being carried out at periodic intervals.

Re-measurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Consolidated balance sheet with a corresponding charge or credit to Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not

reclassified to Consolidated statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the Consolidated statement of profit and loss:

- Service costs; and
- Net interest expense or income

iii. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of salaries, wages, Long Term Incentive Plan (LTIP) and other short term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Provision for leave benefits to employees is based on actuarial valuation done by projected unit credit method at the reporting date. The related re-measurements are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise.

iv. Share-based payments

Equity-settled share-based payments to employees for options granted by the Group to its employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity settled share-based payments is expensed over the period in which the performance or service conditions are fulfilled, based on the Group's estimate of stock options that will eventually vest, with a corresponding increase in equity. The fair value of the cash settled share-based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of stock option that will eventually vest, with a corresponding increase in liability. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Consolidated statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to

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the equity-settled employee benefits reserve or liability as applicable.

In respect of cancellation of unvested stock options, the amount already charged as share based payment expense is reversed under the same head in the Consolidated Statement of Profit and Loss. In respect of cancellation/ expiration of vested stock options, the amount already charged as share based payment expense is adjusted against Retained earnings in Other Equity.

In respect of modification such as re-pricing of existing stock option, the difference in fair value of the option on the date of re-pricing is accounted for as share based payment expense over the remaining vesting period.

d) Annual Revenue Share License Fees and Spectrum Usage Charges

The license fees and spectrum usage charges, computed basis of adjusted gross revenue, are charged at prescribed rate to the Consolidated Statement of Profit and Loss in the period in which the related revenue arises as per the Unified License / Unified Access Service License and DoT amendments issued from time to time.

e) Foreign currency transactions

The Group's financial statements are presented in Indian Rupees (₹) which is also the Group's functional currency.

Transactions in foreign currencies are initially recorded at the ₹ spot rate on the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised on net basis within finance cost in the Consolidated Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recognised using the exchange rates at the dates of the initial transactions.

f) Exceptional items

Items of income or expense which are non-recurring or outside of the ordinary course of business and are

of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group are disclosed as exceptional items in the Consolidated Statement of Profit and Loss.

g) Taxes

Income tax expense represents the sum of current tax and deferred tax.

i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax is based on the taxable income and calculated using the applicable tax rates and tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the differences will not reverse in the foreseeable future.

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The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at the end of each reporting date and are recognised to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation statute.

h) Current / Non – Current Classification

An asset is classified as current when

- a) It is expected to be realized or consumed in the respective company's normal operating cycle;
- b) It is held primarily for the purpose of trading;
- c) It is expected to be realized within twelve months after the reporting period; or
- d) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Any asset not conforming to the above is classified as non-current.

A liability is classified as current when

- a) It is expected to be settled in the normal operating cycle of the respective companies;
- b) It is held primarily for the purposes of trading;

- c) It is expected to be settled within twelve months after the reporting period; or
- d) The respective companies have no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Any liability not conforming to the above is classified as non-current.

i) Property, Plant and Equipment

Property, Plant and Equipment (PPE) and Capital work in progress (CWIP) held for use in the rendering of services and supply of goods, or for administrative purposes, are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of Property, Plant and Equipment, non-refundable duties and borrowing cost relating to qualifying assets. CWIP represents cost of property, plant and equipment not ready for intended use as on the reporting date. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance costs are recognised in the Consolidated statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Freehold land is not depreciated. Depreciation on all other assets under PPE commences once such assets are available for use in the intended condition and location. Depreciation is provided using straight-line method on pro rata basis over their estimated useful economic lives as given below. The useful life is taken as prescribed in Schedule II to the Companies Act, 2013 except where the estimated useful economic life has been assessed to be lower.

Asset Retirement Obligation (ARO) is capitalized when it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. ARO is measured based on present value of expected cost to settle the obligation.

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Particulars	Estimated useful life (in years)
Buildings	25 to 30
Leasehold Improvements	Period of lease or 10 years whichever is lower
Plant Machinery	
Network Equipments	7 to 9
Optical Fibre	15
Other Plant and Equipment	2 to 5
Computers and servers	3 to 5
Furniture and Fixtures	5 to 10
Office Equipments	3 to 5
Vehicles	2 to 5
RoU Assets	
Land & Building	Over the period of Lease
Cell Sites	Over the period of Lease
Bandwidth (IRU)	Over the period of Lease
Others	3 to 5

An item of property, plant and equipment and any significant part which meets the criteria for asset held for sale will be reclassified from property, plant and equipment to asset held for sale. When any significant part of property, plant and equipment is discarded or replaced, the carrying value of discarded / replaced part is derecognized. Any gains or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated statement of profit and loss on the date of retirement or disposal.

j) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles are not capitalised and the related expenditure is reflected in the Consolidated statement of profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life. The amortisation period, residual value and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets are amortised on straight line method as under:

- Cost of spectrum is amortised on straight line method from the date when the related network is ready for intended use over the unexpired period of the spectrum.
- Cost of entry/license fees is amortised on straight line method from the date of launch of circle/ renewal of license over the unexpired period of the license.
- Software, which is not an integral part of hardware, is treated as an intangible asset and is amortised over its useful economic life as estimated by the management between 3 to 5 years.
- Brand - Separately acquired brand is shown at historical cost. Subsequently brand is carried at cost less accumulated amortisation and impairment loss, if any. The Group amortises brand using the straight line method over the estimated useful life of 8 years.

Cost of Intangible assets under development represents cost of intangible assets not ready for intended use as on the reporting date. It mainly includes the amount of spectrum allotted to the Group and related borrowing costs (that are directly attributable to the acquisition or construction of qualifying assets) if any, for which network is not yet ready.

Gains or losses arising from derecognition of an intangible asset are measured as the difference

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between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

k) Non – Current Assets Held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and its sale is highly probable. The sale is considered highly probable only when the asset or disposal groups is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and the sale is expected to be completed within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. These are not depreciated or amortised once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the Consolidated Balance Sheet.

Non-current assets that ceases to be classified as held for sale are measured at lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

l) Impairment of Non – Financial Assets

Tangible (including Right-to-Use Assets (ROU)) and Intangible assets are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the

asset. In determining fair value less cost of disposal, an appropriate valuation model is used. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, an impairment loss is recognised in Consolidated Statement of Profit and Loss by reducing the carrying amount of the asset (or cash generating unit) to its recoverable amount.

For assets excluding goodwill, impairment losses recognized in the earlier periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. If such indication exists, the Group estimates the asset's (or cash generating unit's) recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in estimates used to determine the assets' recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had such impairment loss not been recognised for the asset (or cash generating unit) in prior years. Any reversal of an impairment loss is recognised immediately in the Consolidated statement of profit and loss.

m) Investment in Associates and Joint Arrangements

Investments in joint arrangements are classified as either joint operations or joint venture. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Associates are all entities over which the group has significant influence but not control or joint control.

Significant influence is the power to participate in the financial and operating policy decisions of the investee.

Investments in joint venture and associates are initially recognised at cost and subsequently accounted for using the equity method of accounting in the consolidated financial statements of the group as per Ind AS 28 – Investments in Associates and Joint venture.

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Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint venture are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investee equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the equity-accounted investee. If the equity-accounted investee subsequently reports profits, the Group resumes recognizing its share of those profits only after its share of profits equals the share of losses not recognised.

Unrealized gains on transactions between the group and its associate and joint venture are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The entire carrying amount of the investment (including goodwill) is tested for impairment if there is objective evidence indicating impairment. Impairment is tested in accordance with Ind AS 36 – Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any reversal of the impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

n) **Borrowing Costs**

Borrowing Costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest

income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

o) **Inventories**

Inventories are valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

p) **Cash and cash equivalents**

Cash and cash equivalents in the Consolidated balance sheet comprise of cash at bank and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of consolidated cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

q) **Financial Instruments**

Initial recognition and measurement

Financial Instruments (assets and liabilities) are recognised when the Group becomes a party to a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than those designated as fair value through profit or loss (FVTPL), are added to or deducted from the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the Consolidated statement of profit and loss.

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at

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the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

i. Financial assets

All regular way purchase or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets:

- a) Financial assets measured at amortised cost
- b) Financial assets measured at fair value through profit or loss (FVTPL)
- c) Financial assets measured at fair value through other comprehensive income (FVTOCI) – The Group does not have any assets classified as FVTOCI.

i. Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the instruments give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.

The EIR amortisation is included in other income in the Consolidated statement of profit and loss. The losses arising from impairment are recognised in the Consolidated statement of profit and loss. This category generally applies to trade and other receivables, loans, etc.

ii. Financial assets measured at FVTPL

FVTPL is a residual category for financial assets in the nature of debt instruments. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Consolidated statement of profit and loss. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either
 - the Group has transferred substantially all the risks and rewards of the asset, or
 - the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Debt instruments measured at amortised cost e.g., loans and bank deposits
- Trade receivables
- Other Financial assets not designated as FVTPL

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For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables (including lease receivables). The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For the purpose of measuring the expected credit loss for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 14.

ii. Financial liabilities

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the EIR method or at FVTPL.

a. Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Consolidated statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Consolidated statement of profit and loss.

b. Financial liabilities at FVTPL

Financial liabilities are classified as FVTPL when the financial liabilities are held for trading or are designated as FVTPL on initial recognition. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. In case, an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Consolidated Statement of Profit and Loss.

iii. Derivative financial instruments

The Group uses derivative financial instruments,

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such as forward currency contracts and interest rate swaps, to manage its foreign currency risks and interest rate risks, respectively. These derivative instruments are not designated as cash flow, fair value or net investment hedges and are entered into for period consistent with currency and interest exposures. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Consolidated statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative instrument. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

iv. Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

r) Fair value measurement

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) (a) on the date of the event or change in circumstances that caused the transfer or (b) at the end of each reporting period or (c) at the beginning of each reporting period.

s) Dividend distribution to equity holders

Dividends paid / payable along with applicable taxes are recognised when it is approved by the shareholders. In case of interim dividend, it is recognised when it is approved by the Board of Directors and distribution is not

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longer at the discretion of the Company. A corresponding amount is accordingly recognised directly in equity.

t) Earnings per share

The earnings considered in ascertaining the Group's Earnings per share (EPS) is the net profit/ (loss) after tax.

EPS is disclosed on basic and diluted basis. Basic EPS is computed by dividing the profit / (loss) for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

u) Provisions and Contingent Liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Consolidated statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

i. Asset Retirement Obligation (ARO)

ARO is provided for those lease arrangements where the Group has a binding obligation to restore the said location / premises at the end of the period in a condition similar to inception of the arrangement. The restoration and decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the Consolidated statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and

adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

ii. Contingent Liabilities

A Contingent Liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent Assets are not recognised.

iii. Onerous Contract

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

v) Business Combinations

Business Combinations are accounted for using Ind AS 103 'Business Combination'. Acquisitions of businesses are accounted for using the acquisition method unless the transaction is between entities under common control.

Acquisition related costs are recognized in the Consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognized at their respective fair value at the acquisition date, except certain assets and liabilities required to be measured as per applicable standards.

Purchase consideration in excess of the Group's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities

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and contingent liabilities over the purchase consideration, after reassessment of fair value of net assets acquired, is recognised as capital reserve.

Business Combinations arising from transfer of interests in entities that are under common control and entities which results in formation of joint venture, where one of the combining entities does not obtain control of the other combining entity or entities, accounted using pooling of interest method wherein, assets and liabilities of the combining entities are reflected at their carrying value. No adjustment is made to reflect fair values, or recognize any new assets or liabilities other than those required to harmonise accounting policies. The identity of the reserves is preserved and appears in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor.

w) Recent pronouncements Amendments to Ind AS

MCA vide notification no. G.S.R. 242(E) dated March 31, 2023 has issued Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends following Ind AS:

- Ind AS 101 First Time Adoption of Indian Accounting Standards
- Ind AS 102 Shared based Payment
- Ind AS 12 Income Taxes
- Ind AS 107 Financial Instrument Disclosures
- Ind AS 103 Business Combinations
- Ind AS 109 Financial Instruments
- Ind AS 115 Revenue from Contracts with Customers
- Ind AS 1 Presentation of Financial Statements
- Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Ind AS 34 Interim Financial Reporting

The amendments are applicable for annual periods beginning on or after April 1, 2023, however, these do not have material impact on the financial statements of the Group.

6. USE OF ESTIMATES, ASSUMPTIONS AND JUDGMENTS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures including the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require an adjustment to the carrying amount of assets or liabilities in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialise.

The Group has based on its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Estimates and Assumptions

i. Taxes

The respective companies provide for tax considering the applicable tax regulations and based on reasonable estimates.

Management periodically evaluates positions taken in the tax returns giving due considerations to tax laws and establishes provisions in the event if required as a result of differing interpretation or due to retrospective amendments, if any.

Deferred tax asset (DTA) is recognized only when and to the extent there is convincing evidence that the respective companies will have sufficient taxable profits in future against which such assets can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies, recent business performance and developments.

Minimum alternative tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the respective companies will pay normal income tax and will be able to utilize such credit during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Consolidated

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Statement of Profit and Loss and is included in Deferred Tax Assets. The respective companies review the same at each balance sheet date and if required, writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that respective companies will be able to absorb such credit during the specified period. Further details about taxes refer note 53 and 54.

ii. Defined benefit plans (gratuity and compensated absences benefits)

The Group's obligation on account of gratuity and compensated absences is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date. The parameter subject to frequent changes is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables in India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 52 (A).

iii. Allowance for Trade receivable

For the purpose of measuring the expected credit loss for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 14.

iv. Useful life of Property, Plant and Equipment and Intangible assets

The useful life to depreciate or amortise property, plant and equipment and Intangible assets respectively is based on technical obsolescence, nature of assets, estimated usage of the assets, operating conditions of the asset, and manufacturers' warranties, maintenance and support period, etc. The charge for the depreciation or amortisation is derived after considering the expected residual value at end of the useful life.

The residual values, useful lives and methods of depreciation or amortisation of property, plant and equipment and Intangible assets respectively are reviewed by the management at each financial year end and adjusted prospectively over the remaining useful life.

v. Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain specific estimates such as Group's credit rating.

vi. Leases-Estimate of lease period

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised.

vii. Provisions and Contingent Liabilities

Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Evaluations of uncertain provisions and contingent liabilities and assets requires judgement and assumptions regarding the probability of realization and the timing and amount, or range of amounts, that may ultimately be incurred. Such estimates may vary from the ultimate outcome as a result of differing interpretations of laws and facts. Refer note 44 for details about Contingent liabilities.

