4 August 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: Notice of Thirty First Annual General Meeting

Ref: "Vodafone Idea Limited" (IDEA/532822)

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to our communication dated 30 July 2026 intimating about the Thirty First Annual General Meeting ('AGM') of the Company, we are enclosing herewith Notice of Thirty First AGM for the Financial Year 2025-26, to be held on Thursday, 27 August 2026 at 4:30 P.M. (IST) through Video Conferencing.

The Notice of the AGM is also available on the Company's website and can be accessed at www.myvi.in.

The above is for your information and records please.

Thanking you,

Yours truly,
For **Vodafone Idea Limited**

Pankaj Kapdeo
Digitally signed by Pankaj Kapdeo
Date: 2026.08.04 20:29:12 +05'30'

Pankaj Kapdeo
Company Secretary

Encl: As above

Vodafone Idea Limited
An Aditya Birla Group & Vodafone partnership
Birla Centurion, 10th to 12th floor, Century Mills Compound,
Pandurang Budhkar Marg, Worli, Mumbai - 400030.
T: +91 95940 04000 | F: +91 22 2482 0095

Registered Office:
Suman Tower, Plot no. 18, Sector 11,
Gandhinagar - 382011, Gujrat.
T: +91 79667 14000 | F: +91 79 2323 2251
CIN: L32100GJ1996PLC030976

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 THE THIRTY FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty First Annual General Meeting ('AGM') of the Members of Vodafone Idea Limited (the 'Company') will be held on Thursday, 27th day of August, 2026 at 4:30 p.m. (IST) through Video Conferencing ('VC') to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

   (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Sushil Agarwal (DIN: 00060017), who retires by rotation, and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. Sunil Sood (DIN: 03132202), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration payable to Cost Auditors for Financial Year 2026-27

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 12,00,000/- (Rupees Twelve Lakhs only) plus applicable taxes and reimbursement of travel and out of pocket expenses, to be paid to M/s. Sanjay Gupta & Associates, Cost Accountants (Firm Registration No.: 000212), as approved by Board of Directors on the recommendation of the Audit Committee, be and is hereby ratified for conducting the audit of the cost accounting records of the Company for the Financial Year ending March 31, 2027.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Payment of Remuneration to Independent Directors 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 Sections 149, 197, 198 read with Schedule V of the Companies Act, 2013 ('the Act') and the rules made thereunder and other applicable provisions, if any, of the Act and Regulation 17(6) and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other laws as may be applicable and in accordance with provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be required, consent of the Members of the Company be and is hereby accorded to pay remuneration of upto ₹ 30,00,000/- (Rupees Thirty Lakhs only) to each Independent Director of the Company in a financial year (to be pro-rated for the period served during the relevant financial year), as the Board may determine from time to time, notwithstanding that such remuneration may exceed the limits prescribed under Section 197(1)(ii) read with Section II of Part II of Schedule V to the Act in any financial year(s), for a period of 3 (three) financial years commencing from April 1, 2026 till March 31, 2029.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees being paid / payable to Independent Directors for attending the meetings of the Board of Directors or any Committee thereof and reimbursement of actual expenses incurred, if any, to attend and participate in the Board and/ or Committee meeting(s).

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorized to decide the manner of payment of remuneration and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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

Pankaj Kapdeo
Company Secretary
Membership No.: ACS-9303

Place : Mumbai
Date : May 16, 2026

NOTES

GENERAL:

1. In accordance with the provisions of the Companies Act, 2013 (the 'Act'), read with the Rules made thereunder and General Circular No. 03/2025 dated September 22, 2025, other Circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") ("the Circulars") from time to time, companies are allowed to hold Annual General Meetings ("AGM") through video conference/other audio visual means ("VC/OAVM"), without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item No(s). 4 and 5 of the Notice set out above, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, ('ICSI') in respect of Director(s) seeking re-appointment and details as per Section II of Part II of Schedule V of the Act and SS-2 for approval of remuneration to Independent Director at this AGM are annexed as Annexure(s) to the Notice.

3. In accordance with the SS-2 on General Meetings issued by the ICSI read with Clarification/Guidance Note on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall 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 AGM. Since the AGM will be held through VC, the Route Map for the Venue of the Meeting is not annexed to this Notice.

4. Members attending the AGM 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 AGM 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 AGM is being held through VC pursuant to the Circulars issued by MCA and SEBI, 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 AGM 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 Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations, MCA Circulars, SS-2, as amended from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business(es) to be transacted at the AGM. 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 AGM will be provided by NSDL.

   The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, the certificate from the Secretarial Auditor of the Company certifying that the Employee Stock Option Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)

Regulations, 2021, and the relevant documents referred to in this Notice will be available electronically for inspection by the Members during the AGM.

7. The aforesaid documents along with documents referred to in the Notice will also be available electronically for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. August 27, 2026. Members seeking inspection of the aforementioned documents can send an e-mail to shs@vodafoneidea.com.

8. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 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, Auditors, etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on e-voting website of NSDL at www.evoting.nsdl.com.

9. Corporate/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 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.

DISPATCH OF ANNUAL REPORT:

10. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the Thirty First AGM along with the Annual Report, and instructions for e-voting are being sent through e-mail to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (RTA) i.e. (M/s Bigshare Services Pvt. Ltd.). Members may note that the Notice and the Annual Report will also be available on the Company's website at 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 at www.evoting.nsdl.com.

    A letter providing the web-link and QR Code for accessing the Notice of the Thirty First Annual General Meeting and Annual Report, will be sent to those Members who have not registered their e-mail address with the Company/Depository Participant(s).

