



10 September 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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Postal Ballot Notice

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

Further, to our communication dated August 27, 2024 and pursuant to Regulation 30 of the Listing Regulations, we are enclosing herewith copy of Postal Ballot Notice of the Vodafone Idea Limited (‘the Company’) dated August 27, 2024 along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013, read with the Listing Regulations, for seeking approval of the Members of the Company on the following resolutions through Postal Ballot by way of voting through electronic means (‘remote e-voting’):

| Sr. No. | Description of Resolution(s) | Type of Resolution |
|---------|--|--------------------|
| 1. | Adoption of Vodafone Idea Limited Employee Stock Option and Performance Stock Unit Scheme 2024. | Special |
| 2. | Extension of Vodafone Idea Limited Employee Stock Option and Performance Stock Unit Scheme 2024 to employees of Subsidiary Companies of the Company. | Special |

In accordance with the applicable laws, the Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent i.e. Bigshare Services Pvt. Ltd./ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, September 6, 2024 i.e. Cut-off date.

The remote e-voting shall commence on Wednesday, September 11, 2024 at 9:00 a.m. and ends on Thursday, October 10, 2024 at 5.00 p.m. (IST).



A copy of the Postal Ballot Notice is also available on the website of the Company i.e. www.myvi.in and website of National Securities Depository Limited at www.evoting.nsdl.com.

The above is for your information and dissemination to the members.

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**POSTAL BALLOT NOTICE****Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the **“Act”**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the **“Rules”**), Secretarial Standard-2 on General Meetings (the **“SS-2”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the **“MCA”**), Government of India, for holding general meetings/ conducting postal ballot process through remote e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 (the **“MCA Circulars”**) and any other applicable laws, rules and regulations, the Special Resolutions set out below are proposed for consideration by the members of **Vodafone Idea Limited** (the **“Company”**) for passing by means of Postal Ballot by way of voting through electronic means (**“remote e-voting”**) only.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those eligible Members whose names appeared in the Register of Members/ List of Beneficial Owners as on Friday, September 6, 2024 i.e. Cut-off date and whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent i.e. Bigshare Services Pvt. Ltd. (**“RTA”**)/Depositories. The Postal Ballot Notice will also be placed on the website of the Company at www.myvi.in, website 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 National Securities Depository Limited (**“NSDL”**) at www.evoting.nsdl.com.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/RTA/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts pertaining to the resolutions mentioned in this Postal Ballot Notice, is annexed hereto. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on August 27, 2024 has appointed Mr. Umesh Ved (FCS No : 4411 / COP No. : 2924), Proprietor, M/s. Umesh Ved & Associates, Practicing Company Secretaries and/or failing him Mr. Anish Gupta (FCS No. : 5733 / COP No. : 4092), M/s VKMG & Associates, Practicing Company Secretaries, as the ‘Scrutinizer’ to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of NSDL as the agency to provide remote e-voting facility. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The remote e-voting period commences from **Wednesday, September 11, 2024 at 9:00 a.m. and ends on Thursday, October 10, 2024 at 5.00 p.m. (IST)**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Monday, October 14, 2024.

The said results along with the Scrutinizer's Report will be placed on the website of the Company at www.myvi.in, website of NSDL at www.evoting.nsdl.com, and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

SPECIAL BUSINESS:

1. Adoption of Vodafone Idea Limited Employee Stock Option and Performance Stock Unit Scheme 2024

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder (“FEMA Regulations”) and such other laws, rules and regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the “Applicable Laws”), the relevant provisions of the memorandum of association and articles of association of the Company and further subject to any other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities and subject to such conditions and modifications as may be prescribed or imposed by the authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee (“NRC”) to exercise its powers conferred by this Resolution), consent of the members of the Company be and is hereby accorded for adoption of **‘Vodafone Idea Limited Employee Stock Option and Performance Stock Unit Scheme 2024’** (“**VIL Scheme 2024**”), the salient features of which are furnished in the explanatory statement to the Notice.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot in one or more tranches under VIL Scheme 2024, at any time to or for the benefit of the eligible employees of the Company, such number of stock options (comprising of employee stock options (“Options”) and / or performance stock units (“PSUs”), as the case may be) (collectively referred to as the “Stock Options”) exercisable into not more than 34,85,00,000 (Thirty Four Crore Eighty Five Lacs Only) equity shares of face value of Rs. 10/- each (“Equity Shares”) being 0.5% of the paid-up equity share capital of the Company as on July 31, 2024 (or such other number adjusted in terms of VIL Scheme 2024 as per Applicable Laws), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the NRC in accordance with the Applicable Laws as may be prevailing at that time.

RESOLVED FURTHER THAT the maximum number of Stock Options (comprising of employee stock options and / or performance stock units, as the case may be) to be granted to eligible employees of both the Company and subsidiary companies under the VIL Scheme 2024 shall not cumulatively exceed 34,85,00,000 Stock Options exercisable into not more than 34,85,00,000 equity shares of face value of ₹ 10/- each (or such other number adjusted in terms of VIL Scheme 2024 as per Applicable Laws), wherein the grant of PSUs at any time shall not exceed 50% of the total Stock Options i.e. 17,42,50,000 (or such other number adjusted in terms of VIL Scheme 2024 as per Applicable Laws).

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, follow-on public offer, merger / amalgamation or sale of division / undertaking or other reorganisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier.

RESOLVED FURTHER THAT in case the equity shares are either sub-divided or consolidated, then the number of equity shares to be issued on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under VIL Scheme 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement VIL Scheme 2024 and determine the detailed terms and conditions of the aforementioned VIL Scheme 2024 including but not limited to the quantum of Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and directors of the Company and its subsidiary companies, at such time and on such terms and conditions as set out in VIL Scheme 2024 and as the Board may in its absolute discretion think fit, subject to Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of Stock Options, from time to time, in accordance with VIL Scheme 2024 and to take necessary steps for listing of the equity shares so allotted on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SBEB Regulations and other Applicable Laws.

RESOLVED FURTHER THAT the equity shares to be allotted by the Company pursuant to the exercise of Stock Options under the VIL Scheme 2024 shall rank pari passu in all respects, including dividend, with the then existing shares of the Company.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing VIL Scheme 2024 and generally for giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit, necessary, expedient, desirable or proper, including for

obtaining approvals, statutory, contractual or otherwise in relation to the above, to settle all issues, questions, difficulties or doubts that may arise in relation to formulation and implementation of VIL Scheme 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of VIL Scheme 2024, as it may deem fit, from time to time or to suspend, withdraw or revive VIL Scheme 2024 from time to time in conformity with the provisions of the Applicable Laws prevailing from time to time, provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees who have been granted Stock Options under VIL Scheme 2024.”

2. Extension of Vodafone Idea Limited Employee Stock Option and Performance Stock Unit Scheme 2024 to employees of subsidiary companies of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEER Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder (“FEMA Regulations”) and such other laws, rules and regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the “Applicable Laws”), the relevant provisions of the memorandum of association and articles of association of the Company and further subject to any other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities and subject to such conditions and modifications as may be prescribed or imposed by the authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee (“NRC”) to exercise its powers conferred by this Resolution), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits and coverage of ‘Vodafone Idea Limited Employee Stock Option and Performance Stock Unit Scheme 2024’ (“VIL Scheme 2024”) (referred to in the Resolution under Item No. 1 of this Notice) to such eligible persons who are in employment of any present or future subsidiary companies of the Company whether working in India or outside India under VIL Scheme 2024, the salient features of which are furnished in the explanatory statement to this Notice.

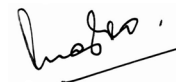
RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Stock Options under the VIL Scheme 2024 shall rank pari passu in all respects, including dividend, with the then existing shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, follow-on public offer, merger / amalgamation, or sale of division / undertaking or other reorganisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier.