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NOTE 7: PROPERTY, PLANT AND EQUIPMENT (INCLUDING ROU ASSETS)

Particulars	Freehold land [^]	Buildings [^]	Leasehold Improvement	Plant and machinery ⁽²⁾	Furniture and fixtures	Office equipments	Vehicles	RoU Assets (refer note 46)	₹ Mn
									Total
Cost									
As at April 1, 2022	189	5,120	858	987,684	1,301	1,946	804	363,133	1,361,035
Additions	-	-	1	28,620	49	140	-	186,844	215,654
Disposals/Adjustments	-	(3)	(18)	(9,392)	(30)	(136)	(93)	(13,511)	(23,183)
Assets reclassified as AHFS (refer note 42(vi))	-	-	-	-	-	-	-	(780)	(780)
As at March 31, 2023	189	5,117	841	1,006,912	1,320	1,950	711	535,686	1,552,726
Additions	-	-	10	11,153	13	63	-	57,695	68,934
Disposals/Adjustments	-	-	(34)	(8,488)	(142)	(169)	(290)	(30,140)	(39,263)
As at March 31, 2024	189	5,117	817	1,009,577	1,191	1,844	421	563,241	1,582,397
Accumulated Depreciation									
As at April 1, 2022	-	1,123	756	624,864	1,242	1,847	767	194,109	824,708
Depreciation charge for the year	-	197	39	79,976	27	119	32	62,194	142,584
Disposals/Adjustments	-	(1)	(17)	(9,183)	(30)	(135)	(91)	(3,257)	(12,714)
Assets reclassified as AHFS (refer note 42(vi))	-	-	-	-	-	-	-	(63)	(63)
As at March 31, 2023	-	1,319	778	695,657	1,239	1,831	708	252,983	954,515
Depreciation charge for the year	-	197	40	76,327	33	52	2	62,064	138,715
Disposals/Adjustments	-	-	(31)	(8,137)	(142)	(169)	(290)	(23,824)	(32,593)
As at March 31, 2024	-	1,516	787	763,847	1,130	1,714	420	291,223	1,060,637
Net Book Value									
As at March 31, 2024	189	3,601	30	245,730	61	130	1	272,018	521,760
As at March 31, 2023	189	3,798	63	311,255	81	119	3	282,703	598,211

Footnotes:⁽¹⁾ Refer note 22(C) for assets pledged as securities towards funded and non-funded facilities.⁽²⁾ Plant & Machinery and CWIP includes certain assets acquired on extended credit terms for which the title will be transferred to the company upon final payment to the equipment suppliers as per the contract terms. Gross Block, Net Block and CWIP of such assets as on March 31, 2024 is ₹ 23,451 Mn, ₹ 12,846 Mn and ₹ 17 Mn (March 31, 2023 : ₹ 35,496 Mn, ₹ 22,955 Mn and ₹ 8 Mn) respectively.[^] Include's certain immovable properties acquired as part of past mergers and acquisitions registered in the name of erstwhile companies.**The following is ageing schedule of Capital work-in-progress (CWIP):**

Particulars	Amount in CWIP for a period of				Total	
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
As at March 31, 2024						
Projects in progress		5,596	686	52	54	6,388
Total		5,596	686	52	54	6,388
As at March 31, 2023						
Projects in progress		2,865	84	2	52	3,003
Total		2,865	84	2	52	3,003

Note - Project in Progress are reviewed by the management on regular basis and deployed as per business requirement.

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NOTE 8: INTANGIBLE ASSETS

Particulars				₹ Mn
	Entry / license fees and spectrum	Brand	Computer - Software	Total
Cost				
As at April 1, 2022	1,530,445	26,225	26,360	1,583,030
Additions	17,348	-	3,047	20,395
Disposals/Adjustments	-	-	(183)	(183)
As at March 31, 2023	1,547,793	26,225	29,224	1,603,242
Additions	149	-	2,618	2,767
Disposals/Adjustments	(58,680)	-	-	(58,680)
As at March 31, 2024	1,489,262	26,225	31,842	1,547,329
Accumulated Amortisation				
As at April 1, 2022	514,171	14,201	22,799	551,171
Amortisation charge for the year	82,245	2,774	2,894	87,913
Disposals/Adjustments	-	-	(183)	(183)
As at March 31, 2023	596,416	16,975	25,510	638,901
Amortisation charge for the year	82,402	2,776	2,442	87,620
Disposals/Adjustments	(58,680)	-	-	(58,680)
As at March 31, 2024	620,138	19,751	27,952	667,841
Net Book Value				
As at March 31, 2024	869,124	6,474	3,890	879,488
As at March 31, 2023	951,377	9,250	3,714	964,341

Footnotes:

(1) Refer note 22(C) for assets pledged as securities towards funded and non-funded facilities.

(2) As at March 31, 2024, Entry / license fee and spectrum gross block ₹ 8,503 Mn and Net block ₹ 2,615 Mn range from 0.04 years to 3.4 years and Entry / license fee and spectrum gross block ₹ 1,480,759 Mn and Net block ₹ 866,509 Mn range from 6 years to 18.4 years (March 31, 2023 : gross block ₹ 28,162 Mn and Net block ₹ 6,774 Mn range from 0.91 years to 4.4 years and Entry / license fee and spectrum gross block ₹ 1,519,631 Mn and Net block ₹ 944,604 Mn range from 7 years to 19.38 years).

(3) During the previous year, the company has reassessed the estimated useful life of brand and accordingly, revised it from 10 years to 8 years and had taken an additional amortisation charge of ₹ 866 Mn.

The following is ageing schedule of Intangible assets under development :

Particulars	Amount in Intangible assets under development for a period of				₹ Mn
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	As at March 31, 2024				
Projects in progress ⁽¹⁾	113	175,390	-	-	175,503
Total	113	175,390	-	-	175,503
As at March 31, 2023					
Projects in progress ⁽¹⁾	175,761	-	-	-	175,761
Total	175,761	-	-	-	175,761

(1) Includes item referred in note 42(iii).

(2) Project in Progress are reviewed by the management on regular basis and deployed as per business requirement.

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NOTE 9: INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Investment (Unquoted)		
Investments in Equity Instruments of Associate		
Aditya Birla Idea Payments Bank Limited (ABIPBL) 278,793,750 fully paid equity shares of ₹ 10 each	2,788	2,788
Add: Group's share of profit/(loss) of ABIPBL	(1,192)	(1,192)
Less: Impairment provision	(1,596)	(1,596)
Total investment in associate (A)	-	-
Investments in Equity Instruments of Joint Venture		
Firefly Networks Limited ('FNL') 1,000,000 fully paid equity shares of ₹ 10 each	10	10
Add: Group's share of profit/(loss) of FNL	(7)	48
Total investment in joint venture (B)	3	58
Other Investments (FVTPL)		
Equity instruments	-*	-*
Total other investments (C)	-*	-*
Total (A+B+C)	3	58

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

NOTE 10: OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Deposits with body corporate and others (includes amount referred in note 56)		
- Considered Good	5,732	5,787
- Considered Doubtful	358	300
Deposits and balances with government authorities		
- Considered Good	594	302
- Considered Doubtful	704	726
Interest receivable	5	12
Margin money deposits	732	1,191
Settlement Asset (refer note 42(iv))	63,939	81,209
	72,064	89,527
Allowance for doubtful advances (refer note 48)	(1,062)	(1,026)
Total	71,002	88,501

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NOTE 11: OTHER NON-CURRENT ASSETS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Capital advances		
- Considered Good	32	19
- Considered Doubtful	12	42
Prepaid expenses	263	319
Advance income tax (Net)	12,872	33,961
GST recoverable		
- Considered Good	-*	-*
- Considered Doubtful	55	55
Costs to obtain a contract with the customer (refer note 45)	6,741	8,663
Others (consisting mainly deposit against demands which are appealed against / subjudice)		
- Considered Good	46,689	60,426
- Considered Doubtful	1,406	1,406
	68,070	104,891
Allowance for doubtful advances (refer note 48)	(1,473)	(1,503)
Total	66,597	103,388

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

NOTE 12: INVENTORIES

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Trading Goods	12	163
Total	12	163

NOTE 13: CURRENT INVESTMENTS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Investment in units of liquid mutual funds (quoted)	2	-
Total	2	-

NOTE 14: TRADE RECEIVABLES (UNSECURED, UNLESS OTHERWISE STATED) (INCLUDES AMOUNT REFERRED IN NOTE 56)

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Billed Receivable - Considered good	25,480	26,018
Billed Receivable - Credit impaired	1,216	1,246
Allowance for doubtful debts (refer note 48)	(10,316)	(10,732)
	16,380	16,532
Unbilled Receivables - Considered good	5,576	5,128
Allowance for doubtful debts (refer note 48)	(8)	(20)
	5,568	5,108
Total	21,948	21,640

Trade receivable are secured for amounts receivable from certain parties who have provided security deposits of ₹ 147 Mn (March 31, 2023 : ₹ 202 Mn).

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The following is ageing schedule of trade receivables :

₹ Mn

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024						
Trade Receivables - Billed						
(i) Undisputed Trade receivables - considered good	13,911	2,108	3,775	1,862	3,542	25,198
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	1,216	1,216
(iii) Disputed Trade receivables - considered good	-	-	-	-	282	282
	13,911	2,108	3,775	1,862	5,040	26,696
Less : Allowance for doubtful trade receivables - Billed						(10,316)
						16,380
Trade receivables - Unbilled						
						5,576
Less : Allowance for doubtful trade receivables - Unbilled						(8)
						5,568
Total						21,948
As at March 31, 2023						
Trade Receivables - Billed						
(i) Undisputed Trade receivables - considered good	14,200	3,148	2,583	1,401	4,404	25,736
(ii) Undisputed Trade Receivables – credit impaired	1	-	1	-	1,244	1,246
(iii) Disputed Trade receivables - considered good	-	-	-	-	282	282
	14,201	3,148	2,584	1,401	5,930	27,264
Less : Allowance for doubtful trade receivables - Billed						(10,732)
						16,532
Trade receivables - Unbilled						
						5,128
Less : Allowance for doubtful trade receivables - Unbilled						(20)
						5,108
Total						21,640

NOTE 15: CASH AND CASH EQUIVALENTS

₹ Mn

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
- In current accounts	1,456	2,099
- In deposit accounts (having maturity less than 3 months)	3	18
Cheques on hand	203	155
Cash on hand	16	16
Total	1,678	2,288

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NOTE 16: BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Margin money deposits ⁽¹⁾	3,029	5,535
Fixed deposits with banks having maturity of 3 to 12 months	4	59
Earmarked bank balance towards dividend	-	1
Earmarked balances ⁽²⁾	469	485
Held in escrow account ⁽³⁾	182	186
Total	3,684	6,266

⁽¹⁾ Includes fixed deposit of ₹ 2,287 Mn (March 31, 2023: ₹ 2,103 Mn) having maturity of 3 to 12 months held with banks as margin money deposit against bank guarantees and letter of credits issued by banks for a period ranging from 1 to 5 years (March 31, 2023: 1 to 5 years).

⁽²⁾ Contribution received by Vodafone Foundation towards CSR activities.

⁽³⁾ Represents cash received from participating merchant establishments and customers in accordance with the Reserve Bank of India guidelines. The balance can only be used for the purpose of making payment to participating merchants and other permitted payments.

NOTE 17: OTHER CURRENT FINANCIAL ASSETS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Interest Receivable	99	100
Deposits with body corporate and others	1	3
Deposits and balances with government authorities	2	2
Derivative assets at fair value through profit or loss	-	15
Other receivables	432	274
Total	534	394

NOTE 18: OTHER CURRENT ASSETS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
GST recoverable		
- Considered Good	78,457	85,560
- Considered Doubtful	977	850
Prepaid expenses	1,608	1,295
Costs to obtain a contract with the customer (refer note 45)	20,324	20,404
Others		
- Considered Good (includes amount referred in note 52)	299	526
- Considered Doubtful	368	551
	102,033	109,186
Allowance for doubtful advances (refer note 48)	(1,345)	(1,401)
Total	100,688	107,785

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NOTE 19: ASSETS CLASSIFIED AS HELD FOR SALE

Particulars	As at		As at	
	March 31, 2024		March 31, 2023	
Leasehold land (refer note 42(vi))		493		493
Total		493		493

NOTE 20: EQUITY SHARE CAPITAL

Particulars	As at March 31, 2024		As at March 31, 2023	
	Numbers	Amount	Numbers	Amount
EQUITY SHARE CAPITAL				
Authorised share capital*				
Equity Shares of ₹ 10 each	70,000,000,000	700,000	70,000,000,000	700,000
Preference shares of ₹ 10 each	5,000,000,000	50,000	5,000,000,000	50,000
	75,000,000,000	750,000	75,000,000,000	750,000
Issued, subscribed and paid-up share capital				
Equity Shares of ₹ 10 each fully paid up [#]	50,119,820,375	501,198	48,679,689,205	486,797
	50,119,820,375	501,198	48,679,689,205	486,797

* On April 6, 2024 Board of Directors of the Company and on May 8, 2024 the Shareholders of the Company has approved an increase in Authorised share capital of the Company from ₹ 750,000 Mn (divided into ₹ 700,000 Mn equity share capital and ₹ 50,000 Mn preference share capital) to ₹ 1,000,000 Mn (divided into ₹ 950,000 Mn equity share capital and ₹ 50,000 Mn preference share capital).

[#] Refer note 63.

(a) Reconciliation of number of shares outstanding

Particulars	As at March 31, 2024		As at March 31, 2023	
	Numbers	Amount	Numbers	Amount
Equity shares outstanding at the beginning of the year	48,679,689,205	486,797	32,118,847,885	321,188
Issue of shares under ESOS (refer note 51)	131,170	1	-	-
Issue of shares pursuant to conversion of OCD's (refer note 42(ii))	1,440,000,000	14,400	-	-
Issue of shares pursuant to conversion of convertible share warrants (refer note 42(i))	-	-	427,656,421	4,277
Issue of shares to Government of India (refer note 3)	-	-	16,133,184,899	161,332
Equity shares outstanding at the end of the year	50,119,820,375	501,198	48,679,689,205	486,797

(b) Terms/ rights attached to issued, subscribed and paid up equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholders	As at March 31, 2024		As at March 31, 2023	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of ₹ 10 each fully paid				
Department of Investment and Public Asset Management (Government of India)	16,133,184,899	32.19%	16,133,184,899	33.14%
Euro Pacific Securities Limited	5,593,277,865	11.16%	5,593,277,865	11.49%
Grasim Industries Limited	3,317,566,167	6.62%	3,317,566,167	6.82%
Oriana Investments PTE Ltd	2,993,171,886	5.97%	2,993,171,886	6.15%
Prime Metals Limited	2,756,484,727	5.50%	2,756,484,727	5.66%

(d) Details of promoters holding shares in the Company

Name of the promoters	As at March 31, 2024			As at March 31, 2023		
	Numbers	% holding in the class	% change during the year	Numbers	% holding in the class	% change during the year
Equity shares of ₹ 10 each fully paid						
Euro Pacific Securities Ltd	5,593,277,865	11.16%	-0.33%	5,593,277,865	11.49%	-4.59%
Grasim Industries Limited	3,317,566,167	6.62%	-0.20%	3,317,566,167	6.82%	-3.51%
Oriana Investments PTE LTD	2,993,171,886	5.97%	-0.18%	2,993,171,886	6.15%	-3.17%
Prime Metals Ltd	2,756,484,727	5.50%	-0.16%	2,756,484,727	5.66%	-2.92%
Mobilvest	1,675,994,466	3.34%	-0.10%	1,675,994,466	3.44%	-1.78%
Vodafone Telecommunications (India) Limited	1,624,511,788	3.24%	-0.10%	1,624,511,788	3.34%	-1.72%
Trans Crystal Ltd	1,461,143,311	2.92%	-0.09%	1,461,143,311	3.00%	-1.55%
Asian Telecommunications Investments (Mauritius) Limited	980,469,868	1.96%	-0.06%	980,469,868	2.01%	-1.04%
Elaine Investments PTE LTD	861,128,643	1.72%	-0.05%	861,128,643	1.77%	-0.91%
Al - Amin Investments Ltd.	812,744,186	1.62%	-0.05%	812,744,186	1.67%	-0.86%
Hindalco Industries Ltd.	751,119,164	1.50%	-0.04%	751,119,164	1.54%	-0.80%
CC II Mauritius INC	446,059,752	0.89%	-0.03%	446,059,752	0.92%	-0.47%
IGH Holdings Private Limited	407,528,454	0.81%	-0.02%	407,528,454	0.84%	-0.43%
Birla TMT Holdings Private Limited	353,798,538	0.71%	-0.02%	353,798,538	0.73%	-0.37%
Omega Telecom Holdings Private Limited	279,017,784	0.56%	-0.02%	279,017,784	0.57%	-0.30%
Pilani Investment And Industries Corporation Limited	109,028,530	0.22%	-0.01%	109,028,530	0.22%	-0.12%
Usha Martin Telematics Limited	91,123,113	0.18%	-0.01%	91,123,113	0.19%	-0.10%
Mr. Kumar Mangalam Birla	864,906	0.00%	0.00%	864,906	0.00%	0.00%
Total	24,515,033,148	48.91%	-1.45%	24,515,033,148	50.36%	-24.63%

(e) Shares reserved for issue under options

Refer Note 51 for details of shares reserved for issue under the employee stock option scheme.

