

8 May 2019

Department of Corporate Services
BSE Limited
Phiroze Jeejebhoy Towers
Dalal Street, Fort
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza
Plot No. C-1, Block 'G'
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051

Re: Disclosure under Regulation 31(1) 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 pursuant to Regulation 31(1) of the SEBI Takeover Regulations by certain promoters of Vodafone Idea Limited (the "**Target Company**").

Al-Amin Investments Limited, Asian Telecommunication Investments (Mauritius) Limited, Trans Crystal Ltd, Vodafone Telecommunications (India) Limited, CCII (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 (<i>incorporated in the Cayman Islands</i>)	Array Holdings Ltd (<i>incorporated in Mauritius</i>)
2.	Array Holdings Ltd (<i>incorporated in Mauritius</i>)	<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) Limited

S. No.	Pledgor	Company whose Shares are Pledged
		<ul style="list-style-type: none"> • CGP 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) CCI (Mauritius), Inc. (b) Euro Pacific Securities Ltd (c) Prime Metals Ltd (d) Mobilvest

Please see enclosed the disclosure by the Vodafone Promoter Shareholders in the prescribed format under Regulation 31(1) 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 **Omega Telecom Holdings Private Limited**

R. Balakrishnan

Name: *R. Balakrishnan*
Designation: *Company Secretary*

For and on behalf of **Telecom Investments India Private Limited**

Abhijeet Modak

Name: *Abhijeet Modak*
Designation: *Company Secretary*

For and on behalf of **Jaykay Finholding (India) Private Limited**

Abhijeet Modak

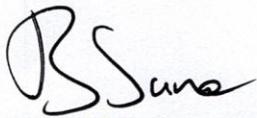
Name: *Abhijeet Modak*
Designation: *Company Secretary*

For and on behalf of **Usha Martin Telematics Limited**

Abhijeet Modak

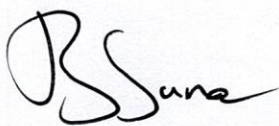
Name: *Abhijeet Modak*
Designation: *Company Secretary*

For and on behalf of **Al-Amin Investments Limited**



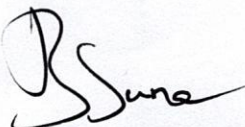
Name: Boopendradas Sungker
Designation: Director

For and on behalf of **Trans Crystal Ltd**




Name: Boopendradas Sungker
Designation: Director

For and on behalf of **CCII (Mauritius), Inc.**



Name: Boopendradas Sungker
Designation: Director

For and on behalf of **Prime Metals Ltd**



Name: Boopendradas Sungker
Designation: Director

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

For and on behalf of **Asian Telecommunication Investments (Mauritius) Limited**



Name: Boopendradas Sungker
Designation: Director

For and on behalf of **Vodafone Telecommunications (India) Limited**



Name: Boopendradas Sungker
Designation: Director

For and on behalf of **Euro Pacific Securities Ltd**



Name: Boopendradas Sungker
Designation: Director

For and on behalf of **Mobilvest**



Name: Boopendradas Sungker
Designation: Director

Enclosed: Disclosure under Regulation 31(1) of the SEBI Takeover Regulations.

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares/~~invocation of encumbrance~~/~~release of encumbrance~~, in terms of Regulation 31(1) and ~~31(2)~~ of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Vodafone Idea Limited
Names of the stock exchanges where the shares of the target company are listed	(i) BSE Limited (ii) National Stock Exchange of India Limited
Date of reporting	8 May 2019
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	<p>Promoters:</p> <ul style="list-style-type: none"> (i) Al-Amin Investments Limited (ii) Asian Telecommunication Investments (Mauritius) Limited (iii) Trans Crystal Ltd (iv) CCH (Mauritius), Inc. (v) Euro Pacific Securities Ltd (vi) Prime Metals Ltd (vii) Mobilvest (viii) Vodafone Telecommunications (India) Limited <p><i>The pledge is created over CGP India Investments Ltd. (which directly or indirectly holds 100% of the equity share capital of each of the following Vodafone Promoter Indian Shareholders):</i></p> <ul style="list-style-type: none"> (i) Omega Telecom Holdings Private Limited (ii) Jaykay Finholding (India) Private Limited (iii) Telecom Investments India Private Limited (iv) Usha Martin Telematics Limited

Details of the creation of encumbrance:

Name of the promoter(s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)]/ release [(2)-(3)]/ invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation/ release/ invocation)	Date of creation/ release / invocation of encumbrance	Type of encumbrance (pledge/lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of share capital
Al-Amin Investments Limited	812,744,186	2.83%	NIL	NIL	Creation	8 May 2019	Indirect encumbrance pursuant to	Indirect encumbrance in favour of	812,744,186	2.83%	HSBC Corporate Trustee	812,744,186	2.83%

