



19 May 2026

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”) - Notice of Extraordinary General Meeting

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

Pursuant to Regulation 30 of the Listing Regulations and further to our communication dated 16 May 2026 informing about the Extraordinary General Meeting ('EGM') of the Company to be held on **Thursday, June 11, 2026 at 4:30 P.M.** through Video Conferencing (“VC”), we are enclosing herewith copy of Notice of the EGM dated 19 May 2026 along with the explanatory statement seeking approval of the members of the Company through special resolution for Issuance of Warrants on preferential basis.

In accordance with the applicable laws, the aforementioned Notice of the EGM along with explanatory statement is being sent through electronic mode to the members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution set out in the EGM Notice. The e-voting shall commence from Monday, June 8, 2026 from 9:00 A.M. to Wednesday, June 10, 2026 upto 5:00 P.M.

A copy of the Notice of the EGM is also being uploaded 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Vodafone Idea Limited will be held on Thursday, the 11th day of June, 2026 at 4:30 p.m. through Video Conferencing (“**VC**”) to transact the following business:

1. Issuance of Warrants on preferential basis:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (“**the Act**”), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), or re-enactment(s) thereof, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”) and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India and any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to mean and include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches upto 430,00,00,000 (Four Hundred and Thirty Crore) warrants (“**Warrants**”), for cash at a price of ₹ 11/- (Rupees Eleven) per Warrant (“**Warrant Issue Price**”), each Warrant convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- at a premium of ₹ 1/- (Rupee One) each, aggregating upto ₹ 4730,00,00,000/- (Rupees Four Thousand Seven Hundred and Thirty Crore) which may be exercised in one or more tranches during the period commencing from the date of allotment of

the Warrants until expiry of 18 (Eighteen) months, to Suryaja Investments Pte. Ltd., a member of the Promoter Group of the Company (hereinafter referred to as '**Proposed Allottee**'), by way of preferential issue on such terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the "**Relevant Date**" for the purpose of determination of minimum price for the issue and allotment of Warrants shall be Tuesday, May 12, 2026, being the day 30 (thirty) days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the allotment of Warrants on preferential basis, and allotment of equity Shares on the exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) fully paid-up equity share against each Warrant.
- b) An amount of ₹ 2.75 (Rupees Two and Paise Seventy Five only) which is equivalent to 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant and the balance ₹ 8.25 (Rupees Eight and Paise Twenty Five only) equivalent to 75% of the Warrant Exercise Price shall be payable by the Warrant holder against each Warrant at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s). The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.
- c) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company, the Warrants allotted in terms of this resolution and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations.
- d) The price determined above and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid.
- e) The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory/statutory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
- f) The rights attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form within 15 days from date of such exercise.

- g) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- h) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- i) The consideration for the allotment of Warrants and / or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee into the designated bank account of the Company.
- j) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- k) The Equity Shares allotted upon conversion of the Warrants will be listed on BSE Limited and the National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee shall be recorded for the issuance of invitation to subscribe to the Warrants in Form No. PAS-5 and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT since the proceeds from the Preferential Issue is more than ₹ 100 Crore, Acuité Ratings and Research Limited, a SEBI Registered Credit Rating Agency be and is hereby appointed as the Monitoring Agency, to monitor the use of proceeds of this Preferential Issue in terms of Regulation 162A of Chapter V of the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable or expedient for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants, to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory authority or other authorities involved in or concerned with the issue and allotment of Warrants, making applications to the Stock Exchanges for obtaining in-principle approvals, listing of Equity Shares to be issued on exercise of the Warrants, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, entering into contracts, arrangements, agreements, documents and to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company for the purpose of giving effect to this resolution in accordance with applicable laws including the ICDR Regulations and the Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and

to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects”.

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



Pankaj Kapdeo
Company Secretary
Membership No.: ACS-9303

Place : Mumbai
Date : May 19, 2026

Registered Office:

Suman Tower,
Plot No. 18, Sector - 11,
Gandhinagar - 382 011, Gujarat
CIN: L32100GJ1996PLC030976
Email: shs@vodafoneidea.com
Website: www.myvi.in
Tel.: +91-79-66714000 • Fax: +91-79-23232251

NOTES:

GENERAL:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 3/2025 dated 22nd September 2025, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (“SEBI”) (“the Circulars”), companies are allowed to hold Extraordinary General Meeting (“EGM”) through Video Conference (“VC”) till further order, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto.
3. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification/Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. Suman Tower, Plot No. 18, Sector 11, Gandhinagar – 382 011, Gujarat, which shall be the venue of the EGM. Since the EGM will be held through VC, the Route Map for the Venue of the Meeting is not annexed in this Notice.
4. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Generally, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting during the EGM will be provided by NSDL.
7. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM, i.e. Thursday, June 11, 2026. Members seeking inspection of the aforementioned documents can send an email to shs@vodafoneidea.com.