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NOTE 21: OTHER EQUITY

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
(i) Capital reserve⁽¹⁾		
Opening balance	(88,460)	(88,460)
Change during the year	-	-
Closing balance (A)	(88,460)	(88,460)
(ii) Capital reduction reserve⁽²⁾		
Opening balance	277,787	277,787
Change during the year	-	-
Closing balance (B)	277,787	277,787
(iii) Debenture redemption reserve		
Opening balance	4,408	4,408
Transfer to general reserve	(4,408)	-
Closing balance (C)	-	4,408
(iv) Securities premium		
Opening balance	1,095,904	1,095,861
Transfer from Outstanding employee stock options reserve on exercise of options	14	-
Conversion of convertible share warrants into equity shares (net of issue expense (March 31, 2023 : ₹ 42 Mn)) (refer note 42(i))	-	43
Closing balance (D)	1,095,918	1,095,904
(v) Amalgamation adjustment deficit account⁽³⁾		
Opening balance	(488,444)	(488,444)
Change during the year	-	-
Closing balance (E)	(488,444)	(488,444)
(vi) General Reserve⁽⁴⁾		
Opening balance	1,562	1,562
Transfer from debenture redemption reserve	4,408	-
Closing balance (F)	5,970	1,562
(vii) Retained Earnings		
Opening balance	(2,033,183)	(1,743,600)
Profit/(Loss) for the year	(312,384)	(293,011)
Other Comprehensive Income/(loss)	(94)	111
Share-based payments expenses (refer note 51)	4	12
Adjustment on account of settlement of financial liability (refer note 3)	-	3,305
Closing balance (G)	(2,345,657)	(2,033,183)

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Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
(viii) Employee stock options reserve		
Opening balance	38	50
Share-based payments expenses (refer note 51)	(4)	(12)
Transfer to Securities premium account on exercise of options	(14)	-
Closing balance (H)	20	38
(ix) Convertible Share Warrants		
Opening balance	-	-
Issue of convertible share warrants (refer note 42(i))	-	4,362
Conversion of convertible share warrants into equity shares (refer note 42(ii))	-	(4,362)
Closing balance (I)	-	-
Total (A+B+C+D+E+F+G+H+I)	(1,542,866)	(1,230,388)

(1) Capital reserve comprises of capital receipt, received as compensation from an erstwhile Joint Venture partner for failure to subscribe in the equity shares of erstwhile Vodafone India Limited (“VInL”) in earlier years, settlement liability created on merger of erstwhile VInL and erstwhile Vodafone Mobile Services Limited (“VMSL”) with the Company and impacts pursuant to merger of Aditya Birla Telecom Limited (“ABTL”) with the Company.

(2) Capital reduction reserve was created by VInL on distribution of VInL’s share in Indus Towers Limited to shareholders of VInL in accordance with capital reduction scheme. This reserve is not available for distribution as dividend.

(3) The Company has accounted for the merger of VInL and VMSL with the Company under ‘pooling of interest’ method. Consequently, investment of VInL in VMSL, share capital of VInL and VMSL has been cancelled. The difference between the face value of shares issued by the Company and the value of shares and investment so cancelled has been recognized in Amalgamation Adjustment Deficit Account of ₹ (488,408) Mn. Also pursuant to merger of Idea Telesystems Limited (“ITL”) with the Company, share capital of ITL and investment of the Company have been cancelled. The difference between equity of ITL and investment of the Company of ₹ (36) Mn has been recognized in Amalgamation Adjustment Deficit Account. From utilisation perspective, this is an unrestricted reserve.

(4) Includes ₹ 1,393 Mn (March 31, 2023: ₹ 1,393 Mn) not available for distribution as dividend.

NOTE 22 (A): LOANS FROM BANKS AND OTHERS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Secured Loans		
Term Loans		
- Rupee loan from banks	-	1,351
Total Secured loans (A)	-	1,351
Unsecured Loans		
Optionally Convertible Debentures (OCDs) (refer note 42(iii))	-	8,000
Total Unsecured Loans (B)	-	8,000
Total (A+B)	-	9,351

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NOTE 22 (B): DEFERRED PAYMENT OBLIGATIONS (UNSECURED)

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Deferred Payment obligation towards Spectrum (refer note 3)	1,325,766	1,228,085
Deferred Payment obligation pursuant to AGR judgment (refer note 3)	703,196	655,462
Deferred Payment Others	-	3
Total	2,028,962	1,883,550

(C) (i) Security clause

Type of Borrowing	Outstanding Secured Loan Amount		Security Offered ⁽²⁾
	As at March 31, 2024	As at March 31, 2023	
Rupee Loan	-	9,950	First Ranking pari passu charge on movable fixed assets of the company excluding ⁽¹⁾ : a) Spectrum and Telecom licenses b) Vehicles upto ₹ 2,500 Mn c) Passive telecom infrastructure
Rupee Loan	39,011	52,771	First Ranking pari passu charge on all the movable assets (including current/non current assets), immovable assets and intangible assets of the Company excluding ⁽¹⁾ : a) Spectrum and Telecom Licenses b) Vehicles upto ₹ 2,500 Mn c) Passive Telecom Infrastructure
Rupee Loan	1,364	3,182	First Ranking pari passu charge (to be created) on all the movable assets and current assets of the Company excluding: a) Spectrum and Telecom Licenses b) Vehicles upto ₹ 2,500 Mn c) Passive Telecom Infrastructure d) Cash margin provided against specific facility (present or future)
Rupee Loan	-	14,824	a) Extension of exclusive first charge by way of hypothecation over the entire fibre assets owned by one of the Group Company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee c) Extension of exclusive charge by way of mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds; d) Extension of exclusive charge on Fixed Deposit of ₹ 2,200 Mn out of cash margin given to a bank.
Sub-Total	40,375	80,727	
Unamortised upfront fees	(13)	(105)	
Total	40,362	80,622	

⁽¹⁾ Security offered does not cover properties / assets acquired pursuant to Amalgamation of VInL and VMSL with the Company.⁽²⁾ Security offered does not cover RoU assets and PPE for which the title will be transferred to the company on final payment. (refer note 7(2)).

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C) (ii) Security clause

₹ Mn

Type of Funding	Security Amount		Outstanding Facility Amount		Security Offered ⁽²⁾
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	
	20,000	20,000	-	-	First Ranking Pari Passu charge on movable (including CWIP) and current assets of the Company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses
	26,250	26,250	3,430	4,959	Second Ranking pari passu charge on movable (including CWIP) and current assets of the Company ⁽¹⁾
	90,900	90,900	40,441	40,507	Second Ranking pari passu charge on movable (including CWIP) and current assets of the Company excluding ⁽¹⁾ a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses
	3,000	3,000	319	319	Second Ranking pari passu charge on movable (including CWIP) assets of the Company ⁽¹⁾
	41,500	41,500	9,634	9,646	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses
Bank Guarantee and Letter of Credit	21,500	21,500	1,597	1,597	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses Charge on Fixed Deposit of ₹ 722 Mn
	19,350	19,350	-	-	a) a first ranking pari passu charge by way of hypothecation over all the Fiber Assets owned by one of the Group company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee; c) a first ranking pari passu mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds d) Charge on fixed deposit of ₹ 1,935 Mn
	5,142	5,142	-	445	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses
	10,000	10,000	1,096	1,341	Charge on fixed deposit upto ₹ 10,000 Mn
Total	237,642	237,642	56,517	58,814	

Note: Apart from above, the Group also has unsecured bank guarantees and letter of credits of ₹ 2,538 Mn. (March 31, 2023: ₹ 2,948 Mn.).

⁽¹⁾ Security offered does not cover properties / assets acquired pursuant to Amalgamation of VInL and VMSL with the Company.

⁽²⁾ Security offered does not cover RoU assets and PPE for which the title will be transferred to the company on final payment. (refer note 7(2)).

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(D) REPAYMENT TERMS OF LOANS FROM BANKS AND OTHERS AS ON MARCH 31, 2024

₹ Mn

Type of Borrowing	Current maturities of loans from banks and others	Repayment Terms for the Balance Amount
(i) Secured Loans		
a) Rupee Loan ⁽¹⁾	24,218	a) Repayable in 1 quarterly installment of 3.75% of the total drawn amount in June, 2024 b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024 c) Repayable in 1 quarterly installment of 2.5% of the total drawn amount in September, 2026 d) Balance repayable in December, 2026
b) Rupee Loan ⁽¹⁾	12,000	Repayable in 8 equal quarterly installments starting June, 2024
c) Rupee Loan ⁽¹⁾	2,793	Repayable in June, 2026
d) Rupee Loan	1,364	Repayable in 3 quarterly equal installments starting from June, 2024
Sub-Total	40,375	
Unamortised upfront fees	(13)	
Sub-Total (A)	40,362	
(ii) Unsecured Loans		
Optionally Convertible Debentures	1,600	Refer note 42(ii)
Sub-Total	1,600	
Unamortised upfront fees	-*	
Sub-Total (B)	1,600	
Grand Total (A+B)	41,962	

* Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

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(D) REPAYMENT TERMS OF LOANS FROM BANKS AND OTHERS AS ON MARCH 31, 2023

₹ Mn

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Short term Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans					
a) Rupee Loan ⁽¹⁾	31,875	-	-	31,875	a) Repayable in 5 equal quarterly installments of 3.75% each of the total drawn amount starting June, 2023 b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024 c) Repayable in 2 equal quarterly installments of 2.5% each of the total drawn amount starting September, 2026
b) Rupee Loan	9,950	-	-	9,950	Repayable in February, 2024
c) Rupee Loan ⁽¹⁾	19,500	-	-	19,500	Repayable in 13 equal quarterly installments starting June, 2023
d) Rupee Loan ⁽¹⁾	1,396	-	-	1,396	Repayable in June, 2026
e) Rupee Loan	-	-	14,824	14,824	Repayable in an installment of ₹ 2,500 Mn in May, 2023 and balance repayable in August, 2023
f) Rupee Loan	1,818	1,364	-	3,182	Repayable in 7 equal quarterly installments starting from June, 2023
Sub-Total	64,539	1,364	14,824	80,727	
Unamortised upfront fees	(16)	(13)	(76)	(105)	
Sub-Total (A)	64,523	1,351	14,748	80,622	
(ii) Unsecured Loans					
a) Foreign currency Loan ⁽¹⁾	389	-	-	389	Repayable in April, 2023
b) Rupee Term Loan ⁽¹⁾	10,000	-	-	10,000	Repayable in June, 2023
c) Rupee Term Loan ⁽¹⁾	5,000	-	-	5,000	Repayable in 2 equal quarterly installments starting April, 2023
d) Rupee Term Loan	306	-	-	306	Repayable in 2 half yearly installments starting from June, 2023
e) Redeemable Non Convertible Debentures	15,000	-	-	15,000	Repayable in September, 2023
f) Optionally Convertible Debentures	8,000	8,000	-	16,000	Refer note 42(ii)
Sub-Total	38,695	8,000	-	46,695	
Unamortised upfront fees	(25)	-	-	(25)	
Sub-Total (B)	38,670	8,000	-	46,670	
Grand Total (A+B)	103,193	9,351	14,748	127,292	

⁽¹⁾ Some of the Company's loans are subjected to covenant clauses, whereby the Company is required to meet certain specified financial ratios. The Company has not met certain financial ratios for some of these arrangements, the gross outstanding amount for which as at March 31, 2024 was ₹ 39,011 Mn (March 31, 2023 ₹ 68,160 Mn). Accordingly, as at March 31, 2024 loans amounting to ₹ 23,636 Mn (March 31, 2023 ₹ 39,271 Mn) has been re-classified from non-current borrowings to current maturities of long term debt. As on the reporting date, none of the banks have approached for early repayment.

⁽²⁾ Periodic reports / statements submitted by the Company to the banks as required are in agreement with the audited / unaudited books of accounts of the Company.

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(E) REPAYMENT TERMS OF DEFERRED PAYMENT OBLIGATIONS AS ON MARCH 31, 2024

₹ Mn

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Obligation towards spectrum acquired in (refer note 3)				
a) November - 2012 auctions	-	13,953	13,953	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	275,009	275,009	Repayable in 7 equal annual installments starting March, 2026 / September, 2026
c) March - 2015 auctions	-	610,729	610,729	Repayable in 8 equal annual installments starting April, 2026 / Repayable in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	250,257	250,257	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	568	14,045	14,613	Repayable in 15 equal annual installments starting March, 2025
f) August - 2022 auctions (refer note 42(iii))	4,806	161,773	166,579	Repayable in 18 equal annual installments starting from August, 2024
Sub-Total (A)	5,374	1,325,766	1,331,140	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 3) (B)	-	703,196	703,196	Repayable in 6 equal annual installments starting March, 2026
Grand Total (A+B)	5,374	2,028,962	2,034,336	

(E) REPAYMENT TERMS OF DEFERRED PAYMENT OBLIGATIONS AS ON MARCH 31, 2023

₹ Mn

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Obligations towards spectrum acquired in (refer note 3)				
a) November - 2012 auctions	-	12,714	12,714	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	250,008	250,008	Repayable in 7 equal annual installments starting March, 2026 / September, 2026
c) March - 2015 auctions	-	555,208	555,208	Repayable in 8 equal annual installments starting April, 2026 / Repayable in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	228,963	228,963	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	529	14,614	15,143	Repayable in 16 equal annual installments starting March, 2024
f) August - 2022 auctions (refer note 42(iii))	4,483	166,578	171,061	Repayable in 19 equal annual installments starting from August, 2023
Sub-Total (A)	5,012	1,228,085	1,233,097	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 3) (B)	-	655,462	655,462	Repayable in 6 equal annual installments starting March, 2026
(iii) Deferred Payment Others (C)	6	3	9	Repayable in monthly installment starting April, 2023
Grand Total (A+B+C)	5,018	1,883,550	1,888,568	

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(F) Interest rate for Rupee Term Loan and debentures ranges from 11.05% to 13.05% (March 31, 2023: from 8.81% to 12.15%), Foreign currency loan: Nil (March 31, 2023: 6.07%) and Deferred Payment obligations from 7.2% to 10% (March 31, 2023: from 7.2% to 10%).

NOTE 23: OTHER NON-CURRENT FINANCIAL LIABILITIES

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Payable for capital expenditure (includes amount referred in note 7(2))	68	344
Interest accrued but not due on deferred payment obligations	72,865	66,279
Total	72,933	66,623

NOTE 24: LONG TERM PROVISIONS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Gratuity (refer note 52)	154	150
Compensated absences	30	40
Asset retirement obligation (refer note 49)	25	45
Total	209	235

NOTE 25: OTHER NON-CURRENT LIABILITIES

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Deferred Revenue	4,120	4,362
Total	4,120	4,362

NOTE 26: SHORT TERM BORROWINGS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Secured Loans		
Short term loan from bank (refer note 22(C) and 22(D))	-	14,748
Current maturities of loans from banks and others (refer note 22(C) and 22(D))	40,362	64,523
Unsecured Loans		
Current maturities of loans from banks and others (refer note 22(D))	1,600	38,670
Current maturities of Deferred payment obligations (refer note 22(E))	5,374	5,018
Total	47,336	122,959

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NOTE 27: THE FOLLOWING IS AGEING SCHEDULE OF TRADE PAYABLES (INCLUDES AMOUNT REFERRED IN NOTE 56):

₹ Mn

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024						
Trade payables - Undisputed	7,212	40,825	5,594	5,401	18,611	77,643
Accrued expenses						60,423
Total						138,066
Current						137,312
Non Current						754
As at March 31, 2023						
Trade payables - Undisputed	11,759	42,137	5,786	8,814	10,603	79,099
Accrued expenses						57,323
Total						136,422
Current						135,364
Non Current						1,058

NOTE 28: OTHER CURRENT FINANCIAL LIABILITIES

₹ Mn

Particulars	As at March 31, 2024	As at March 31, 2023
Payable for capital expenditure (includes amount referred in note 7(2) and 56)	72,694	65,708
Accrual towards One Time Spectrum Charges (OTSC) (refer note 42(v))	65,410	56,449
Interest accrued but not due on Loans from banks and others	164	2,752
Interest accrued but not due on deferred payment obligations	7,512	7,723
Unpaid dividend	-	1
Derivative liabilities at fair value through profit or loss (forward contracts)	-	26
Security deposits from customers and others	5,000	2,960
Settlement liability (refer note 42(iv))	-	17,270
Others	652	668
Total	151,432	153,557

NOTE 29: OTHER CURRENT LIABILITIES

₹ Mn

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred revenue and advance from customers ⁽¹⁾	27,134	26,964
Taxes, regulatory and statutory liabilities	53,829	49,864
Others ⁽²⁾	182	183
Total	81,145	77,011

⁽¹⁾ Revenue recognised during the year from deferred revenue and advance from customers (contract liability) at the beginning of the year is ₹ 26,964 Mn. (March 31, 2023: ₹ 28,297 Mn).