RESOLVED FURTHER THAT for the purpose of giving into effect and implementing VIL Scheme 2024 and for generally giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit, necessary, expedient, desirable or proper to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of VIL Scheme 2024, as it may deem fit, from time to time or to suspend, withdraw or revive VIL Scheme 2024 from time to time in conformity with the provisions of the Applicable Laws prevailing from time to time, provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees of subsidiary companies who have been granted Stock Options under VIL Scheme 2024.”

By Order of the Board
For **Vodafone Idea Limited**



Pankaj Kapdeo
Company Secretary

Membership No.: ACS-9303

Place : Mumbai
Date : August 27, 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. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, setting out all the material facts relating to the Resolutions contained in this Postal Ballot Notice dated August 27, 2024, is annexed to the Notice. The disclosures pursuant to section 62 of the Companies Act, 2013 read with rules made thereunder and Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 forms part of the Explanatory Statement.
2. In accordance with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 (the “MCA Circulars”), this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, September 6, 2024 (“Cut-off Date”) received from the Depositories viz. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) and whose e-mail address are registered with the Company/ Registrar and Share Transfer Agent i.e. Bigshare Services Pvt. Ltd. (“RTA”)/ Depositories. A copy of this Postal Ballot Notice will also be available on the Company’s website at www.myvi.in website 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 National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.
3. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot forms and pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to voting through electronic means (“remote e-voting”) only i.e. by casting their votes electronically instead of submitting postal ballot forms. Members who have not yet registered their e-mail address may register the same as under:
 - a) Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant.
 - b) Members holding shares in physical mode are requested to register their e-mail IDs with the Company at shs@vodafoneidea.com or the RTA (M/s Bigshare Services Pvt. Ltd.) at investor@bigshareonline.com along with copy of signed request letter in Form ISR-1 mentioning the name and address of the member, self-attested copy of PAN card and any address proof viz. Aadhar, passport, driving license etc.
4. Members who update their e-mail id after Cut-off Date can send their request for receiving the Postal Ballot Notice to the Company at shs@vodafoneidea.com or the RTA (M/s Bigshare Services Pvt. Ltd.) at investor@bigshareonline.com.
5. The Members holding Equity Shares of the Company as on the Cut-off Date (“Eligible Members”) only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

6. The facility to exercise voting through electronic means will be available during the following period:

| | |
|---------------------------------|--|
| Commencement of Remote e-voting | Wednesday, September 11, 2024 at 9.00 a.m. (IST) |
| End of Remote e-voting | Thursday, October 10, 2024 at 5.00 p.m. (IST) |

During this period, Eligible Members may cast their votes electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. The instructions for remote e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

7. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.
8. Relevant documents (including the VIL scheme 2024) referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to 5:00 p.m. (IST) on the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail to shs@vodafoneidea.com with the subject line "Vodafone Idea Limited – Postal Ballot 2024."
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.
10. There will be one login for every Folio/Client ID irrespective of the number of joint holders.
11. The Resolutions, if approved by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Thursday, October 10, 2024.

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 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

Individual Shareholders holding securities in demat mode with NSDL

- a. Existing IDeAS user can visit the e-services website of NSDL viz. <https://eservices.nsd.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.
- b. If you are not registered for IDeAS e-services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- c. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.
- 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



Type of Shareholders Login Method

- 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.
 - b. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting 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. 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.
 - 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 e-voting 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.

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 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. Demat (NSDL or CDSL) or Physical | Your User ID is |
|---|--|
| 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***. |

- 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 on NSDL e-voting system.

How to cast your vote electronically 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 is in active status.
- ii. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period.
- 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:

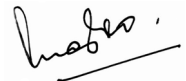
- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail umesh@umeshvedcs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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.
- ii. 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.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre 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 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.