8. The members can join the EGM through VC mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
9. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorising their representatives to attend and vote on their behalf at email IDs: shs@vodafoneidea.com and umesh@umeshvedcs.com with a copy marked to evoting@nsdl.com.

ELECTRONIC DISPATCH OF NOTICE OF EGM AND PROCESS FOR REGISTRATION OF EMAIL IDs FOR OBTAINING COPY OF NOTICE OF EGM:

10. In compliance with the aforesaid MCA and SEBI Circulars, the Notice is being sent to the Members and all other persons so entitled in electronic mode only, whose email IDs are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website www.myvi.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.
11. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or the RTA (M/s Bigshare Services Pvt. Ltd.), for receiving the Notice. Requests can be emailed to shs@vodafoneidea.com or investor@bigshareonline.com. We urge members to support this Green Initiative effort of the Company and get their email IDs registered.

DECLARATION OF RESULT:

12. The Board of Directors have appointed Mr. Umesh Ved, proprietor of Umesh Ved & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-Voting process and e-Voting at the EGM in a fair and transparent manner.
13. The result declared along with the Scrutinizer's Report will be forwarded to BSE Limited and National Stock Exchange of India Limited and shall be simultaneously uploaded on the Company's website www.myvi.in and on the website of NSDL www.evoting.nsdl.com immediately.

OTHER USEFUL INFORMATION:

14. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of the shares held in electronic form, and to the Company or the RTA (M/s Bigshare Services Pvt. Ltd.), in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
15. SEBI has mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN and Bank Account details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN and Bank Account details along with a self-certified copy of PAN and a cancelled cheque/passbook copy to the Registrar and Share Transfer Agent/Company.

PROCEDURE FOR JOINING EGM THROUGH VC:

16. Members will be provided with a facility to attend the EGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned hereinbelow for **Access to NSDL e-Voting system**. After successful login, you can see the link of “VC” placed under **“Join Meeting”** menu against Company name. You are requested to click on VC link placed under Join Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
17. Members are encouraged to join the Meeting through Laptops for better experience.
18. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
19. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
20. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at shs@vodafoneidea.com during the period from Thursday, June 4, 2026 from 9:00 A.M. to Monday, June 8, 2026 upto 5:00 P.M.
21. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at shs@vodafoneidea.com during the period from Thursday, June 4, 2026 from 9:00 A.M. to Monday, June 8, 2026 upto 5:00 P.M. The same will be replied by the Company suitably.

22. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

PROCEDURE FOR E-VOTING BEFORE/DURING THE EGM:

23. Members are requested to attend and participate in the ensuing EGM through VC and cast their vote either through remote e-Voting facility or through e-Voting facility to be provided during the EGM.
24. The remote e-Voting period commences from Monday, June 8, 2026 from 9:00 A.M. to Wednesday, June 10, 2026 upto 5:00 P.M. During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e Thursday, June 4, 2026 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
25. The facility of e-Voting during the EGM will be available to those Members who have not cast their vote by remote e-Voting. Members, who have cast their vote by remote e-Voting, may attend the EGM through VC but will not be entitled to cast their vote once again on resolutions.
26. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
27. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and Password for casting the vote.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1 : Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.

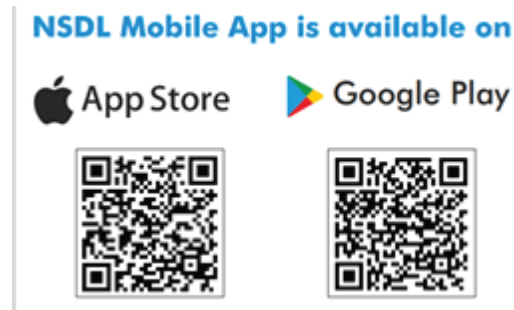
In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>a. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>b. 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 or joining virtual meeting & voting during the meeting.</p> <p>c. 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.</p> <p>d. 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 or joining virtual meeting & voting during the meeting.</p>

Type of Shareholders**Login Method**

- e. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



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 the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 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.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site. After successful authentication, wherein you can see e-Voting feature, click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at toll free no.: +91-22-48867000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800-21-09911.

B. Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- i. Visit the e-Voting website of NSDL, open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. A new screen will open, you will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-Services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below:

Manner of holding shares i.e. Your User ID is Demat (NSDL or CDSL) or Physical

- | | |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your User ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 101456 then User ID is 101456001***. |
-

v. Password details for shareholders other than Individual shareholders are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose Email IDs are not registered.**

vi. If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Meeting on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC” link placed under “Join Meeting”.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on ‘Submit’ and also ‘Confirm’ when prompted.
- v. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on the toll-free number +91-22-48867000 or send a request to Ms. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- iii. Alternatively shareholders/members may send a request to evoting@nsdl.com for procuring User ID and Password for e-Voting by providing above mentioned documents.
- iv. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR E-VOTING DURING THE EGM ARE AS UNDER:

- i. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
- ii. Only those Members/Shareholders, who will be present in the EGM through VC facility and have not cast their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- iii. Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for remote e-Voting.

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



Pankaj Kapdeo
Company Secretary

Membership No.: ACS-9303

Place : Mumbai
Date : May 19, 2026

ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 (**“the Act”**), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated May 19, 2026.

Item No. 1

As the members are aware the Company is engaged in the business of providing telecom services. The Company requires additional funding for its operations including for servicing and/or repayment of existing debts, repayment of dues to DoT including towards spectrum instalments, capital expenditure, other working capital requirements of the Company, and / or general corporate purposes. In this regard, the Company has been actively evaluating and exploring various avenues for raising of funds.

Accordingly, the Board of Directors of the Company (**“Board”**), at its meeting held on May 16, 2026 has approved raising of funds aggregating up to ₹ 4,730 Crore by way of issuance of upto 430 Crore warrants (**“Warrants”**), for cash at a price of ₹ 11/- (Rupees Eleven) per Warrant (**“Warrant Issue Price”**), each Warrant convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- at a premium of ₹ 1 (Rupee One) each, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to Suryaja Investments Pte. Ltd., Singapore, a member of the Promoter Group of the Company (referred to as **“the Proposed Allottee”**), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“ICDR Regulations”**).

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) and the rules made thereunder and in accordance with the ICDR Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto ₹ 4,730 Crore by way of issue and allotment of upto 430 Crore Warrants.

The details of the issue and other particulars as required in terms of the Companies Act, 2013 and Chapter V of the ICDR Regulations are set out below:

(i) Date of Board Resolution:

May 16, 2026

(ii) The total number of securities, kind of securities and price at which security is being offered:

Issue and allotment of upto 430 Crore Warrants, for cash at a price of ₹ 11/- (Rupees Eleven) per Warrant (“**Warrant Issue Price**”), each Warrant convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- at a premium of ₹ 1/- (Rupee One) per share, aggregating upto ₹ 4,730 Crore.

(iii) Objects of the Issue:

The Company intends to utilize the total proceeds proposed to be raised through the issuance of Warrants towards capital expenditure for expansion of network infrastructure and repayment of loans availed for capital expenditure for expansion of network infrastructure.

Utilization of Gross Proceeds along with Timeline for utilisation is given below

Given that the funds to be received against Warrant issuance and conversion thereof will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Particulars	Total estimated amount to be utilized*	Timelines for Utilisation of Funds from the date of receipt of funds
Capital expenditure for expansion of network infrastructure	₹ 1,730 Crore	By end March 2028
Repayment of loans availed for capital expenditure for expansion of network infrastructure	₹ 3,000 Crore	By end December 2027
Total	₹ 4,730 Crore	

**Considering 100% conversion of Warrants into Equity Shares within the stipulated time*

As the Preferential Issue is of convertible Warrants and the issue proceeds shall be received in tranches by the Company within 18 (Eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the ICDR Regulations and therefore, as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in phases, as per the Company’s business requirements and availability of issue proceeds, latest by end March 2028.

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December, 2022 and the BSE Circular No. 20221213- 47 dated 13 December, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy,

competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Interim Use of Proceeds

The Company will have flexibility to deploy the net proceeds of the issue. Pending complete utilization for the object described above, the Company intends to, inter alia, invest the net proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by Government of India or any other investments as permitted under applicable laws.

Monitoring Agency

The Company has appointed Acuité Ratings and Research Limited, a SEBI Registered Credit Rating Agency as the monitoring agency, to monitor the use of the proceeds of this Preferential Issue in terms of Regulation 162A of Chapter V of the ICDR Regulations.