⁽²⁾ Represents money received from distributors and enterprise customers and outstanding liability to customers and merchants.

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NOTE 30: SHORT TERM PROVISIONS

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Gratuity (refer note 52)	235	27
Compensated absences	17	29
Asset retirement obligation (refer note 49)	113	91
Total	365	147

NOTE 31: OTHER OPERATING INCOME

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Liabilities no longer required written back	743	175
Miscellaneous receipts	47	171
Total	790	346

NOTE 32: OTHER INCOME

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income	433	2,471
Gain on Mutual Funds (including fair value gain/(loss))	239	290
Others	460	352
Total	1,132	3,113

NOTE 33: EMPLOYEE BENEFIT EXPENSES

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	18,988	16,564
Contribution to provident, gratuity and other funds (refer note 52)	1,219	1,115
Share based payment expenses (ESOS) (refer note 51) ⁽¹⁾	-	2
Staff welfare	947	891
Recruitment and training	70	91
Total	21,224	18,663

⁽¹⁾ includes charge on account of cash settled ESOP ₹ Nil (March 31, 2023: ₹ 2 Mn).

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NOTE 34: NETWORK EXPENSES AND IT OUTSOURCING COST

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Security service charges	815	832
Power and fuel (includes amount referred in note 56)	56,027	57,667
Repairs and maintenance - plant and machinery	27,861	28,153
Lease line and connectivity charges (includes amount referred in note 56)	4,581	4,501
Network insurance	510	667
Other network operating expenses	478	1,427
IT outsourcing cost	7,832	7,536
Total	98,104	100,783

NOTE 35: LICENSE FEES AND SPECTRUM USAGE CHARGES

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
License fees	31,198	31,147
Spectrum usage charges	5,528	8,874
Total	36,726	40,021

NOTE 36: ROAMING AND ACCESS CHARGES

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Roaming charges	3,711	3,935
Access charges	37,466	35,056
Total	41,177	38,991

NOTE 37: SUBSCRIBER ACQUISITION AND SERVICING EXPENDITURE

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Cost of sim and recharge vouchers	2,854	3,562
Commission to dealers and others (refer note 45)	35,673	28,367
Customer verification expenses (refer note 45)	764	644
Collection, telecalling and servicing expenses	2,679	3,288
Customer retention and customer loyalty expenses	836	919
Total	42,806	36,780

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NOTE 38: ADVERTISEMENT, BUSINESS PROMOTION EXPENDITURE AND CONTENT COST

₹ Mn

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Advertisement & Business promotion expenditure	2,278	2,840
Content cost	3,369	6,572
Total	5,647	9,412

NOTE 39: OTHER EXPENSES

₹ Mn

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Repairs and maintenance		
Building	217	157
Others	2,771	2,764
Other insurance	5	8
Rates and taxes	148	120
Electricity	533	591
Printing and stationery	38	45
Communication expenses	26	61
Travelling and conveyance	1,083	960
Bad debts / advances written off	2,119	1,170
Allowances for doubtful debts and advances (refer note 48)	(478)	86
Loss/(Gain) on disposal of property, plant and equipment (net)	(486)	(642)
Directors Sitting Fees (refer note 56)	7	10
Legal and professional charges ⁽¹⁾	703	637
Audit fees	80	81
CSR expenditure	1	4
Support service charges (refer note 56)	1,062	992
Miscellaneous expenses ⁽²⁾	1,588	1,830
Total	9,417	8,874

⁽¹⁾ Includes certification fees to statutory auditors ₹ 6 Mn (March 31, 2023: ₹ 6 Mn).

⁽²⁾ Includes out of pocket expenses to statutory auditors ₹ 5 Mn (March 31, 2023: ₹ 4 Mn).

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NOTE 40: FINANCE COSTS

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
₹ Mn		
Interest		
- On fixed period loan (Net of ₹ Nil. capitalised, March 31, 2023 : ₹ 679 Mn.) ⁽¹⁾	9,502	15,122
- On deferred payment obligation towards spectrum (Net of ₹ Nil. capitalised, March 31, 2023 : ₹ 4,196 Mn.) ⁽¹⁾	123,083	104,251
- On deferred payment obligation pursuant to AGR judgement	52,509	49,576
- On lease liabilities (refer note 46)	36,318	36,173
- On One Time Spectrum Charges (refer note 42(v))	8,961	6,877
- Others (includes amount referred in note 42(vii))	25,057	15,974
Other finance charges	1,523	2,078
Total interest expense	256,953	230,051
Exchange difference (net)	713	3,583
Loss/(Gain) on derivatives (including fair value changes on derivatives)	(11)	(91)
Total	257,655	233,543

⁽¹⁾ During the previous year, the capitalisation rate used to determine amount of borrowing cost to be capitalised is 7.2% to 11.95%.

NOTE 41: EXCEPTIONAL ITEMS (NET)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
₹ Mn		
Loss on remeasurement of leasehold land (refer note 42(vi))	-	(224)
Differential entry fees impact (refer note 42(viii))	7,555	-
Total	7,555	(224)

⁽¹⁾ Amounts given in above Exceptional items (net) note represents Exceptional gain/(loss).

NOTE 42: SIGNIFICANT TRANSACTIONS / NEW DEVELOPMENTS

- i) During the previous year, the Board of Directors of the Company at its meeting held on July 22, 2022 approved issuance of 427,656,421 warrants each convertible into one fully paid-up equity share of face value of ₹ 10/- for cash at a price of ₹ 10.20/- to an entity forming part of the promoter group, aggregating upto ₹ 4,362 Mn which were allotted on July 25, 2022. Pursuant to the exercise of the right of conversion attached to the warrants, the Board of Directors of the Company at its meeting held on February 14, 2023 approved conversion of these warrants into equity shares and consequently allotted 427,656,421 equity shares to the promoter group entity.
- ii) During the previous year, the Board of Directors of the Company at its meeting held on January 31, 2023 has re-approved issuance of upto 16,000 optionally convertible, unsecured, unrated and unlisted Indian Rupee denominated debentures (OCDs) having a face value of ₹ 1,000,000 each, in one or more tranches, aggregating upto ₹ 16,000 Mn, each convertible into 100,000 equity shares of face value of ₹ 10/- each at a conversion price of ₹ 10/- to ATC Telecom Infrastructure Private Limited ('ATC'), a non-promoter of the Company, on a preferential basis. The Capital Raising Committee of the Board of Directors of the Company has, at its meeting held on February 27, 2023 and February 28, 2023, allotted a total of 16,000 number of OCDs to ATC which was redeemable in two equal instalments in August 2023 and August 2024. During the year, the Company and ATC have agreed to extend the period of redemption of 8000 OCDs from 6 months from date of allotment i.e. August 2023 to 18 months from date of allotment i.e. August

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2024. Further, as per terms of the agreement, holder of OCDs is entitled to convert OCDs into equity shares of the Company at all time and the Company also has right to convert the outstanding OCDs into equity shares after 1 year of the issuance subject to the Company's equity shares price being equal to or higher than the pre agreed share price. On March 18, 2024, in accordance with the terms of the OCDs, ATC has requested the Company for conversion of 14,400 OCDs into 1,440,000,000 fully paid-up Equity Shares and accordingly, on March 23, 2024, the Company allotted 1,440,000,000 equity shares of face value of ₹ 10/- each at an issue price of ₹ 10/- per equity share to ATC.

iii) During the previous year, the DoT conducted auctions for various spectrum bands which got concluded on August 1, 2022. The Company successfully bid for its spectrum requirements at a total cost of ₹ 187,863 Mn as under:

- 3300 MHz band in 17 priority circles (for providing 5G services)
- 26 GHz band in 16 circles (for providing 5G services)
- Additional 4G spectrum acquisition in 3 circles i.e. Andhra Pradesh, Karnataka and Punjab

The validity of the above spectrum is for a 20 year period starting from the effective date as mentioned in the Frequency Assignment Letter for respective service areas. As per the payment options available, the Company has chosen the deferred payment option. In the previous year, the Company has capitalised the cost pertaining to additional 4G spectrum amounting to ₹ 17,348 Mn and has recorded cost pertaining to 5G spectrum amounting to ₹ 170,515 Mn and related borrowing cost of ₹ 4,875 Mn as 'Intangible assets under development'. As on March 31, 2024, 'Intangible assets under development' includes ₹ 175,390 Mn related to 5G spectrum.

iv) The Implementation Agreement entered between the parties defines a settlement mechanism between the Company and the promoters of erstwhile Vodafone India Limited ("VInL") for any cash inflow/outflow that could possibly arise to/by the Company towards settlement of certain outstanding disputes pertaining to the period until May 31, 2018. As at March 31, 2024, the Company had recognized settlement assets amounting to ₹ 63,939 Mn. The settlement of such assets recognized was to happen periodically based on cash inflow/ outflow incurred as defined in the Implementation Agreement starting from June 2020 but not beyond June 2025. The receivables of ₹ 63,939 Mn as at March 31, 2024 (March 31, 2023: settlement asset of ₹ 81,209 Mn and settlement liability of ₹ 17,270 Mn) is subject to further cash inflows / outflows incurred till June, 2025 and hence, classified as non-current financial assets. The Company believes that it will be able to recover this amount in terms of the Implementation Agreement even if the related liabilities are paid beyond June 2025 based on the deferment of AGR dues availed by the Company. The settlement between the Company and VInL promoters for any cash outflow that could possibly arise shall be subject to requisite approvals, if any, which would be evaluated/obtained at the time of settlement to VInL promoters.

v) One Time Spectrum Charges (Beyond 4.4 MHz):

During the financial year 2012-13, the DoT had issued demand notices towards one time spectrum charges (hereinafter referred to as "OTSC"). The demands on the Company i.e. formerly Idea Cellular Limited have been challenged by way of writ petition before the Bombay High Court (BHC). The erstwhile Vodafone India Limited (VInL) and erstwhile Vodafone Mobile Services Limited (VMSL) had challenged the demands before the TDSAT. The grounds taken before BHC and TDSAT were different though.

On July 4, 2019 TDSAT in its judgement quashed the demands levied on erstwhile VInL and VMSL and inter alia held that:

- For spectrum up to 6.2 MHz, OTSC is not chargeable and accordingly demand set aside.
- For spectrum beyond 6.2 MHz,
 - Allotment after July 1, 2008, OTSC shall be levied from the date of allotment of such spectrum.
 - Allotment before July 1, 2008, OTSC shall be levied from January 1, 2013 till the date of expiry of license.
 - Conditions as stated in para 1 (v) of the impugned order dated December 28, 2012 (given hereunder) is arbitrary and illegal and is accordingly set aside, i.e. Upfront charges in the case of spectrum holding in multiple bands (900 MHz and 1800 MHz), spectrum in 1800 MHz band will be accounted for first, towards the limit of 4.4 MHz was held to be arbitrary and illegal and accordingly set aside.

Thereafter the Company filed an appeal before the Honourable Supreme Court against the TDSAT judgement. On March 16, 2020, Honourable Supreme Court dismissed the petition filed by the Company challenging the levy of OTSC beyond 6.2 MHz. Following the dismissal of the Company's appeal by the Honourable Supreme Court on March 16, 2020, the Company is yet to receive any demand

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from the DoT in line with the TDSAT order. The Company proceedings before the BHC in respect of Idea Cellular Limited remains pending. The DoT preferred an appeal against the entire TDSAT judgement and sought stay on the impugned judgement. The matter is pending before the Honourable Supreme Court.

The Company, on prudence basis, has recognized a charge for spectrum holding beyond 6.2 MHz in line with the TDSAT order. The amount has been calculated basis the demand computation that was raised by the DoT in July 2018 for Bank Guarantees to be given for OTSC in line with the M&A guidelines at the time of merger. The Company has recognised interest cost of ₹ 8,961 Mn (March 31, 2023: ₹ 6,877 Mn) in Statement of Profit and loss. Accordingly, the Company has disclosed Accrual towards One Time Spectrum Charges of ₹ 65,410 Mn (March 31, 2023: ₹ 56,449 Mn) under Other current financial liabilities.

- vi) During the previous year, on March 28, 2023, the Company had entered into a term sheet with a prospective buyer for assignment of certain leasehold rights of land. Accordingly, the Company has reclassified such leasehold land from RoU assets to Assets held for sale (AHFS). As the carrying value of the asset is higher than the expected fair value less cost of sell, the Company has adjusted carrying value of AHFS and recognised re-measurement loss of ₹ 224 Mn equivalent to such differences under Exceptional Items in financial year 2022-23. The transaction is subject to conditions precedent mentioned in term sheet and expected to be completed by 2024-25.
- vii) On October 16, 2023, the Honourable Supreme Court of India pronounced a judgement, on an ongoing litigation, regarding the tax treatment of annual Revenue Share License Fee (RSLF) paid to the DoT since July 1999 and held that it merits the same tax treatment as the upfront fee that is paid at the time of acquisition of a telecom license. The Company has been treating RSLF as revenue expenses for the purpose of taxation. This decision does not result in a permanent disallowance but leads to a staggered allowance of RSLF over the balance period of the license resulting into lower taxable deduction in the initial years of a license and a higher deduction in the later period of the license.

Over the years, the Company has acquired various licenses from the DoT and also acquired companies having telecom licenses and merged these entities into the Company resulting in cancellation of licenses pertaining to those entities on merger. Based on initial evaluation and after considering the allowable deductions for the periods and on a best estimate basis, a tax provision of ₹ 8,220 Mn and interest of ₹ 2,630 Mn are recorded under "Current tax" and "Finance costs" respectively, and corresponding effect has been recorded as Current tax liability of ₹ 5,217 Mn and adjusted ₹ 5,633 Mn in Other Non-Current Assets in the financial statements. Due to tax losses carried forward, higher deductions in future periods do not meet the criteria for the recognition of deferred tax assets under Ind AS 12 - Income Taxes.

- viii) On July 23, 2018, the Company had paid an amount of ₹ 39,263 Mn under protest for the differential amount of entry fees paid and market determined price of 4.4 MHz, as demanded by the DoT. The Company had thereafter filed a petition with TDSAT disputing ₹ 13,636 Mn as excess amount calculated by the DoT. Based on probability assessment of ultimate outflow, the Company had capitalised ₹ 39,263 Mn, paid under protest, along with the respective spectrum of the circles and amortised substantially over the balance life of the respective spectrum.

The DoT accepted the Company's contention to the extent of ₹ 7,555 Mn resulting in TDSAT issuing order dated December 15, 2023, directing the DoT to adjust this amount. The DoT vide letter dated December 27, 2023 has communicated such adjustment. Accordingly, the Company has recognised the same as an Exceptional Items in the statement of profit and loss.

NOTE 43: CAPITAL AND OTHER COMMITMENTS

Estimated amount of commitments are as follows:

- Contracts remaining to be executed for capital expenditure (net of advances) and not provided for are ₹ 25,764 Mn (March 31, 2023: ₹ 33,856 Mn).
- Long term contracts remaining to be executed including early termination commitments (if any) are ₹ 17,225 Mn (March 31, 2023: ₹ 26,817 Mn).

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NOTE 44: CONTINGENT LIABILITIES NOT PROVIDED FOR

A) Licensing Disputes:

- i. OTSC (Less than 4.4 MHz) – ₹ 38,570 Mn (March 31, 2023: ₹ 38,570 Mn):

In FY 2015-16 erstwhile VMSL received demands from DoT towards One time spectrum charges for less than 4.4 MHz pursuant to the transfer of licenses of certain subsidiaries amounting to ₹ 33,495 Mn. The Company believes the charges levied by DoT are not tenable, since the merger guidelines are not applicable considering that the said merger did not involve any intra-circle merger and did not result in increase in spectrum holding of the Company. The Demand is challenged and remains sub-judice at TDSAT.