By Order of the Board
For **Vodafone Idea Limited**



Pankaj Kapdeo
Company Secretary

Membership No.:ACS-9303

Place : Mumbai
Date : August 27, 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of Special Business mentioned in this Postal Ballot Notice dated August 27, 2024:

Item nos. 1 and 2:

Adoption of Vodafone Idea Limited Employee Stock Option (“Options”) and Performance Stock Unit (“PSUs”) Scheme 2024 (“VIL Scheme 2024”); and extending the benefits of VIL Scheme 2024 to employees of the subsidiary companies of the Company

The Board of Directors (“Board”) of Vodafone Idea Limited (“the Company”) at its meeting held on August 27, 2024 based upon the recommendation of the Nomination and Remuneration Committee (“NRC”) approved introduction of ‘Vodafone Idea Limited Employee Stock Option and Performance Stock Unit Scheme 2024’ (“VIL Scheme 2024”) in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”) for grant of employee stock options (“Options”) and / or performance stock units (“PSUs”) (collectively “Stock Options”) for the benefit of the eligible employees of the Company and subsidiary companies, which entitles them to the equity shares of the Company, subject to the approval of the Members by a Special Resolution.

The telecommunication business requires significant investments, both in the network assets as well as in the human assets, as these are two significant pillars to improve and enhance the business performance and competitive positioning of a telecom company. The Company aims to provide competitive remuneration opportunities to its employees, including through annual incentive plans and long-term incentive plans. The Company believes that the presence of a long-term equity share based incentive plan will create a sense of ownership for employees and will facilitate a performance driven culture which will contribute to the success of the Company.

The Company prior to merger with Vodafone India, had an equity share based ESOP plan comprising of stock options and restricted stock units for its eligible employees. Post the merger of Vodafone India with the Company in August 2018, the Company initiated the process of network and employee integration as well as aligning the policies of both the erstwhile organizations. Hence, in the period of transition, the equity share based long term incentive plans were converted to equivalent cash incentive plan. Post the AGR judgement in October 2019, the Company has passed through a challenging phase. Post the announcement of Telecom Reforms Package in September 2021, the part conversion of government deferred payment obligations into equity in February 2023 and equity raise in April / May 2024, the NRC and the Board of Directors of the Company revisited the matter and decided that it was now the appropriate time to revert back to an equity share based incentive plan. The NRC and the Board thus approved the “VIL Scheme 2024”, which replaces the long term cash incentive plan for eligible employees.

The stock options are long-term incentive instruments to enable the employees to share the value they create for the Company in the years to come as well as to drive a performance led culture across the organisation. The vesting of Options and PSUs under the VIL Scheme 2024, will be subject to fulfilment of certain predefined performance criteria as determined by the NRC.

In line with the long term employee engagement at all levels, the Company intends to extend the benefits of VIL Scheme 2024 to the eligible employees of its wholly owned subsidiary companies also.

These wholly owned subsidiaries are integral part of VIL's core operations and support the business and complement customer experiences by providing services which are allied to telecom business or provide backend services to VIL such as accounting, sales force support, network maintenance etc. It is optimal and efficient to carry out these support business(s) in subsidiary companies rather than carrying in parent company. It is paramount to motivate the key eligible employees because achievement of their goals are essential for achievement of VIL's overall long term objectives. The NRC while granting the Stock Options to any eligible employees of subsidiary companies, shall at its discretion, consider the factors including but not limited to the role/ level of the employee, past performance record, future potential of the employee and employee's contribution to the Company. Accordingly, the Company believes in rewarding its employees including employees of the subsidiary companies, for their hard work, dedication and support, which has led the Company and its subsidiary companies on the growth path.

Further, to enable continuity of service when employees get transferred within group companies, the provision of extending the benefits of VIL Scheme 2024 to group companies is being introduced. However, no fresh grants will be made to employees of the group companies other than subsidiary companies. This will enable the continuation of benefits and coverage of VIL Scheme 2024 to be availed by the eligible employees of the Company and its subsidiary companies to whom grants have been made but who may in future get transferred to any group companies including subsidiary companies.