Asian Telecommunication Investments (Mauritius) Limited	980,469,868	3.41%	NIL	NIL	Creation	8 May 2019	pledge 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.	the security agent to secure the financing arrangement, as described in the NOTE below.	980,469,868	3.41%	Company (UK) Limited acting as the security trustee for Dynamo Finance Designated Activity Company, and such security has 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,	980,469,868	3.41%
CCII (Mauritius), Inc.	446,059,752	1.55%	NIL	NIL	Creation	8 May 2019			446,059,752	1.55%		446,059,752	1.55%
Euro Pacific Securities Ltd	3,198,986,106	11.13%	NIL	NIL	Creation	8 May 2019			3,198,986,106	11.13%		3,198,986,106	11.13%
Vodafone Telecommunications (India) Limited	1,624,511,788	5.65%	NIL	NIL	Creation	8 May 2019			1,624,511,788	5.65%		1,624,511,788	5.65%
Mobilvest	1,675,994,466	5.83%	NIL	NIL	Creation	8 May 2019			1,675,994,466	5.83%		1,675,994,466	5.83%
Prime Metals Ltd	2,185,526,081	7.61%	NIL	NIL	Creation	8 May 2019			2,185,526,081	7.61%		2,185,526,081	7.61%
Trans Crystal Ltd	1,461,143,311	5.08%	NIL	NIL	Creation	8 May 2019			1,461,143,311	5.08%		1,461,143,311	5.08%
Omega Telecom Holdings Private Limited	76,687,227	0.27%	NIL	NIL	Creation	8 May 2019			76,687,227	0.27%		76,687,227	0.27%
Telecom Investments India Private Limited	194,738,421	0.68%	NIL	NIL	Creation	8 May 2019			194,738,421	0.68%		194,738,421	0.68%
Jaykay Finholding (India) Private Limited	7,592,136	0.03%	NIL	NIL	Creation	8 May 2019			7,592,136	0.03%		7,592,136	0.03%
Usha Martin Telematics Limited	91,123,113	0.32%	NIL	NIL	Creation	8 May 2019	91,123,113	0.32%	91,123,113	0.32%			

											Inc. as set out in the NOTE below		
Mr. Kumar Mangalam Birla [#]	864,906	0.00%	--	--	--	--	--	--	--	--	--	--	--
Hindalco Industries Limited [#]	751,119,164	2.61%	--	--	--	--	--	--	--	--	--	--	--
Grasim Industries Limited [#]	3,317,566,167	11.55%	--	--	--	--	--	--	--	--	--	--	--
Pilani Investment and Industries Corporation Limited [#]	30,278,530	0.11%	--	--	--	--	--	--	--	--	--	--	--
Birla TMT Holdings Private Limited [#]	353,798,538	1.23%	--	--	--	--	--	--	--	--	--	--	--
IGH Holdings Private Limited [#]	349,623,009	1.22%	--	--	--	--	--	--	--	--	--	--	--
Oriana Investments Pte Ltd [#]	2,147,307,225	7.47%	--	--	--	--	--	--	--	--	--	--	--
Elaine Investments Pte Ltd [#]	861,128,643	3.00%	--	--	--	--	--	--	--	--	--	--	--

* The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

*** This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

Disclosure in relation to such promoters is based on information available on the website of the stock exchanges.

NOTE:

Al-Amin Investments Limited, Asian Telecommunication Investments (Mauritius) Limited, Trans Crystal Ltd, Vodafone Telecommunications (India) Limited, CCII (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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Date: 8 May 2019

For and on behalf of Omega Telecom Holdings Private Limited

RB

Name: R. Balakrishnan
Designation: Company Secretary
Place: PUNE

For and on behalf of Telecom Investments India Private Limited

Abhijeet Madak

Name: Abhijeet Madak
Designation: Company Secretary
Place: PUNE

For and on behalf of Jaykay Finholding (India) Private Limited

Abhijeet Madak

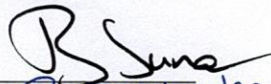
Name: Abhijeet Madak
Designation: Company Secretary
Place: PUNE

For and on behalf of Usha Martin Telematics Limited

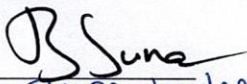
Abhijeet Madak

Name: Abhijeet Madak
Designation: Company Secretary
Place: PUNE

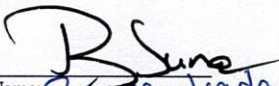
For and on behalf of Al-Amin Investments Limited


Name: Boopendradas Sungker
Designation: Director
Place: Mauritius

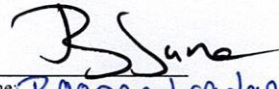
For and on behalf of Trans Crystal Ltd


Name: Boopendradas Sungker
Designation: Director
Place: Mauritius


For and on behalf of CCII (Mauritius), Inc.


Name: Boopendradas Sungker
Designation: Director
Place: Mauritius

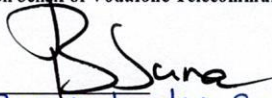
For and on behalf of Prime Metals Ltd


Name: Boopendradas Sungker
Designation: Director
Place: Mauritius

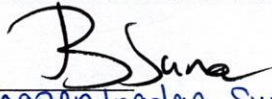
For and on behalf of Asian Telecommunication Investments (Mauritius) Limited


Name: Boopendradas Sungker
Designation: Director
Place: Mauritius

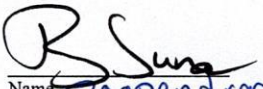
For and on behalf of Vodafone Telecommunications (India) Limited


Name: Boopendradas Sungker
Designation: Director
Place: Mauritius

For and on behalf of Euro Pacific Securities Ltd


Name: Boopendradas Sungker
Designation: Director
Place: Mauritius

For and on behalf of Mobilvest


Name: Boopendradas Sungker
Designation: Director
Place: Mauritius