(iv) Relevant Date:

The “Relevant Date” as per ICDR Regulations for the determination of the minimum price for the issue and allotment of Warrants convertible into Equity Shares is Tuesday, May 12, 2026, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting (i.e. June 11, 2026).

(v) Basis or justification for the price (including the premium, if any) has been arrived at:

Regulation 164 of the ICDR Regulations prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the Warrants shall be the higher of:

- (a) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date i.e. ₹ 10.64; and
- (b) the 10 trading days’ volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date i.e. ₹ 10.99.

The Equity Shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations. For the purposes of computation of price per equity share, the National Stock Exchange of India Limited is the stock exchange that has higher trading volume for the said period and accordingly, has been considered.

The Articles of Association do not prescribe a particular method to determine the price of the Preferential Issue.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the

Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

Accordingly, the Company proposes to issue the Warrant at an issue price of ₹ 11/- per Warrant, which is in accordance with the price computed under Regulation 164 of the ICDR Regulations.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

(vi) Amount which the Company intends to raise by way of issue of Warrants:

The Company intends to raise an aggregate amount of upto ₹ 4,730 Crore for cash by way of Preferential Issue of upto 430 Crore Warrants, each Warrant convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of Face Value of ₹ 10/-.

(vii) The Class or Classes of Persons to whom the allotment is proposed to be made:

The entire issue is proposed to be made to Suryaja Investments Pte. Ltd., (a company registered in Singapore), an Aditya Birla Group entity and forming part of the Promoter Group of the Company.

(viii) Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

The Proposed Allottee is a member of the Promoter Group of the Company. None of the other Promoter / Promoter Group, Directors or Key Managerial Personnel or Senior Management Personnel of the Company intends to apply / subscribe to any of the Warrants in the offer.

(ix) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

During the Financial Year 2026-27, no preferential allotment has been made to any person.

(x) Maximum number of securities to be issued:

The resolution set out in the accompanying notice authorises the Board to issue upto 430 Crore Warrants for cash at a price of ₹ 11/- (Rupees Eleven) per Warrant (“**Warrant Issue Price**”), each Warrant convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- at a premium of ₹ 1/- (Rupee One) per share, aggregating upto ₹ 4,730 Crore, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months.

(xi) Principle terms of assets charged as securities:

Not Applicable

- (xii) **Material terms of Issue of Warrants and equity shares on conversion of warrants:**
- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) fully paid-up equity share against each Warrant.
 - b) An amount of ₹ 2.75 (Rupees Two and Paise Seventy Five only) which is equivalent to 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant and the balance ₹ 8.25 (Rupees Eight and Paise Twenty Five only) equivalent to 75% of the Warrant Exercise Price shall be payable by the Warrant holder against each Warrant at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s). The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.
 - c) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company, the Warrants allotted in terms of this resolution and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations.
 - d) The price determined above and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid.
 - e) The rights attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form.
 - f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
 - g) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
 - h) The consideration for the allotment of Warrants and / or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.

- i) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- j) The Equity Shares allotted upon conversion of the Warrants will be listed on BSE Limited and the National Stock Exchange of India Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

(xiii) Shareholding Pattern of the Company before and after the Preferential Issue:

Sl. No.	Category	Pre-Issue Shareholding (as on 01.05.2026)		Post-Issue Shareholding*	
		Number of equity shares	%	Number of equity shares	%
(A)	Promoters				
	Aditya Birla Group	10,36,70,33,322	9.57	14,66,70,33,322	13.02
	Vodafone Group #	17,41,40,45,221	16.07	17,41,40,45,221	15.46
	Total Promoters' Shareholding (A)	27,78,10,78,543	25.64	32,08,10,78,543	28.48
(B)	Public				
1	Government of India (B)(1)	53,08,31,84,899	49.00	53,08,31,84,899	47.13
2	Institutions				
(a)	Mutual Funds / AIF/SWF	6,32,18,76,069	5.84	6,32,18,76,069	5.61
(b)	Insurance Companies	24,78,69,694	0.23	24,78,69,694	0.22
(c)	Financial Institutions/ Banks	2,324	0.00	2,324	0.00
(d)	Foreign Portfolio Investors	6,45,02,01,757	5.95	6,45,02,01,757	5.73
	Sub-Total (B)(2)	13,01,99,49,844	12.02	13,01,99,49,844	11.56
3	Non-Institutions				
(a)	Bodies Corporate	1,58,40,66,220	1.46	1,58,40,66,220	1.41
(b)	Public	12,40,91,25,899	11.45	12,40,91,25,899	11.01
(c)	Non-Resident Indians	40,53,62,080	0.37	40,53,62,080	0.36
(d)	Others	6,02,67,516	0.06	6,02,67,516	0.05
	Sub-Total (B)(3)	14,45,88,21,715	13.34	14,45,88,21,715	12.83
	Total Public Shareholding(B) = (B)(1)+(B)(2)+(B)(3)	80,56,19,56,458	74.36	80,56,19,56,458	71.52
	TOTAL (A)+(B)	1,08,34,30,35,001	100.00	1,12,64,30,35,001	100.00