The Board has nominated the NRC to be designated as the Compensation Committee for the administration and superintendence of VIL Scheme 2024 in accordance with the SBEB Regulations. Approval of the Members is being sought for grant of Options and PSUs to the eligible employees of the Company and subsidiary companies as may be determined by the NRC.

In accordance with the SBEB Regulations, approval of Members by way of Special Resolution is required, for adoption of VIL Scheme 2024 and extending the benefits and coverage of VIL Scheme 2024 to eligible employees of the subsidiary companies. Accordingly, separate resolutions are being passed for the above.

The relevant disclosures, as required, under the SBEB Regulations and other applicable laws are as follows:

| Sl. Particulars No. | Disclosure |
|--------------------------------------|---|
| 1. A brief description of the scheme | <p>The Company aims to provide competitive remuneration opportunities with adequate linkage to performance of the Company to the employees of the Company and its subsidiary companies, including through annual incentive plans and long-term incentive plans. The Company believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company.</p> <p>The main objectives of VIL Scheme 2024 are:</p> <ul style="list-style-type: none"> (i) to achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long term interests of the Company; (ii) to attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability; |

| Sl. No. | Particulars | Disclosure |
|----------------|--|---|
| | | <ul style="list-style-type: none"> (iii) to recognise and reward the efforts of employees and their continued association with the Company and its subsidiary companies; and (iv) to promote the culture of employee ownership, to enable the employees to have greater involvement in the plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention. |
| 2. | The total number of Stock Options to be granted | The maximum number of Stock Options (comprising of Options and / or PSUs) proposed to be granted to eligible employees of both the Company and subsidiary companies under the VIL Scheme 2024, shall not cumulatively exceed 34,85,00,000 Stock Options exercisable into not more than 34,85,00,000 fully paid-up equity shares of face value of ₹ 10/- each, representing 0.5% of the paid-up equity share capital of the Company as on July 31, 2024 (or such other number adjusted in terms of VIL Scheme 2024 as per Applicable Laws), wherein the grant of PSUs at any time shall not exceed 50% of the total Stock Options i.e. 17,42,50,000 (or such other number adjusted in terms of VIL Scheme 2024 as per Applicable Laws). |
| 3. | Identification of classes of employees entitled to participate and be beneficiaries in VIL Scheme 2024 | <p>The following class of employees shall be entitled to participate in VIL Scheme 2024:</p> <ul style="list-style-type: none"> (a) An employee as designated by the Company, who is exclusively working in India or outside India; or (b) A director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (c) An employee as defined in sub-clauses (a) or (b) above, of a subsidiary company in India or outside India, but does not include— <ul style="list-style-type: none"> (i) an employee who is a promoter or belongs to the promoter group; (ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company. |

| Sl. Particulars No. | Disclosure |
|--|--|
| 4. Requirements of vesting and period of vesting | <p>The NRC may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics of the Company which would include revenue, EBITDA, share price growth or any other strategic metrics as may be decided, on the achievement of which the Options / PSUs would be granted and/ or vested and which may be specified in the respective grant letters or the vesting letters to be issued in this regard.</p> <p>Vesting of Options / PSUs shall be subject to, amongst other things:</p> <ul style="list-style-type: none"> (a) the condition that a minimum of one year has completed from the grant date, except in case of death or permanent incapacity of the grantee, in which case the Options / PSUs, as the case may be, shall vest immediately; (b) the Grantee being in continuous employment with the Company or a subsidiary company; and (c) the Grantee is not subject to any pending disciplinary proceedings. <p>The Options / PSUs granted under the Scheme shall Vest not earlier than completion of 1 (one) year, and not later than 4 (four) years, from the Grant Date, in the manner set out in the Letter of Grant issued by the Company to the Grantees. The vesting of Options and / or PSUs granted to employees may expire or lapse or forfeit or accelerate (as the case may be) in the following circumstances:</p> <ul style="list-style-type: none"> (a) The Options and PSUs may lapse in the following circumstances: (i) Options and PSUs are not vested due to non-fulfillment of vesting conditions; (ii) vested Options and vested PSUs which the grantees have expressly refused to exercise; (iii) Options and PSUs (vested and not exercised and unvested) which have been surrendered by grantees; and (iv) any Options and PSUs granted but not vested or exercised within the stipulated time due to any reasons. (b) In case of death of the grantee while in employment, all unvested Options and unvested PSUs granted to him / her shall vest in their nominee(s) / legal heir(s) / successor(s) immediately on the date of death of the grantee. |