Also, in FY 2015-16, erstwhile VMSL received demand from DoT towards extension of license of Tamil Nadu circle for making it co-terminus with license of Chennai circle amounting to ₹ 5,075 Mn. The Company believes the charges levied by DoT are not tenable, considering the merger of licenses is as per the guidelines issued by DoT in 2005 and as such does not get covered under as per clause 3 (i) and (m) of the M&A guidelines dated February 20, 2014. The Demand is challenged and remains sub-judice at TDSAT.

- ii. Other Licensing Disputes – ₹ 97,805 Mn (March 31, 2023: ₹ 104,033 Mn):

In December 2016, the Company had challenged the TRAI recommendation of levying penalty for allegedly denying points of interconnect (Pols) to Reliance Jio, citing Telecom Regulatory Authority of India's (TRAI) move "arbitrary and biased" and one which exceeds the sectorial watchdog's jurisdiction. The Honourable Delhi High Court suggested that DoT could consider objections raised by VIL in its plea along with the TRAI recommendations. On September 29, 2021, DoT had issued demand notice for imposition of financial penalty amounting to ₹ 20,000 Mn for violation of the provisions of license agreements and standards of Quality of service of basic telephone service (wireline) and SMTS regulation 2009. On October 11, 2021, The Company has filed petition with Honourable TDSAT challenging the demand raised by DoT. In the recent hearing, interim relief has been granted stating no coercive action shall be taken for realisation of penalty under challenge. The matter remains litigated and subsequent date of hearing is not decided.

- Additional demands towards AGR dues for which the company has written to DoT requesting corrections of certain computational errors, admissible pass-through not considered based on the principles laid down in the AGR judgement (Refer note no 3)
- Disputes relating to alleged non-compliance of licensing conditions & other disputes with DoT (including those towards CAF Audit and EMF), either filed by or against the Company and pending before Honourable Supreme Court / TDSAT.
- Demands on account of alleged violations in license conditions relating to amalgamation of erstwhile Spice Communications Limited currently sub-judice before the Honourable TDSAT.
- Demand with respect to upfront spectrum amounts for continuation of services from February 2, 2012 till various dates in the service areas where the licenses were quashed following the Honourable Supreme Court Order.

In October 2015, DoT issued interim guidelines, wherein Microwave Spectrum held by expired /expiring licenses was declared as being held on a provisional basis subject to final outcome of DoT's decision on recommendation by TRAI on the allocation and pricing of Microwave Spectrum. The interim guidelines issued by DoT are not in line with the understanding provided during the earlier auctions as part of Notice Inviting Application (NIA) for the spectrum auction. Basis the interim guidelines, DoT has instructed the Company to provide an undertaking that the pricing and allocation decisions of DoT would be considered final in this respect. The Company has not provided the said undertaking or signed the agreement being against the express and binding confirmations under NIA. Further TDSAT vide its order dated March 13, 2019 set aside the Impugned guidelines and stated 2006 rates hold to be valid, which should be applied from future date as and when notified by DoT as per the judgment. The Honourable Supreme Court vide its order dated November 8, 2019 stayed the TDSAT order and directed the Company to furnish bank guarantee till the next date of hearing. The matter was last listed on October 18, 2022, where Supreme Court directed the Company to file its reply/ counter to DOT's appeal. The matter will be listed in due course. Accordingly, the implication of the said order is not considered in the financial statement.

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B) Other Matters not acknowledged as debts

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax matters (see note i below)	3,891	15,140
Sales tax and entertainment tax matters (see note ii below)	1,524	1,564
Service tax/Goods and Service Tax (GST) matters (see note iii below)	14,280	15,231
Entry tax and customs matters (see note iv below)	5,569	5,486
Other claims (see note v below)	27,644	33,873
Total	52,908	71,294

i. Income Tax Matters (including Tax deducted at source)

- Appeals filed by the Group against the demands raised by the Income Tax Authorities relates to disputes on non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors, disputes relating to denial of tax holiday benefit from certain business receipts etc.

Honourable Supreme Court vide its order dated February 28, 2024 upheld the Company's appeal regarding non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors. As on March 31, 2024, the Company has given effect of the same under the head Income tax matters.

Rest of the above matters contested by the Group are pending at various appellate authorities against the tax authorities.

ii. Sales Tax and Entertainment Tax

- Sales Tax demands mainly relates to the demands raised by the VAT/Sales Tax authorities of few states on Broadband Connectivity, SIM cards etc. on which the Group has already paid Service Tax.
- Demand of tax for non-submission of Declaration forms viz. C forms & F forms in stipulated time limit.
- In one state entertainment tax is being demanded on revenue from value added services.

iii. Service Tax/ Goods and Service Tax (GST)

Service Tax / GST demands mainly relates to the following matters:

- Denial of Cenvat credit related to Towers and Shelters.
- Disallowance of Cenvat Credit on input services viewed as ineligible credit.
- Demand of service tax on SMS termination charges, Demand of service tax on reversal of input credit on various matters including on removal of passive infrastructure.
- Disallowance of GST Input Tax Credit arising out of the differences in GSTR 3B return and the statement in GSTR 2A which is auto populated from GSTN portal.

iv. Entry Tax and Customs

- Entry Tax disputes pertains to classification / valuation of goods.
- Demand of customs duty/anti-dumping duty on dispute relating to classification issue. The Group has challenged these demands which are pending at various forums.

v. Other claims not acknowledged as debts

- Mainly include consumer forum cases, disputed matters with local Municipal Corporation, Regional Provident Fund Commission and other miscellaneous sub-judiced disputes.
- Disputes with the Electricity Boards on matters relating classification of Mobility Towers into Industrial v/s commercial.

The future cash outflows in respect of the above matters are determinable only on receipt of judgments/ decisions from such forums/ authorities. Further, based on the Group's evaluation, it believes that it is not probable that the claims will materialise and therefore, no provision has been recognised for the above.

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NOTE 45: MOVEMENT IN COSTS TO OBTAIN OR FULFIL A CONTRACT WITH A CUSTOMER

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance	29,067	22,104
Costs incurred	26,740	28,236
Less: Cost amortized	(28,742)	(21,273)
Closing balance	27,065	29,067
Current	20,324	20,404
Non-current	6,741	8,663

NOTE 46: LEASES

(a) Group as lessee

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Particulars	₹ Mn				
	Land & Building	Cell sites	IRU	Others	Total
As at April 1, 2022	9,104	136,118	22,734	1,068	169,024
Additions ⁽¹⁾	1,817	183,008	2,019	-	186,844
Deletions/Adjustments	(69)	(10,185)	-	-	(10,254)
Assets reclassified as AHFS (refer note 42(vi))	(717)	-	-	-	(717)
Depreciation expenses	(3,047)	(55,901)	(2,528)	(718)	(62,194)
As at March 31, 2023	7,088	253,040	22,225	350	282,703
Additions ⁽¹⁾	5,009	51,166	1,520	-	57,695
Deletions/Adjustments	(732)	(5,563)	(21)	-	(6,316)
Depreciation expenses	(2,784)	(56,223)	(2,725)	(332)	(62,064)
As at March 31, 2024	8,581	242,420	20,999	18	272,018

⁽¹⁾ Additions includes addition of new leases, modification to existing lease in form of lease extension.

Set out below are the carrying amounts of lease liabilities (included under lease liabilities) and the movements during the year:

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Opening	361,800	228,434
Additions	57,695	186,844
Accretion of interest	36,318	36,173
Payments	(87,138)	(79,039)
Deletion	(6,883)	(10,612)
Closing	361,792	361,800
Current	118,542	111,188
Non-current	243,250	250,612

The maturity analysis of lease liabilities is disclosed in note 58.

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The following are the amounts recognized in statement of profit and loss:

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on RoU assets	62,064	62,194
Interest expense on lease liabilities	36,318	36,173
Total amount recognized in profit and loss	98,382	98,367

(b) Group as lessor

The Group has leased certain Optical Fibre Cables pairs (OFC) on Indefeasible Rights of Use ("IRU") basis under operating lease arrangements. The Group recognised revenue from operating lease of ₹ 539 Mn. (March 31, 2023: ₹ 510 Mn).

NOTE 47: DETAILS OF FOREIGN CURRENCY EXPOSURES

a. Hedged by a Derivative Instrument

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Foreign Currency Loan		
Foreign Currency Loan in USD	-	5
Equivalent ₹ of Foreign Currency Loan ⁽¹⁾	-	394
Trade Payables and Other financial liability		
Trade Payables and Other financial liability in USD	-	136
Equivalent ₹ of Trade Payables and Other financial liability ⁽¹⁾	-	11,342

⁽¹⁾ Amount in ₹ represents conversion at hedged rate.

b. Not hedged by a Derivative Instrument or otherwise

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Trade Payables and Other financial liability		
In USD	511	324
In EURO	196	183
In GBP	12	12
In Other Currency	-*	-*
Equivalent ₹ of Trade Payables and other financial liability in Foreign Currency ⁽¹⁾	61,578	44,246
Trade Receivables		
In USD	82	65
In EURO	-*	-*
In GBP	-*	-*
Balances with banks-In current accounts in USD	8	-*
Equivalent ₹ of Trade Receivables and bank balances in Foreign Currency ⁽¹⁾	7,519	5,398

⁽¹⁾ Amount in ₹ represents conversion at closing rate.

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

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NOTE 48: MOVEMENT OF ALLOWANCES FOR DOUBTFUL DEBTS/ADVANCES

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Opening Balance	15,311	15,225
Charged to Statement of Profit and Loss (Net) (refer note 39)	(478)	86
Closing Balance⁽¹⁾	14,833	15,311

⁽¹⁾ Includes doubtful advance income tax of ₹ 629 Mn. (March 31, 2023 ₹ 629 Mn)

NOTE 49: ASSET RETIREMENT OBLIGATION

The Group installs equipment's on leased premises to provide seamless connectivity to its customers. In certain cases, the Group may have to incur some cost to remove such equipment's on leased premises. Estimated costs to be incurred for restoration is capitalised along with the assets. The movement of provision as required in Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Assets" is given below:

Particulars	As at	
	March 31, 2024	March 31, 2023
Opening Balance	136	169
Unwinding of discount	2	5
Utilisation	-	(38)
Closing Balance	138	136
Current	113	91
Non-current	25	45

NOTE 50: SEGMENT INFORMATION

The Chief Operating Decision maker primarily focusses on Mobility business in making decisions on operating matters and on allocating resources in evaluating performance. Accordingly, the Group operates only in one reportable segment i.e. Mobility and hence no separate disclosure is required for Segment.

NOTE 51: SHARE BASED PAYMENTS

a) Employee stock option plan - options granted by Vodafone Idea Limited

The Group has granted stock options and restricted stock units (RSU's) under ESOS 2013 to the eligible employees of the Group from time to time. These options, subject to fulfilment of vesting conditions, would vest in 4 equal annual instalments after one year of the grant and the RSU's will vest after 3 years from the date of grant. The maximum period for exercise of options and RSU's is 5 years from the date of vesting. Each option and RSU when exercised would be converted into one fully paid-up equity share of ₹ 10 each of the Company. The options and RSUs granted under the ESOS 2013 scheme carry no rights to dividends and no voting rights till the date of exercise.

The fair value of the share options is estimated at the grant date using Black and Scholes Model, taking into account the terms and conditions upon which the share options were granted.

There were no modifications to the options/RSU's during the year ended March 31, 2024 and March 31, 2023. During the year, certain unvested options were cancelled on non-fulfilment of certain vesting conditions under ESOS 2013. In the current year, ₹ 4 Mn (March 31, 2023: ₹ 12 Mn) is adjusted against Retained earnings in respect of cancellation/expiration of vested stock option.

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As at year ended March 31, 2024 and March 31, 2023, details and movements of the outstanding options are as follows:

₹ Mn

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Options	Weighted average exercise price (₹)	No. of Options	Weighted average exercise price (₹)
i) Options granted under ESOS 2013				
Options outstanding at the beginning of the year	279,442	113.50	319,244	113.50
Options cancelled during the year	17,780	112.82	-	-
Options expired during the year	-	-	39,802	117.55
Options outstanding at the end of the year	261,662	113.50	279,442	113.50
Options exercisable at the end of the year	261,662	113.50	279,442	113.50
Range of exercise price of outstanding options (₹)	110.45 - 150.10		110.45 - 150.10	
Remaining contractual life of outstanding options (months)	8		19	
ii) RSU's granted under ESOS 2013				
RSU's outstanding at the beginning of the year	287,317	10.00	367,624	10.00
RSU's exercised during the year	131,170	10.00	-	-
RSU's cancelled during the year	16,171	10.00	8,956	10.00
RSU's expired during the year	17,912	10.00	71,351	10.00
RSU's outstanding at the end of the year	122,064	10.00	287,317	10.00
RSU's exercisable at the end of the year	122,064	10.00	287,317	10.00
Range of exercise price of outstanding RSU's (₹)	10.00		10.00	
Remaining contractual life of outstanding RSU's (months)	10		13	

The fair value of each option and RSU is estimated on the date of grant / re-pricing based on the following assumptions:

Particulars	Options ESOS 2013			
	Tranche I (11/02/14)	Tranche II (29/12/14)	Tranche III (21/1/16)	Tranche IV (11/2/17)
	Stock Options	Stock Options	Stock Options	Stock Options
Dividend yield (%)	0.24	0.40	0.51	0.54
Expected life	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months
Risk free interest rate (%)	8.81 - 8.95	8.04 - 8.06	7.42 - 7.66	6.68 - 7.03
Volatility (%)	34.13-44.81	34.28-42.65	34.24 - 35.33	36.37 - 38.87
Market price on date of grant (₹)	126.45	150.10	117.55	110.45
Fair Value	60.51 [^]	66.27	48.97	46.39

[^]As on the date of transition from IGAAP to Ind AS on April 1, 2015, first instalment of the grant were vested and therefore, in line with the exemptions under Ind AS 101, the expense of such share based payment has been recognised based on intrinsic value.

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Particulars	RSU's ESOS 2013			
	Tranche I	Tranche II	Tranche III	Tranche IV
	Restricted Stock Units	Restricted Stock Units	Restricted Stock Units	Restricted Stock Units
Dividend yield (%)	0.24	0.40	0.51	0.54
Expected life	5 yrs 6 months	5 yrs 6 months	5 yrs 6 months	5 yrs 6 months
Risk free interest rate (%)	8.91	8.05	7.60	6.94
Volatility (%)	43.95	35.66	34.24	37.21
Market price on date of grant (₹)	126.45	150.10	117.55	110.45
Fair Value	118.70	140.41	107.71	100.40

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The volatility is based on the historical share price over a period similar to the expected life of the options.

b) Employee stock option plan – options granted by Vodafone Group Plc

i) Global Long Term Incentive (“GLTI”):

GLTI is a restricted share plan granted to incentivise delivery of sustained performance over the long term plan to selected employees of the Group. In addition to the 3 years vesting conditions, options of certain schemes would depend on achievement of the performance conditions of the Group and Vodafone Group Plc. The plans are administered by Vodafone Group Plc. and the information disclosed is to the extent available.

ii) Global Long Term Retention (“GLTR”):

GLTR plan is a restricted share plan granted as a retention tool to selected employees in the middle management. The options vest in 2 years/3 years after the grant date provided the employees remain in the continued employment of the Group during the vesting period.

As at year ended March 31, 2024 and March 31, 2023, details and movements of the outstanding options are as follows:

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Options granted under GLTI / GLTR	No. of Options	No. of Options
Options outstanding at the beginning of the year	-	50,632
Options exercised during the year	-	50,632
Options outstanding at the end of the year	-	-
Options exercisable at the end of the year	-	-

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NOTE 52: EMPLOYEE BENEFITS

A. Defined Benefit Plan (Gratuity)

General description and benefits of the plan

The respective companies in the Group operate a defined benefit final salary gratuity plan through a trust. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The benefit is payable on termination of service or retirement, whichever is earlier. The employees do not contribute towards this plan and the full cost of providing these benefits are borne by the Group.

Regulatory framework, funding arrangement and governance of the Plan

The gratuity plan is governed by the Payment of Gratuity Act, 1972 (Gratuity Act). The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Group and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the income tax act and rules. The Group is bound to pay the statutory minimum gratuity as prescribed under Gratuity Act. There are no minimum funding requirements for a gratuity plan in India. The Group's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of underfunding of the plan vis-a-vis settlements. The trustees of the trust are responsible for the overall governance of the plan. The trustees of the plan have outsourced the investment management of the fund to insurance companies which in turn manage these funds as per the mandate provided to them by the trustees and applicable insurance and other regulations.