    The Audited Accounts of the Company's Subsidiaries are available on the Company's website at www.myvi.in/investors/annual-reports.

11. Members who have still not registered/updated their e-mail IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered/updated by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register/update their e-mail IDs with the Company or the RTA by sending duly filled in Form ISR-1 (Form for registering PAN, KYC details or changes/updation thereof), for receiving the Notice and Annual Report. Requests can be e-mailed to shs@vodafoneidea.com or investor@bigshareonline.com. We urge Members to support this environment friendly effort of the Company and get their e-mail IDs registered. Form ISR-1 is available on the website of the Company at www.myvi.in/investors/investors-support.

BOOK CLOSURE:

12. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from Thursday, August 20, 2026 to Thursday, August 27, 2026 (both days inclusive) for the purpose of AGM.

DECLARATION OF VOTING RESULT:

13. The Board of Directors has 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 AGM in a fair and transparent manner.
14. The Voting 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 at www.myvi.in and on the website of NSDL at www.evoting.nsdl.com immediately.

UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:

15. In terms of the provisions of Section 124(5) of the Act, the unpaid / unclaimed dividend for the Financial Years 2012-13, 2013-14, 2014-15 and 2015-16 have been transferred to IEPF established by the Central Government. The refund amounts pertaining to Rights Issue 2019 which remained unpaid / unclaimed are due for transfer to IEPF on or before July 10, 2026.

    Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), Equity Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration has also been transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority in terms of the IEPF Rules, after providing necessary intimations to the relevant Members.

    The aforementioned details of unpaid/unclaimed dividend and Equity Shares are uploaded on the website of the Company at https://www.myvi.in/investors/investorssupport as well as website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in. No claim shall lie against the Company in respect of unclaimed dividend amount and Equity Shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Members can however claim both the unclaimed dividend amount and the Equity Shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules.

OTHER USEFUL INFORMATION:

16. Members are requested to read the 'General Shareholders' Information' section of the Annual Report for useful information.

    As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them.

    Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company at www.myvi.in, and website of the RTA at www.bigshareonline.com. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates alongwith the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long.

Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

17. Pursuant to Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that securities shall be issued only in dematerialized mode while processing duplicate/unclaimed suspense/renewal/exchange/endorsement/sub-division/consolidation/ transmission/transposition service requests received from physical securities holders.

    In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, the Members are advised to dematerialise their holdings. However, pursuant to SEBI circular HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, a special window has been opened for one year from February 5, 2026 to February 4, 2027 for lodging request to transfer of physical shares (where transfers were executed before April 1, 2019) to facilitate the investors in getting rightful access to their securities. All shares lodged during this period will be processed through the transfer-cum-demat route, i.e. they will only be issued in dematerialized (demat) form after transfer is registered.

18. In case of any change in relation to the Name, Registered Address, e-mail ID, Mobile no., PAN, Bank Details such as, Name of the bank and branch details, Bank Account Number, MICR code, IFSC code, Nomination, Power of Attorney, etc., the Members are required to intimate the same:

    (i) for shares held in electronic form: to their respective Depository Participant; and

    (ii) for shares held in physical form: to the Company/ RTA in prescribed Form No. ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Further, the Company has sent letters to the Members holding shares in physical form to furnish the abovementioned details if they are not already registered in their respective folio no(s).

19. SEBI vide its Circular No. HO/38/13/(3)2026MIRSDPOD/I/3763/2026 dated January 30, 2026, has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at www.myvi.in/investors/investors-support and on the website of RTA at www.bigshareonline.com. Members are requested to note that any service request can only be processed after the respective folio is made fully KYC Compliant.

PROCEDURE FOR JOINING AGM THROUGH VC:

20. Members will be provided with a facility to attend the AGM through VC via the NSDL e-voting system. Members may access the platform by following the steps mentioned herein. After successful login, you

can see link of "VC" placed under "Join Meeting" menu against Company name. You are requested to click on the said link. The link for VC will be active in Shareholder/Member login where the Electronic Voting Event Number (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.

21. Members are encouraged to join the Meeting through Laptops for better experience.

22. Further, Members will be required to grant Camera access on their devices, and ensure use of high speed Internet to avoid any technical disturbance during the meeting.

23. Please note that participants connecting through Mobile Devices or Tablets or Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to connect in the AGM through a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

24. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, e-mail id, mobile number at shs@vodafoneidea.com during the period from Sunday, August 16, 2026 from 09:00 A.M. to Saturday, August 22, 2026 upto 5:00 P.M.

25. Shareholders who would like to express their views/have questions may send their questions in advance, mentioning their name, demat account number/folio number, e-mail id, mobile number at shs@vodafoneidea.com during the period from Sunday, August 16, 2026 from 09:00 A.M. to Saturday, August 22, 2026 upto 5:00 P.M. The same will be replied by the Company suitably.

26. 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 AGM:

27. Members are requested to attend and participate in the ensuing AGM through VC and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.

28. The remote e-voting period commences on Sunday, August 23, 2026 from 09:00 A.M. to Wednesday, August 26, 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, August 20, 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.

29. The facility of e-voting during the AGM 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 AGM through VC but will not be entitled to cast their vote once again on resolutions.

30. 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.

31. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to NSDL 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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. August 20, 2026, may obtain the login ID and password by sending a request at

evoting@nsdl.com or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022-48867000 and 022-24997000.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 20, 2026 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".