| Sl. Particulars No. | Disclosure |
|----------------------------|--|
| | <p>(c) In the case of separation of grantee due to reasons of permanent incapacity while in employment, all unvested Options and unvested PSUs shall vest in him / her immediately on the date of such permanent incapacity.</p> <p>(d) The NRC may accelerate the vesting of Options and/or PSUs granted (subject to compliance with minimum vesting period of 1 (one) year), in case of exceptional performance of an employee or class of employees or such other exceptional circumstances as may be decided by the NRC.</p> <p>(e) The NRC may modify the vesting schedule in respect of Options and PSUs already granted in the event it is found that: (i) the grantee has not satisfied any vesting condition; or (ii) the grantee has not met the performance parameters; or (iii) has not performed up to the expectations; or (iv) has not been regularly attending the office for a substantial period of time without any valid reason or authority; or (v) has been put on a modified employment arrangement such as part-time working, reassignment to lower accountability, sabbatical, leave without pay; or (vi) is found to be guilty of fraud or misconduct; or (vii) has violated the Company policies/ terms of employment or the ESOS Code of Conduct; or (viii) on account of such other circumstances as the NRC may in its absolute discretion decide, subject to applicable law.</p> <p>(f) In the event of separation from employment for reasons of normal retirement or retirement or superannuation specifically approved by the Company, all unvested Option and unvested PSUs shall vest fully as per the scheduled vesting date, subject to the performance conditions being met.</p> <p>(g) In the event of cessation of employment as a Good Leaver (as defined hereunder), the NRC may in its discretion accelerate the vesting of unvested Options and unvested PSUs (subject to compliance with minimum vesting period of 1 (one) year) and shall vest on the last date of employment.</p> <p>In the event, the NRC does not permit such acceleration, all unvested Options and unvested PSUs shall expire and stand cancelled with effect from the date of submission of the resignation / termination notice.</p> |

**Sl. Particulars
No.**

Disclosure

- The term “Good Leaver” is defined under VIL Scheme 2024 as:
- (a) the grantee resigning from his/ her employment arising out of a prior mutual agreement with and consent of the Company, conveyed through its authorised officer, after a period of atleast one year from the Grant Date; or
 - (b) the grantee being asked to leave the Company, at the instance of the Company without any cause to the Company and by mutual agreement.
- (h) In case of termination of employment due to breach of Company policies or terms of employment and other matters:
- i. All Options and PSUs granted to grantee, including the vested Options and vested PSUs which were not exercised prior to such breach, shall stand terminated with immediate effect.
 - ii. The Options and PSUs that are granted to grantee but not vested; and vested Options and vested PSUs which are not exercised in case of grantee who has been suspended from services of the Company or to whom a show cause notice has been issued or against whom an enquiry is being or has been initiated for any reason whatsoever including but not limited to fraud, misconduct, violation of the Company policies/terms of employment or codes of the Company or for having committed or abetted any illegal or unlawful activity may, on the recommendation of the management, be suspended or kept in abeyance or cancelled at the sole discretion of the NRC.
 - iii. In case of Options and PSUs that have been suspended or kept in abeyance, the same may be permitted to vest in the concerned grantee on such additional terms and conditions, as may be imposed by NRC at its discretion.
- (i) In the case of cessation of employment, due to resignation by the grantee, including on account of abandonment of employment, that is not covered above, all unvested Options and unvested PSUs shall expire and stand cancelled with effect from the date of submission of resignation notice / abandonment.

