



8 May 2019

To:
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Maharashtra, India
Phone No.: (022) 22721233/4, (022) 66545695
Fax No.: (022) 22721919

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051
Maharashtra, India
Phone No.: (022) 26598100 - 8114
Fax No.: (022) 26598120

Sub: Disclosure under Regulation 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”)

Dear Sir/Madam,

This letter sets out the disclosure being made by HSBC Corporate Trustee Company (UK) Limited as security trustee (see description below) pursuant to Regulation 29(1) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to the creation of encumbrance indirectly over the equity shares of Vodafone Idea Limited (the “**Target Company**”).

Al-Amin Investments Limited, Asian Telecommunication Investments (Mauritius) Limited, Trans Crystal Ltd, Vodafone Telecommunications (India) Limited, CCH (Mauritius), Inc., Euro Pacific Securities Ltd, Prime Metals Ltd and Mobilvest are entities incorporated in Mauritius (collectively, the “**Vodafone Promoter Mauritius Shareholders**”). Omega Telecom Holdings Private Limited, Jaykay Finholding (India) Private Limited, Telecom Investments India Private Limited, and Usha Martin Telematics Limited are entities incorporated in India (collectively, the “**Vodafone Promoter Indian Shareholders**”). The Vodafone Promoter Mauritius Shareholders and the Vodafone Promoter Indian Shareholders are collectively referred to as the “**Vodafone Promoter Shareholders**”. The Vodafone Promoter Shareholders collectively hold 12,755,576,455 equity shares of the Target Company comprising approximately 44.39% of the equity share capital of the Target Company. Such equity shares are subject to an indirect encumbrance as described below.

In relation to financing arrangements of Vodafone group companies, pledges of shares (as indicated below) have been created in favour of HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for Dynamo Finance Designated Activity Company, and such pledges of shares have been on-assigned to HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for BNP Paribas, HSBC Bank plc, ING Bank N.V., Singapore Branch, Standard Chartered Bank, Bank of America Merrill Lynch International Designated Activity Company and Morgan Stanley Senior Funding, Inc. Each of the entities named above has been incorporated outside India.



S. No.	Pledgor	Company whose Shares are Pledged
1.	CGP Investments (Holdings) Ltd (incorporated in the Cayman Islands)	Array Holdings Ltd (incorporated in Mauritius)
2.	Array Holdings Ltd (incorporated in Mauritius)	<ul style="list-style-type: none">Each of the following Vodafone Promoter Mauritius Shareholders:<ul style="list-style-type: none">(a) Al-Amin Investments Limited(b) Asian Telecommunication Investments (Mauritius) Limited(c) Trans Crystal Ltd(d) Vodafone Telecommunications (India) LimitedCGP India Investments Ltd. (which directly or indirectly holds 100% of the equity share capital of each of the following Vodafone Promoter Indian Shareholders):<ul style="list-style-type: none">(a) Omega Telecom Holdings Private Limited(b) Jaykay Finholding (India) Private Limited(c) Telecom Investments India Private Limited(d) Usha Martin Telematics Limited
3.	CGP India Investments Ltd (incorporated in Mauritius)	Each of the following Vodafone Promoter Mauritius Shareholders: <ul style="list-style-type: none">(a) CCII (Mauritius), Inc.(b) Euro Pacific Securities Ltd(c) Prime Metals Ltd and(d) Mobilvest

Please see enclosed the disclosure by HSBC Corporate Trustee Company (UK) Limited in the prescribed format under Regulation 29(1) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to the above.

We request you to kindly take the above on record and acknowledge receipt.

For and on behalf of **HSBC Corporate Trustee Company (UK) Limited**

Name: **Simon Lazarus**
Authorised Signatory

Designation:

Place: London

Date: 8 May 2019

cc: Vodafone Idea Limited
Suman Tower
Plot No. 18, Sector 11
Gandhinagar – 382 011
Gujarat



Enclosed: Disclosure under Regulation 29 (1) read with 29 (4) of the SEBI Takeover Regulations.



Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC/Target Company)	Vodafone Idea Limited.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for Dynamo Finance Designated Activity Company, and such security having been on-assigned to HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for BNP Paribas, HSBC Bank plc, ING Bank N.V., Singapore Branch, Standard Chartered Bank, Bank of America Merrill Lynch International Designated Activity Company and Morgan Stanley Senior Funding, Inc., as set out in the NOTE below.		
Whether the acquirer belongs to Promoter/Promoter group	No.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the National Stock Exchange of India Limited.		
Details of the acquisition as follows:	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
(a) Shares carrying voting rights	(a) - NIL	(a) - NIL	(a) - NIL
(b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	(b) - NIL	(b) - NIL	(b) - NIL
(c) Voting rights (VR) otherwise than by equity shares	(c) - NIL	(c) - NIL	(c) - NIL
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	(d) - NIL	(d) - NIL	(d) -NIL
(e) Total (a+b+c+d)	NIL	NIL	NIL
Details of acquisition			
(a) Shares carrying voting rights acquired	(a) - NIL	(a) - NIL	(a) - NIL
(b) VRs acquired otherwise than by equity shares	(b) - NIL	(b) - NIL	(b) - NIL
	(c) - NIL	(c) - NIL	(c) - NIL

<p>(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired</p> <p>(d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)</p>	<p>(d) Indirect encumbrance over 12,755,576,455 equity shares carrying voting rights of the TC.</p>	<p>(d) Indirect encumbrance over 12,755,576,455 equity shares aggregating to approximately 44.39% of the paid-up equity share capital carrying voting rights of the TC.</p>	<p>(d) Indirect encumbrance over 12,755,576,455 equity shares aggregating to approximately 44.39% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.</p>
<p>(e) Total (a+b+c+/-d)</p>	<p>12,755,576,455 equity shares carrying voting rights of the TC.</p>	<p>44.39% of the paid-up equity share capital carrying voting rights of the TC.</p>	<p>44.39% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.</p>
<p>After the acquisition, holding of acquirer along with PACs of:</p> <p>(a) Shares carrying voting rights</p> <p>(b) VRs otherwise than by equity shares</p> <p>(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p> <p>(d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p>	<p>(a) - NIL (b) - NIL (c) - NIL</p> <p>(d) 12,755,576,455 equity shares carrying voting rights of the TC.</p>	<p>(a) - NIL (b) - NIL (c) - NIL</p> <p>(d) 44.39% of the paid-up equity share capital carrying voting rights of the TC.</p>	<p>(a) - NIL (b) - NIL (c) - NIL</p> <p>(d) 44.39% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.</p>
<p>(e) Total (a+b+c+d)</p>	<p>12,755,576,455 equity shares carrying voting rights of the TC.</p>	<p>44.39% of the paid-up equity share capital carrying voting rights of the TC.</p>	<p>44.39% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.</p>
<p>Mode of acquisition (e.g. open market / public issue / rights issue / preferential</p>	<p>Indirect encumbrance pursuant to pledges of share capital of each of the Vodafone Promoter Mauritius</p>		

allotment / inter-se transfer/encumbrance, etc.)	Shareholders, Array Holdings Ltd and CGP India Investments Ltd, as set out in the NOTE below.
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity shares
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Indirect encumbrance (pursuant to pledges of share capital of each of the Vodafone Promoter Mauritius Shareholders, Array Holdings Ltd and CGP India Investments Ltd, as set out in the NOTE below) was created on [●] May 2019
Equity share capital / total voting capital of the TC before the said acquisition	INR 287,353,892,400 comprising 28,735,389,240 equity shares of INR 10 each
Equity share capital/ total voting capital of the TC after the said acquisition	INR 287,353,892,400 comprising 28,735,389,240 equity shares of INR 10 each
Total diluted share/voting capital of the TC after the said acquisition	INR 287,353,892,400 comprising 28,735,389,240 equity shares of INR 10 each

NOTE:

Al-Amin Investments Limited, Asian Telecommunication Investments (Mauritius) Limited, Trans Crystal Ltd., Vodafone Telecommunications (India) Limited, CCI (Mauritius), Inc., Euro Pacific Securities Ltd, Prime Metals Ltd and Mobilvest are entities incorporated in Mauritius, (collectively, the “**Vodafone Promoter Mauritius Shareholders**”). Omega Telecom Holdings Private Limited, Jaykay Finholding (India) Private Limited, Telecom Investments India Private Limited, and Usha Martin Telematics Limited are entities incorporated in India, (collectively, the “**Vodafone Promoter Indian Shareholders**”). The Vodafone Promoter Mauritius Shareholders and the Vodafone Promoter Indian Shareholders are collectively referred to as the “**Vodafone Promoter Shareholders**”.

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America Merrill Lynch International Designated Activity Company and Morgan Stanley Senior Funding, Inc. Each of the entities named above has been incorporated outside India.

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For and on behalf of HSBC Corporate Trustee Company (UK) Limited

Name: Simon Lazarus
Designation: Authorised Signatory

Place: London

Date: 8 May 2019

(*) Total share capital/ voting capital based on the Target Company's corporate announcement dated 5 May 2019.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.