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:

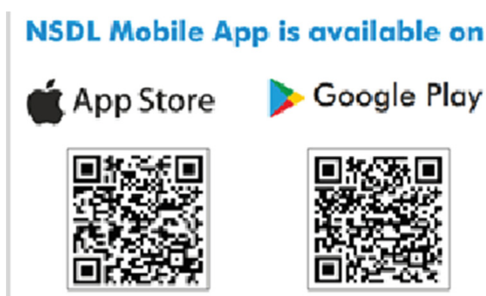
Step 1: Access to NSDL e-voting system

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.	a. For OTP based login you can click on https://eservices.nsdl.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. b. Existing IDeAS user can visit the e-services website of NSDL viz. https://eservices.nsdl.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.

Type of Shareholders	Login Method
	c. If you are not registered for IDeAS e-services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp d. Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.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. 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 facility 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 facility 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 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.

Type of Shareholders	Login Method
	c. If the user is not registered for Easi/Easiest facility, option to register is available at CDSL website at 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 an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers. 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 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 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 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 log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services 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		User ID
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 AGM ARE AS UNDER:

i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting. If a Member casts vote(s) by both modes, then voting done through remote e-Voting shall prevail and vote(s) cast at the AGM shall be treated as "INVALID".

ii. Only those Members/Shareholders, who will be present in the AGM 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 AGM.

iii. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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 AGM 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 16, 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(s). 4 and 5 of the accompanying Notice dated May 16, 2026.

Item No. 4

Pursuant to the provisions of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost accounting records conducted by a Cost Accountant.

The Board of Directors of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027. The Board has approved the remuneration of ₹ 12,00,000/- (Rupees Twelve Lakhs Only) plus applicable taxes and reimbursement of travel and out of pocket expenses incurred in connection with the audit. Please note that there has been no change in the remuneration of Cost Auditors as compared to the previous financial year.

M/s. Sanjay Gupta & Associates, Cost Accountants, possess necessary experience in the field of cost audit and have confirmed their eligibility, independence, and willingness to accept the appointment via a written certificate submitted to the Company.

As per the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as determined by the Board is required to be ratified by the members of the Company. Accordingly, consent of the Members is sought for passing the resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2027.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 4 of this Notice for your approval.

Item No. 5

The Independent Directors of the Company bring with them significant professional experience across a wide spectrum of functional areas such as strategic leadership and management experience, technology and digital expertise, industry and sector experience/knowledge, financial and risk management, governance and other relevant areas that has helped in shaping and steering the long-term strategy of the Company while safeguarding the interest of various stakeholders.

With constant changes in the Corporate Governance norms, the role of Independent Directors and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time. The Independent Directors have diligently discharged their fiduciary responsibilities towards shareholders by ensuring highest levels of corporate governance during the Company's journey. Therefore, the Company believes that its Independent Directors need to be adequately remunerated for investing their time and providing their valuable guidance to the Company.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, a Company can pay remuneration to Non-Executive Directors including Independent Directors, in the event of profits in the Company as well as in the event of no profits or inadequacy of profits on the basis of limits provided in Schedule V of the Act.

Schedule V of the Act provides the monetary limits applicable to a Company in the event of no profits or inadequacy of profits on the basis of effective capital and such limits shall be pro-rated for a period being less than a year. A Company can pay remuneration within the applicable limits as per Schedule V of the Act, with the approval of members by passing an ordinary resolution and in case of remuneration in excess of the applicable limits, with the approval of members by passing a special resolution.

Further, as per Regulation 17(6) of the SEBI Listing Regulations all fees and compensation paid to Non-Executive Directors (including Independent Directors) need to be approved by the members of the Company.

Accordingly, in terms of the provisions of Section 197 and other applicable provisions of the Act, Schedule V of the Act read with Rules thereunder, Regulation 17(6) and other applicable provisions of the SEBI Listing Regulations, the Board of Directors of the Company, on the basis of recommendation of Nomination & Remuneration Committee, at its meeting held on May 16, 2026, had considered and recommended to the Members to approve payment of remuneration of upto ₹ 30,00,000/- (Rupees Thirty lakh only) in a financial year (to be pro-rated for the period served during the relevant financial year) to each Independent Director of the Company for a period of 3 (three) financial years commencing from April 1, 2026 till March 31, 2029.

Based on the Company's effective capital, the proposed remuneration of upto ₹ 30,00,000/- (Rupees Thirty Lakhs Only) per annum to be paid to each Independent Director, may exceed the statutory limits prescribed under Schedule V of the Act and hence approval of the Members is being sought by way of Special Resolution out of abundant caution.

The approval of the Members shall extend to any individual appointed as an Independent Director of the Company during the validity period of this resolution, without requiring the fresh approval of the Members, subject to compliance with the applicable provisions of the Act, Schedule V thereto and SEBI Listing Regulations.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors, therefore their prior approval is not required to be obtained.

The detailed disclosure as required under Paragraph B of Section II of Part II of Schedule V of the Act is provided in Schedule I to this Explanatory Statement.

All the Independent Directors or their relatives shall be deemed to be concerned or interested in this resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No.5 of this Notice.

The Board accordingly recommends the Special Resolution as set out at Item No. 5 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 16, 2026

SCHEDULE I TO THE EXPLANATORY STATEMENT

Statement of Information to the Members pursuant to Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 in respect of Item No. 5 of the Notice.

I. GENERAL INFORMATION

a. *Nature of Industry*

Wireless connectivity has become the backbone of India's digital ecosystem, connecting over a billion people across diverse geographies supporting India's Viksit Bharat 2047 vision.