| Sl. Particulars No. | Disclosure |
|--|---|
| | <p>(j) In case the grantee is transferred by the Company to a group company, subsidiary company or an associate company, all Options and PSUs shall vest as per the terms of the grant and as specified in the letter of grant, even after such transfer until such time that the grantee continues in employment of any of the Company's group company, subsidiary companies or associate company.</p> <p>In case of transfer of employees from the Company to any companies not falling within the definition of group companies (as defined under VIL Scheme 2024), all unvested Options and unvested PSUs shall expire and stand cancelled with effective date of such transfer.</p> |
| 5. The maximum period within which the Stock Options shall be vested | The Options and PSUs granted under VIL Scheme 2024 would vest not earlier than completion of 1 (one) year and not later than 4 (Four) years from the date of Grant. |
| 6. Exercise price | <p><i>Exercise price for Options:</i></p> <p>The Option Exercise Price shall be the Market Price of the Equity Shares, being the closing price of the equity shares of the Company, one day prior to the date of the Grant of Options by the NRC.</p> <p><i>Exercise price for PSUs:</i></p> <p>The PSU Exercise Price shall be the face value of the Equity Shares as on the date of the Grant of PSUs.</p> |
| 7. Exercise period and process of exercise | <p>The exercise period will commence from the date of vesting and shall not be more than 5 years from the date of respective vesting of the respective Options and / or PSUs or such other period as may be determined by the NRC from time to time.</p> <p>The Stock Options will be exercisable by the employees through a written application to the Company accompanied by payment of the exercise price and satisfaction of applicable taxes and on execution of such documents, as may be prescribed by the NRC from time to time. The Stock Options will lapse if not exercised within the specified exercise period.</p> <p><u>Exercise period in case of cessation of employment:</u></p> <p>(a) Death: All Options and PSUs (including those that vest post the death of the grantee) shall be exercised by the nominee(s) / legal heir(s) / successor(s) of the grantee within 3 (three) years from the date of death of grantee or 5 (five) years from the date of vesting of Options and/ or PSUs whichever is earlier, failing which the Options and/or PSUs shall lapse.</p> |

**Sl. Particulars
No.**

Disclosure

- (b) Permanent incapacity: All vested Options and vested PSUs (including those that which vest upon the permanent incapacity of the grantee) shall be exercised by him / her within 3 (three) years from the date of separation on account of such permanent incapacity or 5 (five) years from the date of vesting of Options and/or PSUs whichever is earlier, failing which the Options and/or PSUs shall lapse. In case of death of grantee after such separation, the nominee(s) / legal heir(s) / successor(s) of such grantee will be allowed to exercise all Options and PSUs (including those which would have vested post the permanent incapacity of the grantee), within 3 (three) years from the date of separation of the grantee on account of such permanent incapacity or the original exercise period, whichever is earlier, failing which these will lapse.
- (c) Retirement or superannuation: All vested Options and PSUs shall be exercisable by the grantee (or by the nominee(s) / legal heir(s) / successor(s) of the grantee as the case may be, upon the death of the grantee post retirement or superannuation) within 3 (three) years from the date of retirement or superannuation, or 5 (five) years from the date of vesting of the Options and PSUs, whichever is earlier.
- (d) Good Leaver: In the event where the NRC accelerates the vesting of unvested Options and unvested PSUs held by Good Leaver, such accelerated vested Options and vested PSUs shall be exercisable within the period set out in the vesting letter to be issued in this regard. Further, the equity shares resulting from the exercise of the accelerated vested Options or vested PSUs may be subject to a lock-in period of up to 1 (one) year from the date of allotment or transfer, as applicable. In the event, the NRC does not grant acceleration, all unvested Options and unvested PSUs shall expire and stand cancelled with effect from the submission of the termination / resignation notice.
- (e) Cessation of employment: In the case of cessation of employment, due to resignation by the grantee, including on account of abandonment of employment, and not covered above, all vested Options and vested PSUs as on such date shall be exercisable by the grantee on or before his / her last working day with the Company.

