

2 July 2020

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: Annual Secretarial Compliance Report under Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report for the financial year ended 31st March 2020, issued by M/s Umesh Ved & Associates, Practicing Company Secretaries.

The above is for your information and records.

Thanking you,

Yours truly,

For **Vodafone Idea Limited**



Pankaj Kapdeo
Company Secretary



UMESH VED & ASSOCIATES
Company Secretaries

304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.
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SECRETARIAL COMPLIANCE REPORT OF
VODAFONE IDEA LIMITED
(FORMERLY KNOWN AS IDEA CELLULAR LIMITED)
FOR THE YEAR ENDED 31ST MARCH, 2020.

We, M/s Umesh Ved & Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Vodafone Idea Limited, (Formerly Known as Idea Cellular Limited)** ("the listed entity") in electronic form using the Information Technology Tools due to lockdown on account of COVID 19 during conduct of audit of the company,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(not attracted during year under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(not attracted during year under review)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:



- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance (Regulations/ guidelines including specific clause)	Requirement circulars / including specific	Deviations	Observations/ Remarks of the Practicing Company Secretary
None				

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NA				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **There being no observation in the Annual Secretarial Compliance Report for the previous year, reporting on actions to comply with its observations does not arise.**

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
None				

We further report that, the listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No.CIR/CFD/CMD 1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the respective engagement letter/supplemental letter issued to the Statutory Auditors.

Place: Ahmedabad

Date: 27/06/2020



Umesh H. Ved
 Umesh Ved
 Umesh Ved & Associates
 Company Secretaries
 FCS No.: 4411
 C.P. No.: 2924
 UDIN: F004411B000391281