Vodafone Idea Limited ('the Company') is amongst India's leading telecom service providers, formed as an Aditya Birla Group and Vodafone Group partnership. The Company offers Voice and Data services on 2G, 4G and/or 5G technologies across 22 service areas in India. With its large spectrum portfolio to support the growing demand for data and voice, the Company is committed to deliver delightful customer experiences and contribute towards creating a truly 'Digital India' by enabling millions of citizens to connect and build a better tomorrow.

b. *Date or expected date of commencement of commercial production*

The Company was incorporated on March 14, 1995 and Commencement of Business certificate was granted on August 11, 1995. The Company has since commenced its business.

c. *In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus*

Not Applicable

d. *Financial performance based on given indicators*

(Amount in ₹ Cr)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
Total Income	44,949	44,183	42,383
Profit / (Loss) before tax	34,482	(27,442)	(30,414)
Profit / (Loss) after tax	34,482	(27,442)	(31,236)

e. *Foreign investments or collaborations, if any*

As on March 31, 2026, the shareholding of foreign investors, in the Company is detailed as under:

(i)	Promoter / Promoter Group (Foreign)	-	19.01%
(ii)	Foreign Portfolio Investors	-	5.56%
(iii)	Non-Resident Indians	-	0.37%

II. INFORMATION ABOUT DIRECTORS

Please refer to Annexure-I annexed to this Notice.

III. OTHER INFORMATION

Reasons for loss or inadequate profits

Between year 2015 till 2019, the telecom industry witnessed heavy turbulence in form of Average Revenue Per User (ARPU) contraction as the overall pricing structure of the industry undergone a shift due to competitive factors. As a result, the industry revenue declined, forcing many players to exit or merge with others, leading to industry consolidation. While ARPU has recovered over a period of last few years, the recovery is insufficient considering the steep decline in the ARPU as well as the large and continued investment requirements.

Further, the verdict on the long pending industry issue of Adjusted Gross Revenue (AGR) in Financial Year 2019-20 created uncertainty on survival of the Company as well as creation of large interest bearing liability on the Company and unplanned significant cash outgo towards part payment of AGR dues.

These events severely impacted Company's ability to make the planned investments and remain competitive in the market, thereby impacting the operations adversely. As a result, the Company witnessed continued loss of subscribers since merger till end of Financial Year 2025-26. Consequently, the Revenue and EBITDA of the Company grew at a much slower pace than industry despite few rounds of price increases. The interest charge on the larger Spectrum and AGR dues to the Government and depreciation on the investments made by the Company over a period of time resulted in continued significant losses.

As a result of various factors as stated above, the Company incurred loss until Financial Year 2024-25.

In the Financial Year 2025-26, standalone business turned Profit After Tax (PAT) positive for the full fiscal year. The Company reported a standalone PAT of ₹ 34,482 Cr after accounting for one-time gain on account of AGR reassessment. However, as per Section 198 of the Act, the net profit computation for the purpose of remuneration requires certain adjustments, inter-alia, relating to prior period losses and others. Post including the impact of these adjustments, the Company has inadequate profit/loss as per Section 198 of the Act, during the Financial Year ended March 31, 2026.

Steps taken or proposed to be taken for improvement

The Company has raised substantial equity of ~ ₹ 24,500 Cr, including FPO of ₹ 18,000 Cr, preferential issue of ~ ₹ 4,000 Cr to promoters and ~ ₹ 2,500 Cr to vendors during FY24 and FY25. In addition to the above, spectrum dues of ~ ₹ 36,900 Cr to the Government of India were converted into equity, resulting in 49% government shareholding in the Company. The Company entered into major network expansion agreements worth approximately ₹ 30,000 Cr with major global technology partners in October 2024 to initiate full-scale network deployment.

During FY25 and FY26, the Company has made significant progress in expanding its network footprint, by adding over 31,000 broadband towers, taking the overall broadband tower count to over 202,000 in addition to expansion of data capacity by spectrum layer addition on these broadband towers and launch of 5G services. The overall capex for FY25 and FY26 put together was about ₹ 18,500 Cr. The Company has also launched several digital initiatives to address the changing requirements of today's digital society enabling individuals and enterprises to get a range of benefits and value-adds.

The Company remains engaged with lenders for debt fund raising. This equity and debt fund raising will enable the Company to make right set of network investments to execute its strategy and effectively compete in the market.

Post the Hon'ble Supreme Court direction permitting the Government to reassess the Company's AGR liabilities, a DoT-constituted committee completed its review finalised the AGR dues at ₹ 64,046 Cr as of December 31, 2025 - a reduction from the earlier frozen figure of ₹ 87,695 Cr. This final amount will be payable as follows:

(a) Spectrum Usage Charges amounting to ₹ 609 Cr with interest in respect of FY 2017-18 and FY 2018-19 to be paid in six annual instalments of ₹ 124 Cr each between i.e. March 2026 and March 2031. Accordingly, the Company paid ₹ 124 Cr in March 2026.

(b) Minimum ₹ 100 Cr to be paid annually over 4 years from FY 2031-32 to FY 2034-35;

(c) The remaining amount to be paid in 6 equal installments annually from FY 2035-36 to FY 2040-41.

Consequently, your Company has recognised a one-time accounting gain arising from AGR re-assessment and recognition of present value of future payments of AGR. This development meaningfully improves your Company's balance sheet and provides a definitive conclusion to the AGR matter.

Expected increase in productivity and profits in measurable terms

The consolidation of India's wireless market to three private operators and one public sector entity has improved the sector's structural positioning, enabling greater pricing discipline, rationalising capital allocation, and providing a stable foundation for sustained long-term investment. With rural tele-density still at 60% and overall broadband penetration at 75% of the population, the runway for growth remains substantial. As India's digital economy races towards contributing nearly one-fifth of GDP by 2030, the role of the telecom sector as its foundational infrastructure becomes only more consequential.