| Sl. Particulars No. | Disclosure |
|--|--|
| | <p>(f) Transfer: In case where grantee is transferred by the Company to a group company, subsidiary company or an associate company, all Options and PSUs shall vest and be exercised as per the terms of the grant under this scheme and as specified in the letter of grant, even after such transfer until such time that the grantee continues in employment of any of the Company's group company, subsidiary companies or associate company.</p> <p>In case transfer is to a company not falling within the definition of group companies, all vested Options and vested PSUs can be exercised by grantee either on or before the last working day with the Company or as per the exercise period specified in the Letter of Grant, subject to NRC discretion.</p> |
| 8. The appraisal process for determining the eligibility of employees for the scheme | The eligibility criteria of the employees will be specified by the NRC, and will be based on criteria such as role/ level of the employee, past performance record, future potential of the employee, balance number of years of service until normal retirement age and/or such other criteria as may be determined by the NRC at its sole discretion. |
| 9. The maximum number of Options and PSUs to be offered and issued per employee and in aggregate | <p>The maximum number of Options and PSUs that can be granted to any single eligible employee under VIL Scheme 2024 will be subject to an aggregate limit of 0.1% of the paid-up equity share capital of the Company (cumulative limit across the life of the scheme).</p> <p>The maximum number of Options and PSUs that can be granted in aggregate shall be exercisable into not more than 34,85,00,000 equity shares, being 0.5% of the paid-up equity share capital of the Company as on July 31, 2024 (which shall be adjusted in lieu of adjustments/re-organisation of capital structure of the Company from time to time).</p> |
| 10. The maximum quantum of benefits to be provided per employee under a scheme | The maximum quantum of benefits underlying the Options and PSUs issued to an eligible employee shall depend upon the number of Options and PSUs held by him / her and the market price of the Equity Shares as on the date of exercise. |
| 11. Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust | VIL Scheme 2024 will be implemented through direct route and administered by the NRC. |

| Sl. No. | Particulars | Disclosure |
|----------------|---|--|
| 12. | Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both | VIL Scheme 2024 involves only issue of new Equity Shares by the Company. |
| 13. | The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc. | Not Applicable |
| 14. | The maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme(s) | Not Applicable |
| 15. | A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the SBEB Regulations | The Company shall follow the requirements including the disclosure requirements and IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 or any other appropriate authority, from time to time, including any guidance note on Accounting for employee share-based payments issued in that regard and the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SBEB Regulations. |
| 16. | The method which the Company shall use to value its options | To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Stock Options as prescribed under IND AS 102 on Share-based payments and/ or any relevant accounting standards/ guidance note as may be prescribed by the appropriate authority, from time to time. |
| 17. | Period of lock-in | The equity shares arising out of exercise of vested Stock Options will not be subject to any lock - in period after such exercise. |
| 18. | Terms & conditions for buyback, if any, of specified securities covered under these regulations | Not applicable. |

Pursuant to Regulation 6(1) of SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a Special Resolution, for adoption the VIL Scheme 2024 and issue of further shares to the eligible employees of the Company under the said VIL Scheme 2024 as detailed in Item No. 1 of this Postal Ballot Notice. Pursuant to Regulation 6(3)(c) of SBEB Regulations

and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a separate special resolution for extending the VIL Scheme 2024 to the eligible employees of subsidiary companies as detailed in Item No. 2 of this Postal Ballot Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions as set out in Item Nos. 1 and 2 of this Postal Ballot Notice, except to the extent of the Stock Options that may be granted to them under VIL Scheme 2024.

The Board recommends the Special Resolutions as set out in Item Nos. 1 and 2 of the Postal Ballot Notice for approval by the Members.

By Order of the Board
For **Vodafone Idea Limited**



Pankaj Kapdeo
Company Secretary

Membership No.: ACS-9303

Place : Mumbai

Date : August 27, 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