* Assuming full conversion of Warrants into equity shares

Vodafone Group Promoters have earmarked 328,00,00,000 equity shares for the benefit of the Company, disclosure about which has been made by the Company on December 31, 2025.

(xiv) Time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of the ICDR Regulations, the allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory / statutory / authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xv) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:

Details of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee
Suryaja Investments Pte. Ltd.	Mr. Kumar Mangalam Birla is the ultimate beneficial owner of Suryaja Investments Pte. Ltd., (the Proposed Allottee)

(xvi) The percentage of the post-preferential issue that may be held by the Proposed Allottee:

Name of the Proposed Allottee	Pre-Preferential Issue Holding		No. of Equity Shares to be allotted upon conversion of Warrants*	Post-Preferential Issue Holding*	
	Number of equity shares	%		Number of equity shares	%
Suryaja Investments Pte. Ltd.	-	-	430,00,00,000	430,00,00,000	3.82

* Assuming full conversion of Warrants into equity shares

(xvii) Change in control:

At present, the Promoters / Promoter's Group shareholding in the Company is 27,78,10,78,543 Equity Shares constituting 25.64% of the total capital, which would increase to 32,08,10,78,543 Equity Shares constituting 28.48% upon conversion of Warrants, on a fully diluted basis.

There will be no change in control or composition of the Board of Directors of the Company consequent to the said Preferential Issue.

The preferential issue shall not attract an obligation to make an open offer for shares of the Company under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended).

(xviii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as the Preferential Issue will be undertaken for cash consideration. The price of Warrants to be issued on a preferential basis by a listed company is not required to be determined by the valuation report of a registered valuer.

(xix) Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made:

As mentioned above, the Proposed Allottee is a member of the Promoter Group of the Company and its status will continue post the Preferential Issue.

(xx) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Suryaja Investments Pte. Ltd. a member of the Promoter Group is subscribing upto 430 Crore Warrants for cash at a price of ₹ 11/- (Rupees Eleven) per Warrant aggregating upto ₹ 4,730 Crore. None of the other Promoter / Promoter Group or Directors of the Company are making any subscription/ contribution as part of this preferential issue or separately in furtherance of the objects.

(xxi) Lock-in period:

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

Further, the entire pre-preferential allotment holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.

(xxii) Report of Registered Valuer:

No report of the Registered Valuer is required for the Preferential Issue under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014 (as amended from time to time), read with ICDR Regulations.

(xxiii) Undertaking / Other Disclosures:

- (a) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder;
- (b) It would re-compute the price of the warrants in terms of the provisions of the ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required;
- (c) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee;
- (d) Neither the Proposed Allottee, the beneficial owner of the Proposed Allottee, the Company, its Promoters or Directors have been declared as wilful defaulter or a fugitive economic offender or a fraudulent borrower;

- (e) The Company is eligible to make the Preferential Issue to its Proposed Allottee under Chapter V of the ICDR Regulations;
- (f) The Proposed Allottee has confirmed that they have not sold or transferred any equity shares of the Company during the 90 (Ninety) Trading Days preceding the Relevant Date; and
- (g) No entity forming part of the Promoter / Promoter Group has sold / transferred their equity shares in the Company during the 90 (Ninety) Trading Days preceding the Relevant Date.

(xxiv) Practicing Company Secretary's Certificate:

A certificate from M/s VKMG & Associates, Company Secretaries dated May 16, 2026, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations. The certificate can be accessed at <https://www.myvi.in/investors/annual-reports> and shall be placed before the general meeting of the shareholders.

Other than Mr. Kumar Mangalam Birla (Being a Promoter of the Company and associated with the Proposed Allottee as Ultimate Beneficial Owner), no other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to extent of their shareholding in the Company.

The Board believes that the proposed issue is in the best interest of the Company and its Members and therefore accordingly recommends the Special Resolution as set out in Item No. 1 of this Notice for your approval.

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



Pankaj Kapdeo
Company Secretary
Membership No.: ACS-9303

Place : Mumbai
Date : May 19, 2026

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