An upward revision of the tariff in the future would drive a meaningful step-up in industry ARPU, further strengthening the investment case for India's telecom sector.

The Company's efforts in fund raising and capex investments shall lead to improved cashflows and thus reduce losses/ earn profits through a well-defined strategy over a period of time.

IV. DISCLOSURES

The disclosures as required shall be made in the "Corporate Governance Report" forming part of the Board's Report of the Company for the relevant financial year.

ANNEXURE - I

Details of Independent Directors whose remuneration is proposed at the Thirty First Annual General Meeting of the Company as required as per Section II of Part II of Schedule V of the Companies Act, 2013 and Secretarial Standards on General Meetings:

A. Brief Profile of the Independent Directors:

1. Ashwani Windlass

Mr. Ashwani Windlass is a gold medalist in B.Com from Punjab University, Chandigarh where he also obtained a Graduation in Journalism (B.J.). He holds an MBA from Faculty of Management Studies, University of Delhi. He is a leading strategy, telecom and technology professional, currently engaged in advisory/mentoring roles at the Board/CEO level, after having over four decades of wide management experience.

Mr. Windlass has been the Founder and Jt. Managing Director of Max India Limited, Founder Managing Director of Hutchison Max Telecom (since rechristened as Vodafone Idea Limited) and Vice Chairman & Managing Director of Reliance Telecom Limited. Apart from being Chairman of Bata India Limited, he also serves on the Boards of Hitachi MGRM Net Limited, HT Media Limited & Jubilant Foodworks Limited among others.

2. Anjani Kumar Agrawal

Mr. Anjani Kumar Agrawal completed his Chartered Accountancy in 1980 with a national rank. He also became a Certified Internal Auditor from the Institute of Internal Auditors, USA. He added premier degrees like Advance Business Strategy from INSEAD and Business Sustainability Management from Cambridge Institute for Sustainability Leadership.

Mr. Agrawal in 45-year-long professional career has advised a large number of Indian and international companies across sectors. He was a partner at EY for 26 years, where he started with Audit, handled transactions and valuations, before setting up the firm’s advisory/consulting practice in India. He worked with Indian MNCs and global corporations across a wide variety of sectors including energy and infrastructure sectors like power generation & utilities, oil & gas, capital goods and EPC. He has also advised cement, automotive & industrial, consumer & retail, and financial sector companies. With vast experience in the metals sector across aluminium, copper, steel, diversified metals and mining, he held the role of Global Metals Leader at the firm.

Mr. Agrawal has been the National Committee Member and speaker at industry bodies like CII, FICCI, FIMI, ICC, IIA, IMC etc. He also worked closely with the Central Government and NITI Aayog on policy making and strategy, around metals and mining sector initiatives. For last several years, apart from evangelising sustainability, he is also personally involved in the social sector with impact investing and social entrepreneurship development. He is a member of a national advisory board of social sector NGOs focused on tribal and rural development, women entrepreneurship, gender & social equity, informal education and cultural development. He has also been a guest lecturer at business schools like Indian School of Business and SDA Bocconi among others.

3. Suresh Vaswani

Mr. Suresh Vaswani holds a Bachelor of Technology (Honours) degree in Metallurgical Engineering from Indian Institute of Technology, Kharagpur and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.

Mr. Vaswani is Senior Director and Operating Partner at Everstone Capital, and Board member of Tech/ SAAS companies Innoveo AG Switzerland. He also serves as an Independent Director on the Board of Mastek Limited and ICICI Prudential Life Insurance Company Limited.

Mr. Vaswani is a seasoned global technology and IT services leader with over 30 years of experience building, scaling, and transforming businesses in the technology sector and has served as President of Dell Services globally, Chairman of Dell India, Co-CEO of Wipro IT Business and as General Manager at IBM Global Technology Services.

Mr. Vaswani is a recognised thought leader and was a frequent contributor to global forums such as the World Economic Forum, NASSCOM Leadership Forum, Fortune 500 Forum and the India Economic Summit.

4. Neena Gupta

Ms. Neena Gupta is a law graduate from Delhi University and has a management degree in Marketing and HR from Fore School of Management, Delhi. She also holds B.A. degree in History from Delhi University.

Ms. Gupta has worked as an Executive Director (Strategy and M&A) and is currently Group General Counsel with InterGlobe Enterprises United. Prior to InterGlobe, she has worked with two national law firms, AZB & Partners and J. Sagar & Associates. She has vast experience in the field of strategic sale and divestments, capital market transactions, mergers and acquisitions and legal and international taxation.

5. Sunirmal Talukdar

Mr. Sunirmal Talukdar is a Chartered Accountant and holds degree in B.Sc. (Bachelor of Science) from St. Xavier's College, Calcutta University.

Mr. Talukdar has over three decades of rich & comprehensive experience backed by benchmark competencies in the areas of Strategic & Tactical Planning, Mergers & Acquisitions, Corporate Governance, Project Evaluation & Financing, Equity & Debt Syndication, Internal Control/Audit Compliance, Direct, Indirect & International Taxation, Organizational Restructuring, etc.

Mr. Talukdar retired as Group Executive President and Chief Financial Officer of Hindalco Industries Limited in December 2011. He has also worked with Haldia Petrochemicals Limited as CFO for two years.