Inherent risks

The plan is of a final salary defined benefit in nature which is funded by the Group and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Group that any significant change in salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future.

The following tables summarizes the components of net benefit expense recognized in the Consolidated Statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet for gratuity:

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Amount recognised in Balance Sheet		
Present value of unfunded obligations	-	154
Present value of obligations as at the end of the year	3,035	2,605
Fair value of plan assets as at the end of the year	2,646	2,699
Net Funded Obligation	389	(94)
Net Asset/(Liability) recognised in Balance Sheet	(389)	(60)
Net Asset/(Liability) recognised in Balance Sheet is bifurcated as		
- Other current asset	-*	117
- Long term provision	(154)	(150)
- Short term provision	(235)	(27)

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

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Sr. Particulars No	For the year ended March 31, 2024	For the year ended March 31, 2023
₹ Mn		
1 Reconciliation of Net Defined Benefit Obligation		
Opening Net Defined Benefit liability/(asset)	60	309
Expense charged to statement of profit & loss	268	285
Expense charged /(Income credited) to OCI	94	(115)
Employer contributions	(21)	(405)
Benefits Paid	(13)	(16)
Liabilities assumed/(settled) ⁽¹⁾	1	2
Closing Net Defined Benefit liability/(asset)	389	60
2 Reconciliation of Defined Benefit Obligation		
Opening Defined Benefit Obligation	2,759	2,751
Current Service cost	273	273
Interest on Defined Benefit Obligation	189	177
Actuarial (Gain)/Loss arising from change in financial assumptions	39	(99)
Actuarial (Gain)/Loss arising from change in demographic assumptions	-	(79)
Actuarial (Gain)/Loss arising on account of experience changes	70	90
Benefits paid	(296)	(356)
Liabilities assumed/(settled) ⁽¹⁾	1	2
Closing Defined Benefit Obligation	3,035	2,759
3 Reconciliation of plan assets		
Opening fair value of plan assets	2,699	2,442
Employer contributions	21	405
Interest on plan assets	194	165
Re measurements due to		
- Actual return on plan assets less expected interest on plan assets	15	27
Benefits paid	(283)	(340)
Closing fair value of plan assets	2,646	2,699

⁽¹⁾ On account of inter group transfer.

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Amounts recognised in the Statement of Profit and Loss in respect of this defined benefit plan are as follows:

₹ Mn

Sr. Particulars No	For the year ended March 31, 2024	For the year ended March 31, 2023
1 Expenses Recognised in the Statement of Profit & Loss		
Current Service cost	273	273
Interest on Net Defined Benefit liability/(asset)	(7)	12
Expenses recognised in the Statement of Profit & Loss	266	285
2 Amount recorded as Other Comprehensive Income (OCI)		
Re measurement during the year due to		
- Changes in financial assumptions	39	(99)
- Changes in demographic assumptions	-	(79)
- Experience adjustments	70	90
- Return on plan assets (excluding amounts included in net interest expense)	(15)	(27)
Remeasurement (gain)/loss recognised in OCI	94	(115)

The principal assumptions used in determining gratuity obligations are shown below:

₹ Mn

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	7.20%	7.40%
Future salary increases ⁽¹⁾	8.00%	8.00%
Attrition rate	30 years & below - 30% 31-40 years - 20% 41 years & above - 10%	30 years & below - 30% 31-40 years - 20% 41 years & above - 10%
Mortality rate during employment	As per Indian Assured Lives Mortality (2012-14) Table	
Disability	Leaving service due to disability is included in the provision made for all causes of leaving service.	

⁽¹⁾The estimates of future salary increase considered takes into account inflation, seniority, promotion and other relevant factors.

A quantitative sensitivity analysis for significant assumptions on the defined benefit obligation is as below:

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Discount Rate	Salary escalation Rate	Discount Rate	Salary escalation Rate
Impact of increase in 50 bps on DBO	(3.06%)	3.15%	(3.06%)	3.43%
Impact of decrease in 50 bps on DBO	3.24%	(3.01%)	3.26%	(3.26%)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

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The following payments are expected contributions to the defined benefit plan in future years:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Within the next 12 months	519	178

Disaggregation details of plan assets (% allocation):

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Insurer Managed Funds ⁽¹⁾	2,645	2,688
Bank balances	-	11

⁽¹⁾ The funds are managed by Insurers and they do not provide breakup of plan assets by investment type.

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Expected benefits for year 1	452	418
Expected benefits for year 2	311	292
Expected benefits for year 3	308	273
Expected benefits for year 4	273	266
Expected benefits for year 5 and above	2,924	2,649

The average duration of the defined benefit plan obligation at the end of the reporting year is 5.04 years - 8.31 years (March 31, 2023: 5.04 years - 8.38 years).

B. Defined contribution plans:

During the year, the Group has recognised the following amounts in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Employers' contribution to provident and other fund	913	788
Employers' contribution to superannuation fund	40	42

C. The Company operates its gratuity superannuation plan through separate trust which is administered and managed by the Trustees. As on March 31, 2024 and March 31, 2023, the contribution towards the plans have been invested in Insurer Managed funds and bank balance.

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NOTE 53: INCOME TAX EXPENSES

(a) Major components of tax expense

₹ Mn

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Tax		
Current Tax on profits for the year	52	116
Adjustments for current tax of prior periods (includes amount referred in note 42(vii))	8,233	(1)
Total Current Tax Expense (A)	8,285	115
Deferred Tax		
Relating to addition & reversal of temporary differences	1	(80)
Relating to change in tax rate	-	-*
Total Deferred Tax Expense (B)	1	(80)
Total Tax Expense (A+B)	8,286	35
Income tax effect of re-measurement gains on defined benefit plans taken to other comprehensive income	-	(4)

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

b) Reconciliation of average effective tax rate and applicable tax rate

₹ Mn

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Loss before income tax expense	(304,098)	(292,976)
Applicable Tax Rate	34.94%	34.94%
Increase / reduction in taxes on account of:		
Effect of unrecognised business loss	(32.51)%	(29.26)%
Effect of Tax of Prior period (refer note 42(vii))	(2.71)%	0.00%
Effect of items for which no deferred tax is recognised	0.00%	(0.14)%
Effect of share of profits in JV / Associates	0.00%	0.00%
Effects of expenses / income that are not deductible / considered in determining the taxable profits	(2.34)%	(6.13)%
Effect of different tax rate	0.00%	0.00%
Effect of previously unrecognised DTA on unabsorbed depreciation, now recorded	0.00%	0.00%
Other Items	(0.11)%	0.57%
Effective Tax Rate	(2.72)%	(0.02)%

- (c) The Group has not recognized deferred tax assets in respect of carried forward tax losses, unabsorbed depreciation and unamortised revenue share license fees amounting to ₹ 2,597,375 Mn as of March 31, 2024 (March 31, 2023: ₹ 2,378,086 Mn). The aforesaid tax losses, unabsorbed depreciation and unamortised revenue share license fees will lapse in the subsequent years as follows:

₹ Mn

Particulars	As at March 31, 2024	As at March 31, 2023
Within 0-5 years	51,503	636,945
From 6-8 years	173,157	414,347
Unlimited	2,372,715	1,326,794
Total	2,597,375	2,378,086

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The Group has also not recognised deferred tax on MAT credit of ₹ 18,600 Mn, of which ₹ 4,351 Mn is expiring within 0-5 years, ₹ 14,249 Mn is expiring within 5-10 years and Nil is expiring beyond 10 years. During the year ended March 31, 2023, the Group had not recognised deferred tax on MAT credit of ₹ 25,699 Mn, of which ₹ 2,631 Mn is expiring within 0-5 years, ₹ 9,730 Mn is expiring within 5-10 years and ₹ 13,338 Mn is expiring beyond 10 years.

NOTE 54: MOVEMENT IN DEFERRED TAX

Particulars	₹ Mn								
	As at April 1, 2022	Recognised in			As at March 31, 2023	Recognised in			As at March 31, 2024
		Profit and Loss	OCI	Other Equity		Profit and Loss	OCI	Other Equity	
Liabilities									
Depreciation & Amortisation (including RoU Assets)	160,301	57,611	-	-	217,912	(71,401)	-	-	146,511
Effects of remeasuring financial instruments under Ind AS	2,627	(290)	-	-	2,337	174	-	-	2,511
Others	2,805	4,919	-	-	7,724	1,997	-	-	9,721
Total (A)	165,733	62,240	-	-	227,973	(69,230)	-	-	158,743
Assets									
Tax Losses / Revenue share license fees	69,164	13,220	-	-	82,384	(52,471)	-	-	29,913
Expenses allowable on Payment Basis	9,042	1,422	(4)	-	10,460	36	-	-	10,496
Provisions for doubtful debts/ advances (including lease liability)	87,497	43,980	-	-	131,476	(22,387)	-	-	109,089
Others	90	3,698	-	-	3,788	5,591	-	-	9,379
Total (B)	165,793	62,320	(4)	-	228,108	(69,231)	-	-	158,877
Net Deferred Tax Liabilities/ (assets) (A-B)	(60)	(80)	4	-	(135)	1	-	-	(134)
Deferred Tax Asset	60	-	-	-	135	-	-	-	138
Deferred Tax Liabilities	-	-	-	-	-	-	-	-	4

NOTE 55: BASIC & DILUTED EARNINGS / (LOSS) PER SHARE

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Nominal value of per equity share	10/-	10/-
Profit/(Loss) after Tax	(312,384)	(293,011)
Profit/(Loss) attributable to equity shareholders	(312,384)	(293,011)
Weighted average number of equity shares outstanding during the year	48,715,121,620	34,754,390,090
Basic earnings per share	(6.41)	(8.43)
Dilutive effect on weighted average number of equity shares outstanding during the year	*	*
Weighted average number of diluted equity shares	48,715,121,620	34,754,390,090
Diluted earnings per share	(6.41)	(8.43)

*As the Group has incurred loss, dilutive effect on weighted average number of shares would have an anti-dilutive impact and hence, not considered.

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NOTE 56: RELATED PARTY TRANSACTIONS

The related parties where control, joint control and significant influence exists are subsidiaries, joint venture and associate respectively. Key Management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director whether executive or otherwise.

The Group has transactions with the below related parties:

Relationship	Related Party
Joint Venture (JV)	Firefly Networks Limited
Associate	Aditya Birla Idea Payments Bank Limited
	Mr. Kumar Mangalam Birla*
	Grasim Industries Limited
	Hindalco Industries Limited
	Euro Pacific Securities Limited*
	Prime Metals Limited*
	Mobilvest*
	Vodafone Telecommunications (India) Limited*
	Omega Telecom Holdings Private Limited*
Promoter / Promoter Group ⁽¹⁾	Asian Telecommunications Investments (Mauritius) Limited*
	Al-Amin Investments Limited*
	CCII (Mauritius) Inc.*
	Usha Martin Telematics Limited*
	Birla TMT Holdings Private Limited*
	Pilani Investment And Industries Corporation Limited
	Elaine Investments PTE Limited*
	Oriana Investments PTE Limited*
	IGH Holdings Private Limited
	Trans Crystal Limited*
	Cable & Wireless Global (India) Private Limited
	Cable and Wireless (India) Limited
	Ghana Telecommunications Company Limited (ceased w.e.f February 21, 2023)*
	Infinity Services Partner Company
	Metro Holdings Limited
	National Communications Backbone Company Limited (ceased w.e.f February 21, 2023)*
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Vodacom Congo (RDC) S.A.
	Vodacom Group Limited
	Vodacom Lesotho (Pty) Limited
	Vodacom Moçambique, SA
	Vodacom Tanzania PLC.
	Vodafone Albania Sh.A
	Vodafone Czech Republic A.S.
	Vodafone Enterprise Europe (UK) Limited
	Vodafone Enterprise Global Limited

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Relationship	Related Party
	Vodafone Enterprise Singapore Pte. Limited
	Vodafone Espana S.A.U.
	Vodafone India Services Private Limited
	Vodafone Global Enterprise Limited
	Vodafone Global Network Limited
	Vodafone Global Services Private Limited
	Vodafone Gmbh
	Vodafone Group Services Limited
	Vodafone International Services LLC
	Vodafone Ireland Limited
	Vodafone Italia S.P.A.
	Vodafone Limited
	Vodafone Magyarorszag (ZRT) (ceased w.e.f January 31, 2023)*
	Vodafone Net İletişim Hizmetleri A.Ş.
	Vodafone Portugal Comunicacoes Pessoais, S.A.
	Vodafone Procurement Company S.À R.L
	Vodafone Roaming Services S.À R.L
	Vodafone Romania S.A
	Vodafone Telekomunikasyon A.S
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Vodafone US Inc.
	Vodafone-Panafon Hellenic Telecommunications Company S.A.
	Indus Towers Limited
	Safaricom PLC
	Vodafone (Pty) Limited
	Vodafone Network Pty Limited
	Vodafone Sales & Services Limited
	Storage Technology Services (Pty) Limited
	Vodafone Group PLC*
	ABReL SPV 2 Limited
	Aditya Birla Capital Limited
	Aditya Birla Finance Limited
	Aditya Birla Financial Shared Services Limited
	Aditya Birla Housing Finance Limited
	Aditya Birla Insurance Brokers Limited
	Aditya Birla Money Insurance Advisory Services Limited
	Aditya Birla Money Limited
	Aditya Birla Money Mart Limited (ABMML)
	Aditya Birla PE Advisors Private Limited
	Aditya Birla Renewables Limited
	Aditya Birla Sun Life AMC (Mauritius) Limited (ceased w.e.f August 23, 2023)

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Relationship	Related Party	
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Aditya Birla Sun Life AMC Limited	
	Aditya Birla Sun Life Asset Management Company Limited Dubai (ceased w.e.f August 23, 2023)	
	Aditya Birla Sun Life Insurance Company Limited	
	Aditya Birla Sun Life Pension Management Limited	
	Binani Cement Uganda Limited	
	Harish Cement Limited	
	UltraTech Cement Limited	
	Aditya Birla Power Composites Limited	
	Bhubaneswari Coal Mining Limited	
	Aditya Birla Health Insurance Company Limited	
	Aditya Birla Science & Technology Company Private Limited	
	Aditya Birla Renewables Subsidiary Limited	
	Hindalco Almex Aerospace Limited	
	Aditya Marketing and Manufacturing Private Limited (Ceased w.e.f September 22, 2022)*	
	Birla Brothers Private Limited	
	Birla Copper Asoj Private Limited	
	Greenyana Sunstream Private Limited	
	Renew Green Energy Solutions Private Limited	
	Renew Surya Uday Private Limited	
	Star Super Cement Industry LLC, UAE (SSCIL)	
	G.D Birla Medical Research & Education Foundation	
	Mahan Coal Limited	
	Aditya Birla Renewables Solar Limited	
	India Advantage Fund Ltd., Mauritius (ceased w.e.f August 23, 2023)	
	Svatantra Microfin Private Limited	
	Key Management Personnel (KMP)	Mr. Sunil Sood (Non-Executive Director)*
		Mr. Diego Massida (Ceased to be Non-Executive Director w.e.f May 25, 2023)*
		Mr. Sushil Agarwal (Non-Executive Director)*
		Mr. Sateesh Kamath (Appointed as Non-Executive Director on May 25, 2023)*
		Mr. Krishna Kishore Maheshwari (Ceased to be Non-Executive Director w.e.f April 19, 2023)*
		Mr. Himanshu Kapania (Chairman till August 18, 2022 and appointed as Non-Executive Director on August 19, 2022)*
		Mr. Ravinder Takkar (Managing Director & CEO till August 18, 2022 and appointed as Non-Executive Chairman on August 19, 2022)*
		Mr. Arun Thiagarajan (Ceased to be Independent Director on August 26, 2022)*
Mrs. Neena Gupta (Independent Director)		
Mr. Arun Adhikari (Independent Director)		
Mr. Ashwani Windlass (Independent Director)		
Mr. Krishnan Ramachandran (Independent Director)		

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Relationship	Related Party
Key Management Personnel (KMP)	Mr. Suresh Vaswani (Independent Director)
	Mr. Anjani Kumar Agrawal (Appointed as Independent Director on August 27, 2022)
	Mr. Akshaya Moondra (CFO till August 18, 2022 and appointed as CEO on August 19, 2022)
	Mr. Murthy G.V.A.S (Appointed as CFO on February 15, 2023)
Other Related Parties in which Directors are interested	Aditya Birla Management Corporation Private Limited
	Interglobe Hotels Private Limited
	AAPC India Hotel Management Private Limited
	Accent Hotels Private Limited
	Caddie Hotels Private Limited
	Cerebrus Consultants Private Limited
	Interglobe Enterprises Private Limited
	Interglobe Technology Quotient Private Limited (ceased w.e.f June 28, 2023)
	Srilanand Mansions Private Limited
	Triguna Hospitality Ventures (India) Private Limited
	Aditya Birla Online Fashion Private Limited
	Omega Healthcare Management Services Private Limited (ceased w.e.f November 1, 2022)*
	Aditya Birla New Age Hospitality Private Limited
Applause Entertainment Private Limited	
Aditya Birla Health Services Private Limited	
Chaitanya India Fin Credit Private Limited	
KA Hospitality Private Limited	
Finesse International Design Private Limited (ceased w.e.f January 16, 2023)*	
Trust ⁽²⁾	Vodafone Idea Limited Employees Group Gratuity Scheme*
	Vodafone Idea Limited Employees Superannuation Scheme*
	Vodafone Idea Manpower Services Limited Employees Group Gratuity Scheme
	Hutchison Max Telecom Limited Superannuation Fund*
	Vodafone Idea Shared Services Limited Employees Group Gratuity Scheme
	Vodafone Idea Telecom Infrastructure Limited Employees Group Gratuity Scheme

⁽¹⁾ As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

⁽²⁾ Transaction with trust includes contribution to gratuity and superannuation funds.