6. Rajat Kumar Jain

Mr. Rajat Kumar Jain is an alumnus of IIT-Delhi and IIM Ahmedabad. He is a corporate leader turned into startup enthusiast. He is a Founder Director of PadUp Ventures, a Knowledge and Mentoring Platform, focusing on providing deep mentoring and incubation services to early stage tech startups as well as a knowledge partner to other incubators in India.

After over three decades of career in Corporate India in leadership roles, Mr. Jain is now a Non-Executive Independent Director on several Boards. He is also a trustee on the Board of the well-known Make a Wish Foundation as well as Braj Foundation, an NGO focused on environment and water conservation and an Advisor to the E&H Foundation, working for the education and health of underprivileged kids in Uttar Pradesh and FIIB, a leading MBA school in NCR.

In his corporate career, he has worked in the FMCG, Media & Entertainment, Technology and Telecom sectors, he has acquired expertise in distribution, sales and commercial, understanding consumers and enterprises across various spaces, building and working with teams and growing businesses that revolve around services & brands. He has also built multifunctional expertise, strong market and industry knowledge and an enviable industry network.

B. Other Details of Independent Directors

Particulars	Ashwani Windlass	Anjani Agrawal	Suresh Vaswani
Directors Identification Number	00042686	08579812	02176528
Age / Date of Birth	69 years/ July 2, 1956	67 years/ July 18, 1958	66 years/ January 2, 1960
Date of first appointment in the Company	August 31, 2018	August 27, 2022	February 8, 2019
Shareholding in the Company	Nil	Nil	Nil
Details of remuneration last drawn for FY 2025-26	Sitting fees: ₹ 15,00,000/-	Sitting fees: ₹ 16,00,000/-	Sitting fees: ₹ 15,50,000/-
Job Profile and suitability	The Directors of the Company play an important role in sustainable growth, attaining the overall strategic goals of the Company and ensure adoption of good governance practices. The Independent Directors of your Company bring with them significant professional expertise, rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. They actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.		
Remuneration proposed/ details of remuneration sought to be paid	Each Independent Director is proposed to be paid a remuneration of upto ₹ 30,00,000/- in a financial year (prorated as per the period served during the relevant financial year), for a period of three years commencing from April 1, 2026 to March 31, 2029 in addition to sitting fees for attending the meetings of Board of Directors or any Committee thereof and Reimbursement of actual expenses incurred, if any, to attend and participate in the Board and/ or Committee meeting(s).		
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the size of the Company, the profile of the Directors, their responsibilities and the industry benchmarks, the remunerations is in line with remuneration drawn for similar positions in companies of similar scale and size.		
Pecuniary relationship directly or indirectly with the Company	Save and except mentioned above the Independent Directors do not have any pecuniary relationship with the Company except to the extent of sitting fees and reimbursement of expenses received by them for attending Board and/ or Committee meeting(s).		
Relationship with other Directors/ Manager/KMPs	None	None	None
Number of meetings of the board attended during the FY 2025-26	10/10	10/10	10/10
Directorships of other Indian Companies	1. Bata India Ltd - Independent Director, Chairperson 2. Hitachi MGRM Net Limited – Director 3. HT Media Limited - Independent Director 4. Jubilant Foodworks Limited - Independent Director 5. Vodafone India Services Private Limited - Independent Director	1. Aditya Birla Sun Life Trustee Private Limited - Independent Director 2. Emami Limited - Independent Director 3. Evonith Metallics Limited - Independent Director 4. Evonith Value Steel Limited - Independent Director 5. Hindalco Industries Limited - Independent Director 6. Ultratech Cement Limited - Independent Director 7. Welspun Corp Limited -Independent Director 8. Ekal Shrihari Vanvasi Foundation - Director 9. Agarwal Jeevan Tattva Foundation - Director	1. ICICI Prudential Life Insurance Company Limited - Independent Director 2. Instavans Logistics Private Limited – Director 3. Mastek Limited - Independent Director

Particulars	Ashwani Windlass	Anjani Agrawal	Suresh Vaswani
Chairmanships/Memberships of Committees in other Indian Companies	**Jubilant Food Works Limited** - Audit Committee (Chairperson) - Sustainability & Corporate Social Responsibility Committee (Member) - Risk Management Committee (Member) - Investment Committee (Member) **Bata India Limited** - Corporate Social Responsibility Committee (Chairperson) - Nomination and Remuneration Committee (Member) **HT Media Limited** - Audit Committee (Member) **Hitachi MGRM Net Limited** - Audit Committee (Member)	**Welspun Corp Limited** - Audit Committee (Chairperson) - ESG Committee (Member) - Risk Management Committee (Chairperson) - CSR Committee (Member) - Nomination & Remuneration Committee (Member) **Aditya Birla Sunlife Trustee Private Limited** - Audit Committee (Member) **Evonith Value Steel Limited** - Audit Committee (Chairperson) - CSR Committee (Member) - Nomination & Remuneration Committee (Chairperson) **Emami Limited** - Audit Committee (Member) - Nomination & Remuneration Committee (Member) **Evonith Metallics Limited** - Audit Committee (Member) - CSR Committee (Member) - Nomination & Remuneration Committee (Chairperson) **Ultratech Cement Limited** - Audit Committee (Chairperson) - Risk Management and Sustainability Committee (Chairperson)	**Mastek Limited** - Audit Committee (Member) - Stakeholders Relationship Committee (Member) - Nomination & Remuneration Committee (Chairperson) **ICICI Prudential Life Insurance Limited** - Audit Committee (Member) - Board Investment Committee (Chairperson) - Board Information Technology Strategy Committee (Chairperson) - Board Risk Management Committee (Member)

Particulars	Neena Gupta	Sunirmal Talukdar	Rajat Kumar Jain
Directors Identification Number	02530640	00920608	00046053
Age / Date of Birth	51 years/ April 13,1975	74 years/ December 6, 1951	62 years/ 13 September 1963
Date of first appointment in the Company	September 17, 2018	December 27, 2024	August 31, 2024
Shareholding in the Company	Nil	8,223	Nil
Details of remuneration last drawn for FY 2025-26	Sitting fees: ₹ 9,00,000/-	Sitting fees: ₹ 13,00,000/-	Sitting fees: ₹ 13,00,000/-
Job Profile and suitability	The Directors of the Company play an important role in sustainable growth, attaining the overall strategic goals of the Company and ensure adoption of good governance practices. The Independent Directors of your Company bring with them significant professional expertise, rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. They actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.		
Remuneration proposed/ details of remuneration sought to be paid	Each Independent Director is proposed to be paid a remuneration of upto ₹ 30,00,000/- in a financial year (prorated as per the period served during the relevant financial year), for a period of three years commencing from April 1, 2026 to March 31, 2029 in addition to sitting fees for attending the meetings of Board of Directors or any Committee thereof and Reimbursement of actual expenses incurred, if any, to attend and participate in the Board and/ or Committee meeting(s).		
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the size of the Company, the profile of the Directors, their responsibilities and the industry benchmarks, the remunerations is in line with remuneration drawn for similar positions in companies of similar scale and size.		
Pecuniary relationship directly or indirectly with the Company	Save and except mentioned above the Independent Directors do not have any pecuniary relationship with the Company except to the extent of sitting fees and reimbursement of expenses received by them for attending Board and/ or Committee meeting(s).		
Relationship with other Directors/ Manager/KMPs	None	None	None
Number of meetings of the board attended during the FY 2025-26	7/10	10/10	10/10
Directorships of other Indian Companies	1. AAPC India Hotel Management Private Limited – Director 2. Accent Hotels Private Limited – Director 3. Caddie Hotels Private Limited – Director 4. HMS Real Estate Private Limited – Director 5. Interglobe Aircraft Management Services Private Limited – Director 6. Interglobe Education Services Limited – Director 7. Interglobe Enterprises Private Limited - Whole-Time Director 8. Interglobe Hotels Private Limited – Director 9. Interglobe Real Estate Ventures Private Limited – Director 10. Motherland Joint Ventures Private Limited – Director 11. Srilanand Mansions Private Limited – Director 12. Techpark Hotels Private Limited – Director 13. Triguna Hospitality Ventures (India) Private Limited - Director	1. Aditya Birla Fashion and Retail Limited - Independent Director 2. Aditya Birla Real Estate Limited - Independent Director 3. Assam Carbon Products Ltd - Independent Director 4. Indivinity Clothing Retail Private Limited - Independent Director 5. Innvol Medical India Limited - Independent Director 6. Sasken Technologies Limited - Independent Director 7. Aditya Birla Lifestyle Brands Limited - Independent Director 8. BORQS Technologies India Private Limited - Independent Director	1. EMA Partners India Limited - Independent Director 2. Fino Payments Bank Limited - Part Time Chairperson and Independent Director 3. Mahindra Holidays & Resorts India Limited - Independent Director 4. Padup Ventures Private Limited – Director 5. Sanderson Solutions International (India) Private Limited - Non-Executive Director

Particulars	Neena Gupta	Sunirmal Talukdar	Rajat Kumar Jain
Chairmanships/ Memberships of Committees in other Indian Companies	NIL	**Aditya Birla Fashion and Retail Limited** - Audit Committee (Chairperson) - Risk Management & Sustainability Committee (Chairperson) - Nomination & Remuneration Committee (Member) **Sasken Technologies Limited** - Audit Committee (Chairperson) - Risk Management Committee (Member) - Corporate Social Responsibility Committee (Member) - Stakeholders Relationship Committee (Member) - Investment Committee (Chairperson) **Aditya Birla Real Estate Limited** - Audit Committee (Chairperson) - Nomination & Remuneration Committee (Member) - Stakeholders Relationship Committee (Member) - Risk ManagementCommittee (Chairperson) - Finance Committee (Member) - Committee of Independent Directors (Member) **Assam Carbon Product Limited** - Audit Committee (Member) - Nomination & Remuneration Committee (Chairperson) **Aditya Birla Lifestyle Brands Limited** - Audit Committee(Chairperson) - Nomination & Remuneration Committee (Member) - Risk Management and sustainability Committee (Chairperson) **Indivinity Clothing Retail Private Limited** - Audit Committee (Member) - Nomination & Remuneration commitee (Member) **BORQS TechnologiesIndia Private Limited** - Audit Committee (Chairperson) - Nomination & Remuneration Committee (Member)	**Mahindra Holidays & Resorts India Limited** - Audit Committee (Member) - Nomination & Remuneration Committee (Member) - Securities Allotment Committee (Chairperson) **Fino Payments Bank Limited** - Nomination & Remuneration Committee (Member) - Corporate Social Responsibility & ESG Committee(Member) - IT Strategy Committee (Member) - Strategic Investment Committee (Chairperson) - Committee of Directors (Operations) (Chairperson) **EMA Partners IndiaLimited** - Audit Committee(Member) - Stakeholders Relationship Committee(Chairperson) - Nomination & Remuneration Committee (Member)

Details of Directors seeking reappointment at the Thirty First Annual General Meeting of the Company as required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

A. Brief Profile of Directors:

1. Sunil Sood

Mr. Sunil Sood is an alumnus of Harvard Business School and a distinguished alumni awardee of Indian Institute of Management, Calcutta and Indian Institute of Technology, Delhi. He started his telecom journey with Vodafone in 2000 and over the years has held several senior positions including Managing Director & Chief Executive Officer for erstwhile Vodafone India Ltd. (April 2015 – August 2018).