* No transactions during current year and no outstanding balances as on March 31, 2024.

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The following transactions were carried out with the related parties in the ordinary course of business:**A. Transactions with Related Parties for the year ended March 31, 2024 and March 31, 2023**

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter/Promoter Group	Other Related Parties in which Directors are interested	₹ Mn
							Trust
Sale of service	-*	2,419	-*	-	61	9	-
	-*	(2,048)	-*	-	(55)	(18)	-
Purchase of service ⁽¹⁾	-	90,500	7	-	-	-	-
	-	(92,721)	-	-	-	-	-
Remuneration ⁽²⁾	-	-	-	165	-	-	-
	-	-	-	(92)	-	-	-
Director's sitting fees paid	-	-	-	7	-	-	-
	-	-	-	(10)	-	-	-
Expense incurred on behalf of	-	-	17	-	-	-	-
	-	-	(16)	-	-	-	-
Expense incurred on company's behalf by	-	82	-	-	-	-	-
	-	(2)	-	-	-	-	-
Issuance of Share Capital against warrants	-	-	-	-	-	-	-
	-	-	-	-	(4,362)	-	-
Insurance premium (including advance given)	-	5	-	-	-	-	-
	-	(7)	-	-	-	-	-
Donations received	-	403	-	-	-	-	-
	-	(304)	-	-	-	-	-
Security Deposits Received	-	-*	-	-	-	-	-
	-	(93)	-	-	-	-	-
Sale of fixed assets	-	1	-	-	-	-	-
	-	-	-	-	-	-	-
Contribution to Gratuity fund	-	-	-	-	-	-	15
	-	(400)	-	-	-	-	-

(Figures in bracket are for the year ended March 31, 2023)

B. Balances with Related Parties as at March 31, 2024 and March 31, 2023

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter/Promoter Group	Other Related Parties in which Directors are interested	₹ Mn
Trade and Other Receivables	-*	610	-*	-	9	2	
	(2)	(1,371)	-*	-	(100)	(132)	
Trade and Other Payables	-	63,257	-	-	-	4,538	
	-	(113,446)	-	-	-	(4,538)	
Lease Liability	-	266,214	-	-	-	-	
	-	(265,872)	-	-	-	-	
Deposits Given (included in Other Non-Financial Assets)	-	1,501	-	-	-	-	
	-	(1,501)	-	-	-	-	
Remuneration payable	-	-	-	53	-	-	
	-	-	-	(44)	-	-	
Prepaid Expenses	-	398	-	-	-	-	
	-	(296)	-	-	-	-	

(Figures in bracket are as at March 31, 2023)

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⁽¹⁾ Includes rental expenses and the same has been accounted for, in accordance with IND AS 116 in these financial statements.

⁽²⁾ Remuneration includes amounts towards LTIP and ESOP basis actual payment/exercise. There is no remuneration paid to Mr. Ravinder Takkar from VIL and neither any amount is charged back to the Company by any other entity towards his remuneration.

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Note:

- (i) Above excludes any cash inflow/outflow that could possibly arise from the settlement of certain outstanding disputes pertaining to the period until May 31, 2018 pursuant to the implementation agreement entered between the Company and VinL shareholders. The Company has recognized settlement assets (net) amounting to ₹ 63,939 Mn as at March 31, 2024 (₹ 63,939 Mn as at March 31, 2023)
- (ii) With respect to options that have already exercised there is an outstanding liability of ₹ 1,239 Mn payable to entities having significant influence (March 31, 2023: ₹ 1,199 Mn).

C. The significant related party transactions are summarised below:

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of service		
Vodafone Enterprise Global Limited	2,058	1,695
Purchase of service		
Indus Towers Limited	88,421	90,824
Expense incurred on company's behalf by		
Vodafone Group Services Limited	76	2
Issuance of Share Capital against warrants		
Euro Pacific Securities Limited	-	4,362
Insurance premium (including advance given)		
Aditya Birla Sun Life Insurance Company Limited	5	7
Donations Received		
Vodafone India Services Private Limited	107	88
Indus Towers Limited	289	209
Security Deposits Received		
Indus Towers Limited	-	93
Contribution to Gratuity fund		
Aditya Birla Sun Life Insurance Company Limited	-	400
Vodafone Idea Manpower Services Limited Employees Group Gratuity Scheme	14	-

D. Commitments with Related Parties : ₹ 246 Mn (March 31, 2023 : ₹ 274 Mn)

E. Compensation of Key Management Personnel of the Company

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Short-term employee benefits	163	91
Post-employment benefits ⁽¹⁾	2	1

⁽¹⁾ Represents contribution to provident and superannuation funds. As Gratuity expense and Compensated absences expense is based on actuarial valuations on overall basis, the same cannot be computed for individual employees and hence not included.

Government of India ('GoI') holds 32.19% equity shareholding in the Company as at March 31, 2024 (refer Note 3). The Group has certain obligations arising from the telecom license taken from the Department of Telecommunication ('DoT') which is a Ministry of GoI towards license fees, spectrum usage charges, acquisition of spectrum and related deferred payment liability and interest thereon.

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Significant transactions undertaken as disclosed below:

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
License fees	31,198	31,147
Spectrum usage charges	5,528	8,874
Interest on deferred payment obligations	175,592	158,023
Acquisition of Spectrum	-	187,863

Balance as at March 31, 2024 and March 31, 2023 are as below:

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Other current liabilities (undisputed)	7,451	11,040
Borrowings - Deferred payment obligations and interest accrued thereon	2,114,713	1,962,570

The Group also has other transactions with other departments of Gol which include but are not limited to purchase and sale of goods and services, access charges, loans and interest thereon, various deposits etc which are not individually or collectively significant.

NOTE 57: FINANCIAL INSTRUMENTS

a) Financial Instruments by Category:

The following table provides categorisation of all financial instruments at carrying value.

Particulars	₹ Mn			
	As at March 31, 2024		As at March 31, 2023	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Assets				
Current Investments	2	-	-	-
Other investments	-*	-	-*	-
Trade Receivables	-	21,948	-	21,640
Cash and cash equivalents	-	1,678	-	2,288
Bank balance other than cash and cash equivalents	-	655	-	731
Margin Money Deposits ⁽¹⁾	-	3,761	-	6,726
Settlement assets ⁽¹⁾ (refer note 42(iv))	-	63,939	-	81,209
Business consideration receivable	-	-	-	-
Deposit with Body Corporates, Government Authorities and Others ⁽¹⁾	-	6,329	-	6,094
Interest receivable ⁽¹⁾	-	104	-	112
Derivative Financial Assets ⁽¹⁾	-	-	15	-
Others ⁽¹⁾	-	432	-	274
Total Financial Assets	2	98,846	15	119,074

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

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₹ Mn

Particulars	As at March 31, 2024		As at March 31, 2023	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Liabilities				
Fixed Rate loans from banks and others including Interest accrued but not due	-	1,714	-	43,432
Floating Rate loans from banks and others including Interest accrued but not due	-	40,412	-	86,612
Fixed Rate Deferred Payment Obligations including interest accrued but not due	-	2,114,713	-	1,962,570
Trade Payables	-	138,066	-	136,422
Payables for Capital Expenditure ⁽²⁾	-	72,762	-	66,052
Accrual towards One Time Spectrum Charges (OTSC) (refer note 42(v)) ⁽²⁾	-	65,410	-	56,449
Settlement liabilities (refer note 42(iv)) ⁽²⁾	-	-	-	17,270
Derivative Financial Liabilities ⁽²⁾	-	-	26	-
Security Deposits from Customers and Others ⁽²⁾	-	5,000	-	2,960
Lease liabilities	-	361,792	-	361,800
Others ⁽²⁾	-	652	1	668
Total Financial Liabilities	-	2,800,521	27	2,734,235

⁽¹⁾ included in other current / non-current financial assets⁽²⁾ included in other current / non-current financial liabilities**b) Fair Value Hierarchy**

The Group has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values.

i. Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2024

₹ Mn

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Current Investments	2	-	-	2
Total Financial Assets	2	-	-	2

ii. Fair value hierarchy of financial liabilities measured at fair value as at March 31, 2023

₹ Mn

Particulars	Level 1	Level 2	Level 3	Total
Derivative Financial Assets	-	15	-	15
Total Financial Assets	-	15	-	15
Financial Liabilities				
Derivative Financial Liabilities	-	26	-	26
Others	-	1	-	1
Total Financial Liabilities	-	27	-	27

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iii. The carrying amounts of the following financial assets and financial liabilities are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

a) Financial Assets

- Trade Receivables
- Cash and Cash equivalents
- Bank balance other than cash and cash equivalents
- Margin Money Deposits
- Deposit with Body Corporates, Government Authorities and Others
- Interest Receivable
- Settlement assets
- Others

b) Financial Liabilities

- Floating Rate loans from banks and others including Interest accrued but not due
- Trade Payables
- Payable for capital expenditure
- Accrual towards One Time Spectrum Charges
- Security Deposits from Customers and Others
- Lease Liabilities
- Settlement Liabilities
- Others

iv. Fair value hierarchy of financial liabilities measured at amortised cost is below:

Particulars	Carrying Amount	Level 1	Level 2	Level 3	Total
₹ Mn					
Fixed rate loans from banks and others including interest accrued but not due					
As at March 31, 2024	1,714	-	1,711	-	1,711
As at March 31, 2023	43,432	-	40,895	-	40,895
Fixed rate Deferred Payment Obligations including interest accrued but not due					
As at March 31, 2024	2,114,713	-	2,127,641	-	2,127,641
As at March 31, 2023	1,962,570	-	1,996,407	-	1,996,407

Valuation Technique used to determine fair value:

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable and willing parties, other than in a forced or liquidation sale. The valuation techniques used to determine the fair values of financial assets and financial liabilities classified as level 2 include use of quoted market prices or dealer quotes for similar instruments and generally accepted pricing models based on a discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

The Group enters into derivative financial instruments such as forward exchange contracts with various counterparties. The fair value of such derivatives instruments are determined using forward exchange rates.

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NOTE 58: FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial liabilities comprise of borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance and support the Group's operations. The Group's principal financial assets comprise of current investments, cash and bank balance, trade and other receivables. The Group also enters into derivative transactions such as foreign forward exchange contracts as a part of Group's financial risk management policies. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The Group is exposed to various financial risks such as market risk, credit risk and liquidity risk. The Group's senior management comprising of a team of qualified finance professionals with appropriate skills and experience oversees management of these risks and provides assurance to the management that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activity for risk management purposes are carried by specialist team having appropriate skills and experience. The risks and measures to mitigate such risks is reviewed by the committee of Board of Directors periodically.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, bank deposits, current investments and derivative financial instruments.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2024 and March 31, 2023.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and floating rate loans from banks and others. As at March 31, 2024, approximately 98.06% of the Group's borrowings are at a fixed rate of interest (March 31, 2023: 95.73%).

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit/(loss) before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/decrease in basis points	Effect on profit/ (loss) before tax
₹ Mn		
March 31, 2024		
INR - Borrowings	+100	(404)
	-100	404
March 31, 2023		
INR - Borrowings	+100	(857)
	-100	857
USD - Borrowings	+100	(4)
	-100	4

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

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b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency), payables for capital expenditure denominated in foreign currency and foreign currency borrowing.

The Group's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Group's policies.

When a derivative contract is entered into for the purpose of hedging any foreign currency exposure, the Group negotiates the terms of those derivatives contracts to match the terms of the hedged exposure. The Group has major foreign currency risk in USD, EURO and GBP.

The Group has hedged Nil % (March 31, 2023: 29.59%) of its foreign currency trade payables and other financial liabilities in USD and Nil% (March 31, 2023: 100%) of its foreign currency loans in USD. This foreign currency risk is hedged by using foreign currency forward contracts (refer note 47). The Group has not hedged the foreign currency trade payables and other financial liabilities in EURO and GBP.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign currency rates, with all other variables held constant. The impact on the Group's profit/(loss) before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The Group's exposure to foreign currency changes for all other currencies other than USD, EURO and GBP is not material.

₹ Mn		
Currency exposure	Change in currency exchange rate	Effect on profit/(loss) before tax
March 31, 2024		
USD	+5%	(1,756)
	-5%	1,756
EURO	+5%	(885)
	-5%	885
GBP	+5%	(62)
	-5%	62
Currency exposure	Change in currency exchange rate	Effect on profit/(loss) before tax
March 31, 2023		
USD	+5%	(1,073)
	-5%	1,073
EURO	+5%	(818)
	-5%	818
GBP	+5%	(60)
	-5%	60

The derivatives have not been designated in a hedge relationship, they act as a hedge and will offset the underlying transactions when they occur.

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c) Price risk

The Group invests its surplus funds in various debt instruments and debt mutual funds. These comprise of mainly overnight liquid schemes of mutual funds (overnight liquid investments).

Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However due to the very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

d) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and other receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

- Trade receivables

Customer credit risk is managed in accordance with the Group's established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 15 to 30 days' credit terms. Outstanding customer receivables are regularly monitored.

The Group follows a 'simplified approach' (i.e. based on lifetime Expected credit losses (ECL)) for recognition of impairment loss allowance on Trade receivables. A large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. For the purpose of measuring lifetime ECL allowance for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. The Group, based on past trends, recognizes allowance for trade receivables: a) for retail subscribers (net of security deposit) remaining unpaid beyond 90/120 days from date of billing and b) for other trade receivables on account of Interconnect, Roaming, Fixed line Voice, Fibre infrastructure and data services etc. remaining unpaid beyond 180/365 days. Further, allowance is also recognised for cases indicating any specific trail of credit loss within the ageing brackets mentioned above. Individual trade receivables are written off when management deems them not to be collectible. Any subsequent recovery is recognized as Income in the Consolidated Statement of Profit and Loss. Refer Note 14 for the carrying amount of credit exposure as on the Consolidated Balance Sheet date.

- Other financial assets and cash deposits

Credit risk from balances with banks is managed by the Group's treasury department. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counter party. Counterparty credit limits are reviewed by the Group's Treasury Department periodically, and may be updated throughout the year. The limits are intended to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for the components of the balance sheet as at March 31, 2024 and March 31, 2023 on its carrying amounts as disclosed in notes 10, 13, 14, 15, 16 and 17 except for derivative financial instruments. The Group's maximum exposure relating to financial derivative instrument is noted in liquidity table below note 58 (e).

e) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group monitors its risk of a shortage of funds using a liquidity planning tool.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans. As at March 31, 2024, approximately 1.14% of the Group's debt excluding interest will mature in less than one year, without considering reclassification into current maturity of debt due to covenant breach (March 31, 2023: 4.53%) based on the carrying value of borrowings reflected in the financial statements.

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As the Group has already availed the moratorium with respect to AGR and Deferred Spectrum Obligation as referred in Note 3, fund raised as explained in Note 4 and based on the past performance and future expectation, the Group believes that cash generated from operations, working capital management, successful negotiations with lenders, vendors and DoT for continued support will satisfy its cash flow requirement associated with repayment of borrowings and other liabilities from its operations.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	₹ Mn				
	Carrying Value	Less than 1 year	1 to 5 years	> 5 years	Total payments
As at March 31, 2024					
Loans from bank and others ⁽¹⁾	42,126	48,367*	-	-	48,367
Deferred Payment Obligations ⁽²⁾	2,114,713	18,430	1,581,254	1,709,262	3,308,946
Trade and other payables ^{(3)&^^}	276,238	275,422	824	-	276,246
Lease liabilities	361,792	150,748	225,669	117,750	494,167
Other financial liabilities ^{(1), (2) &(3)}	5,652	5,652	-	-	5,652
Total	2,800,521	498,619	1,807,747	1,827,012	4,133,378
As at March 31, 2023					
Loans from bank and others and Interest thereon ⁽¹⁾	130,044	128,824*	15,674	-	144,498
Deferred Payment Obligations and Interest thereon ⁽²⁾	1,962,570	18,455	1,176,113	2,146,037	3,340,605
Trade and other payables ^{(3)&^^}	258,923	257,818	1,503	-	259,321
Lease liabilities	361,800	144,018	217,572	151,429	513,019
Settlement liabilities (refer note 42(iv))	17,270	17,270	-	-	17,270
Other financial liabilities ^{(1),(2)&(3)}	3,629	3,629	-	-	3,629
	2,734,236	570,014	1,410,862	2,297,466	4,278,342
Derivatives liabilities ⁽⁴⁾	26	26	-	-	26
Derivatives assets ⁽⁴⁾	(15)	(15)	-	-	(15)
	11	11	-	-	11
Total	2,734,247	570,025	1,410,862	2,297,466	4,278,353

⁽¹⁾ Interest accrued but not due on loans from banks and others of ₹ 164 Mn (March 31, 2023: ₹ 2,752 Mn) has been excluded from other financial liabilities and included in Loans from bank and others.

⁽²⁾ Interest accrued but not due on deferred payment obligations of ₹ 80,377 Mn (March 31, 2023: ₹ 74,002 Mn) has been excluded from other financial liabilities and included in deferred payment obligations.

⁽³⁾ Payable for capital expenditure of ₹ 72,762 Mn (March 31, 2023: ₹ 66,052 Mn) and Accrual towards one time spectrum charges (OTSC) of ₹ 65,410 Mn (March 31, 2023: ₹ 56,449 Mn) has been excluded from other financial liabilities and included in trade and other payables.

⁽⁴⁾ Included as part of maturity profile as the underlying of these derivatives are borrowings and other financial liabilities included above.

* The Company has classified an amount of ₹ 23,636 Mn (March 31, 2023: ₹ 39,271 Mn) from non-current borrowings to current maturities of loans from banks and others although the Company is confident that there will be no acceleration of payment in this regard (refer note 22(D)).

^^ Includes payable for capital expenditure of ₹ 54,622 Mn (March 31, 2023 : ₹ 47,648 Mn) due for payment.

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NOTE 59: CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the value of shareholders.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using the net debt-equity ratio, which is net debt divided by total equity.

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Long term borrowings		
Loans from banks and others	-	9,351
Deferred payment obligations	2,028,962	1,883,550
Short term borrowings	47,336	122,959
Less: Current investments	(2)	-
Less: Cash and cash equivalents	(1,678)	(2,288)
Less: Fixed deposits with banks having maturity of 3 to 12 months	(4)	(59)
Net debt (A)	2,074,614	2,013,513
Equity share capital	501,198	486,797
Other Equity	(1,542,866)	(1,230,388)
Total Equity (B)	(1,041,668)	(743,591)
Net Debt-equity ratio (A)/(B)	(1.99)	(2.71)

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

NOTE 60: ADDITIONAL DISCLOSURE AS PER REQUIREMENT OF SCHEDULE III

A) Net Assets of the Company, its subsidiaries, joint venture and associate as at March 31, 2024 and March 31, 2023

₹ Mn

Name of the entity in the Group	Net assets (total assets minus total liabilities)		Share in profit / (loss)		Share in Other Comprehensive Income / (Loss)		Share in total comprehensive Income / (Loss)	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Assets	Amount	As % of consolidated Other Comprehensive Income / (Loss)	Amount	As % of consolidated Total Comprehensive Income / (Loss)	Amount
Vodafone Idea Limited								
31-Mar-24	99.50%	(1,036,440)	99.99%	(312,362)	96.81%	(91)	99.99%	(312,453)
31-Mar-23	99.30%	(738,388)	100.02%	(293,078)	85.59%	95	100.03%	(292,983)
Subsidiaries								
Vodafone Idea Manpower Services Limited								
31-Mar-24	0.00%	34	0.00%	6	0.00%	-*	0.00%	6
31-Mar-23	0.00%	28	0.00%	4	7.21%	8	0.00%	12
Vodafone Idea Telecom Infrastructure Limited								
31-Mar-24	0.69%	(7,170)	0.05%	(150)	2.13%	(2)	0.05%	(152)
31-Mar-23	0.94%	(7,018)	0.39%	(1,130)	2.70%	3	0.38%	(1,127)

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₹ Mn

Name of the entity in the Group	Net assets (total assets minus total liabilities)		Share in profit / (loss)		Share in Other Comprehensive Income / (Loss)		Share in total comprehensive Income / (Loss)	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Assets	Amount	As % of consolidated Other Comprehensive Income / (Loss)	Amount	As % of consolidated Total Comprehensive Income / (Loss)	Amount
Vodafone Idea Business Services Limited								
31-Mar-24	0.04 %	(374)	(0.19%)	607	0.00%	-	(0.19)%	607
31-Mar-23	0.13 %	(981)	(0.07)%	203	0.00 %	-	(0.07)%	203
Vodafone Idea Communication Systems Limited								
31-Mar-24	(0.23)%	2,422	(0.03%)	102	0.00%	-	(0.03)%	102
31-Mar-23	(0.31)%	2,320	(0.05)%	145	0.00 %	-	(0.05)%	145
Vodafone Foundation								
31-Mar-24	0.00 %	2	0.00%	2	0.00%	-	0.00 %	2
31-Mar-23	0.00 %	-*	0.00 %	(2)	0.00 %	-	0.00 %	(2)
Vodafone m-pesa Limited								
31-Mar-24	0.08 %	(873)	0.00%	11	0.00%	-	0.00 %	11
31-Mar-23	0.12 %	(884)	0.00 %	4	0.00 %	-	0.00 %	4
Vodafone Idea Technology Solutions Limited								
31-Mar-24	0.01 %	(88)	(0.01%)	31	0.00%	-	(0.01)%	31
31-Mar-23	0.02 %	(125)	0.00 %	(13)	0.00 %	-	0.00 %	(13)
Vodafone Idea Shared Services Limited								
31-Mar-24	(0.03)%	267	(0.01%)	22	1.06%	(1)	(0.01)%	21
31-Mar-23	(0.03)%	229	(0.01)%	34	4.50 %	5	(0.01)%	39
You Broadband India Limited								
31-Mar-24	0.12 %	(1,211)	0.16%	(487)	0.00%	-	0.16 %	(487)
31-Mar-23	0.10 %	(724)	0.15 %	(452)	0.00 %	-	0.15 %	(452)
Associate								
Aditya Birla Idea Payments Bank Limited								
31-Mar-24	0.00 %	-	0.00%	-	0.00%	-	0.00 %	-
31-Mar-23	0.00 %	-	0.00%	-	0.00%	-	0.00 %	-
Joint venture								
Firefly Networks Limited								
31-Mar-24	0.00 %	-	0.02%	(55)	0.00%	-	0.02 %	(55)
31-Mar-23	0.00 %	-	0.00 %	5	0.00 %	-	0.00 %	5
Consolidation Adjustments								
31-Mar-24	(0.17)%	1,763	0.04%	(111)	0.00%	-	0.04 %	(111)
31-Mar-23	(0.26)%	1,952	(0.43%)	1,269	0.00%	-	(0.43)%	1,269
Total								
31-Mar-24	100.00 %	(1,041,668)	100.00 %	(312,384)	100.00 %	(94)	100.00 %	(312,478)
31-Mar-23	100.00 %	(743,591)	100.00 %	(293,011)	100.00 %	111	100.00 %	(292,900)

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

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B) Relationship with struck off companies	Nature of transaction with Struck Off Company	Name of the Struck Off Company	Transaction during year ended March		Balance outstanding as on March	
			31, 2024	31, 2023	31, 2024	31, 2023
Companies with Outstanding Balance of More than ₹ 1 Mn						
Payable	Sri Rama Telecom & Infratech, West Coast Optilinks, Maxwell Solutions Private Limited		1	-*	4	5
Receivables	Unicall Private Ltd, Getit Infoservices Pvt. Ltd, Crossbow Infotech Pvt Ltd		-	-	9	9
Companies with Outstanding Balance of Less than ₹ 1 Mn						
Payable	Miheer Engineering Services Pvt Ltd, Suryanandan Texturizers Pvt. Ltd, Sfs Corporate Services Pvt. Ltd, Clouddic Technologies Pvt. Ltd, Shashi Technologies Pvt. Ltd, Gbc Infotech Pvt. Ltd, Gorma Enterprises, Eknovate Solutions Pvt Ltd, Nexus Connexions Private Limited, Prosync Business Solutions, Bandu Software Solutions Private Limited, Yogi It Solutions Pvt Ltd Dsa, Vistasas Digital Media Pvt Ltd, Safal Agri Biotech Pvt Ltd, Vriti Infocom Pvt Ltd, Vites Infotech India Pvt Ltd, Shri Dharmasastha Logistics, Ciro It Solutions Pvt Ltd, Raju Call Info Pvt Ltd, Ishta Communications Pvt Ltd, Emerge Marcom, Infinite Computer Solutions, Springfield Projects Private, Madhura Enterprises, Jerry Mouse Technologies, Spark Fincorp India Limited, Index Communication P Ltd, Planet M Retail Ltd		-*	-*	3	2
Receivables	One M Infomedia Private Limited, Greenpark Hotels And Resorts, Windz Express (P) Ltd, E2E Solutions Pvt. Ltd, Tqs Infotech Pvt Ltd, Aplab Ltd, Activ 4 Pets India Private Limited		*	*	3	2
	Talk On Net Private Limited, Skan Bpo Private Limited, V2V Enterprises Private Limited, Shrinathji Netsol (India), Evis Infoware India Pvt Ltd, Home Aspira Online Pvt Ltd, Tashi Infocomm Ltd, Imbue Infotech Pvt Ltd, Quantiva Technologies Pvt Ltd, Oceanin Info Solutions Pvt Ltd, Matha Corporate Solutions Pvt Ltd, Peniel Consultants Pvt Ltd, Getit Infoservices, Nosyworld Solutions Private Limited, Tethys Telecom Private Limited, Bluestar Telecom Limited, Vcraft Bpo Services Pvt. Ltd, Bestshop99 Trading Private Limited, Chemiron Impex Private Limited, Core Hr Services Pvt. Ltd, Bajoria Sales Pvt Ltd, Patroun Corporate Agency Pvt Ltd, Translife Logistics Private Limited, Fybrait Technologies Pvt Ltd, Proto Financial Services Pvt Ltd, Ezeconnect Messaging Services Pvt Ltd, Cb Data Solution Pvt Ltd, Home Front Commercial Services Pvt Ltd, Value Minds It Services It Pvt Ltd, Subten Technologies Pvt Ltd, Scalable It Solutions Hyd, Exelence Marketing Services Private Limited, Alates Technical Pest Control, Bernhard Consultancy Pvt. Ltd, Big Millionaire Multitarde Pvt Ltd, Firstpriority Logistics Pvt Ltd, Getit Infoservices Pvt Ltd, Gopal Sweets Pvt Ltd, H K Mobiles Pvt Ltd , Ipd Infotech Private Limited, Itmarg Solutions Private Limited, Narangs International, Natural Printing Pvt Ltd, Palm Grove Hotels Pvt Ltd, Rawelcom Services India Pvt Ltd, Savvy Management Services P Ltd, Tranzvision Digital Media, Wpi Tele Info Pvt Ltd, Yellow Tech Solutions Pvt Ltd.					

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

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NOTE 61: INTEREST IN OTHER ENTITIES

a) Interests in joint ventures and associate

The joint venture / associate of the Group as at March 31, 2024 and March 31, 2023 are listed below and have share capital consisting solely of equity shares which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of the entity	Place of business	% of ownership interest as at March 31		Relationship	Accounting method	Quoted fair value as at March 31		Carrying amounts at March 31	
		2024	2023			2024	2023	2024	2023
ABIPBL ⁽¹⁾	India	49.00%	49.00%	Associate	Equity Method	*	*	-	-
FNL	India	50.00%	50.00%	Joint Venture	Equity Method	*	*	3	58

* Unlisted entity - no quoted price available

⁽¹⁾ ABIPBL is currently under liquidation and hence the Group has made a provision for the entire amount of investment in the Company.

The aggregate information of immaterial joint venture is as follows :

Particulars	₹ Mn	
	As at March 31, 2024	As at March 31, 2023
Carrying amount of investments	3	58

Group's share in immaterial joint venture is as follows :

Particulars	₹ Mn	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Net Profit/ (loss)	(55)	5
Total comprehensive income/(loss)	(55)	5

NOTE 62

The Group uses accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. The Group also uses certain other peripheral software applications that support the recording of revenue, related subscriber acquisition costs, and vendor invoice validation, wherein, the audit trail feature is fully enabled through the year at application level for all transactions except for few of the other peripheral software application for which audit trail is not enabled.

Further, the Group uses software applications which are operated by third-party software service providers, for processing the payroll and for roaming revenue accounting. The Management has obtained the Service Organisation Controls ("SOC") from the payroll service provider covering audit trail feature at application level and is in process of obtaining SOC reports for roaming revenue accounting service provider and revised SOC report for payroll vendor covering audit trail at database level.

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NOTE 63: SUBSEQUENT EVENT

The Board of Directors of the Company, in its meeting held on February 27, 2024, and subsequently the shareholders at extra ordinary general meeting (EGM) held on April 2, 2024 have approved raising of funds up to ₹ 200,000 Mn by issuance of equity shares or any other instrument or security.

Further, the Board at its meeting held on April 11, 2024, approved a Further Public Offer (FPO) issue of ₹ 180,000 Mn. On April 23, 2024, the Company has allotted 16,363,636,363 Equity Shares of face value of ₹ 10 each to the equity shareholders at a price of ₹ 11.00 (including a premium of ₹ 1.00) per equity share aggregating to ₹ 180,000 Mn.

Additionally, the Shareholders on May 8, 2024 have approved issuance of 1,395,427,034 equity shares of ₹ 10/- each at an issue price of ₹ 14.87 per equity share (including a premium of ₹ 4.87 per equity share) aggregating to ₹ 20,750 Mn on a preferential basis to an existing shareholder entity forming part of the promoter group.

NOTE 64

Previous year figures have been regrouped / rearranged wherever necessary to conform to the current year grouping.

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar

Partner

Membership No.: 58814

Place: Mumbai

Date : May 16, 2024

For and on behalf of the Board of Directors of **Vodafone Idea Limited**

Ravinder Takkar

Non-Executive Chairman

(DIN : 01719511)

Akshaya Moondra

Chief Executive Officer

Himanshu Kapania

Non-Executive Director

(DIN : 03387441)

Murthy G.V.A.S.

Chief Financial Officer

Pankaj Kapdeo

Company Secretary

Vodafone Idea Limited
Suman Tower, Plot No. 18, Sector - 11,
Gandhinagar - 382 011, Gujarat

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