Mr. Sood was the Group Commercial Director, AMAP and Group M-Pesa & Financial Services Director of Vodafone Group Plc from September 2018 to September 2020. He began his career in the FMCG industry with Lakme in various roles across India and also did roles in other emerging markets in Africa and South East Asia, including the role of CEO of PepsiCo in Bangladesh. His career and experience gained in FMCG, Telecommunications & Fin-Tech extends to around four decades.

Mr. Sood was the former Chairman of Cellular Operators Association of India (COAI), the industry body for GSM telecom operators in India as well as the former Chairman of the British Business Group (BBG) Mumbai, a confederation of organizations with interests in India & UK and a member of several prestigious industry bodies/associations/public policy forums.

2. Sushil Agarwal

Mr. Sushil Agarwal is a qualified Chartered Accountant and holds a Master's Degree in Commerce. He is currently the Group Chief Financial Officer and Director, Aditya Birla Management Corporation Private Limited, the Group's apex management body. He serves as a Non-Executive Director on the Board of several Group Companies including Hindalco, Grasim, Aditya Birla Capital and Novel Jewels.

Mr. Agarwal is a member of the Business Review Council of the Group. In 2021, he was also appointed as a Nominee Director at Zand Bank – a Dubai based first of its kind Digital Bank. He has been with the Group for over 35 years and has the unique distinction of working closely with the Late Mr. Aditya Vikram Birla and Mr. Kumar Mangalam Birla. He has led various strategic initiatives of the Group, including M&A and restructurings. A strong advocate of corporate governance and trusteeship, he is widely acknowledged for his financial acumen and analytical skills.

In 2018, he was awarded as "India's Greatest CFO" at the Asia One India's Greatest Brands and Leaders Awards and as the "Business Leader Corporate CFO" at the 11th ICAI Awards. He has also been recognised as one of the 'Top 10 Global CFO's – 2023' by CEO Insights Magazine. He was honoured with the 'Exceptional Contributor Award' in 2000 and 'Outstanding Leadership Award' in 2014 by the Chairman of Aditya Birla Group.

B. Other Details of Directors

Particulars	Sunil Sood	Sushil Agarwal
Directors Identification Number	03132202	00060017
Age / Date of Birth	65 years/ February 9, 1961	62 years / June 13,1963
Qualifications	B.Tech (IIT-Delhi), MBA (IIM – Calcutta)	M.Com, Chartered Accountant
Experience	40+ Years	35+ Years
Nature of Appointment / re-appointment	Re-appointment (pursuant to retirement by rotation)	Re-appointment (pursuant to retirement by rotation)
Terms and conditions of appointment/re-appointment	His office shall be liable to retire by rotation.	His office shall be liable to retire by rotation.
Nature of his expertise in specific functional areas	- Industry knowledge & Innovation - Financial Expertise - Risk Management - Legal Compliance - Sales and Marketing - Strategy - Technology & Networks - Sustainability - Human Resource Development - General Management	- Industry knowledge & Innovation - Financial Expertise - Risk Management - Strategy - Corporate Governance - Sustainability - Human Resource Development - General Management
Date of first appointment in the Company	February 24, 2021	August 4, 2021
Details of remuneration last drawn for FY 2025-26	Nil	Nil
Remuneration proposed/ details of remuneration sought to be paid	Sitting Fees Structure (effective from May 16, 2026): Board Meeting: ₹ 1,00,000/- per Board Meeting Committee Meeting: ₹ 50,000/- per Committee Meeting	
Number of shares held in the Company as on March 31, 2026	7,217	1,48,044
Number of meetings of the board attended during the FY 2025-26	10/10	8/10
Relationship with other Directors/ Manager/KMPs	None	None
Directorships of other Indian Companies	1. Jalpak Foods India Private Limited 2. White Spread Foods Private Limited 3. Harvard Business School Club of India	1. Aditya Birla Capital Limited 2. Aditya Birla Health Insurance Co.Limited 3. Aditya Birla Wellness Private Limited 4. Applause Entertainment Private Limited 5. Azure Jouel Private Limited 6. Essel Mining & Industries Limited 7. IGH Holdings Private Limited 8. Novel Jewels Limited 9. Grasim Industries Limited 10. Hindalco Industries Limited 11. Aditya Birla Management Corporation Private Limited

Particulars	Sunil Sood	Sushil Agarwal
Chairmanships/Memberships of Committees in other Indian Companies	None	**Aditya Birla Capital Limited** - Audit Committee (Member) - Stakeholder's Relationship Committee (Member) **IGH Holdings Private Limited** - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Risk Management Committee (Member) - CSR Committee (Member) - Asset-Liability Committee (Member) - IT Strategy Committee (member) **Novel Jewels Limited** - Nomination and Remuneration Committee (Chairperson) - Risk Management Committee (Member) **Grasim Industries Limited** - Finance Committee (Member) **Hindalco Industries Limited** - Audit Committee (Member) - Stakeholder's Relationship Committee (Member) - Risk Management & ESG Committee (Member) **Essel Mining & Industries Limited** - Nomination and Remuneration Committee (Member) - Finance Committee (Member)
Listed Companies from which the person has resigned / ceased in the past 3 years	Indus Towers Limited	None