

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER  
FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY**

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated March 22, 2019 (“**Letter of Offer**” or “**LOF**”). You are encouraged to read greater details available in the LOF. Capitalised terms not specifically defined herein shall have the meaning ascribed to them in the LOF.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES**

The Company has dispatched hard copy of the Abridged Letter of Offer along with the Composite Application Forms (“**CAF**”) to the Eligible Equity Shareholders (i) who have provided an Indian address to our Company and (ii) to foreign corporate or institutional Shareholders in Identified Jurisdictions. You may also download the LOF from the websites of the Securities and Exchange Board of India (“**SEBI**”), the stock exchanges where the Equity Shares of our Company are listed i.e. BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**” and together with BSE, the “**Stock Exchanges**”) and the lead managers to the Issue i.e. Kotak Mahindra Capital Company Limited, DSP Merrill Lynch Limited, Morgan Stanley India Company Private Limited, HDFC Bank Limited and SBI Capital Markets Limited (“**Lead Managers**”) at [www.sebi.gov.in](http://www.sebi.gov.in), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com), [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com), [www.ml-india.com](http://www.ml-india.com), [www.morganstanley.com/about-us/global-offices/asia-pacific/india](http://www.morganstanley.com/about-us/global-offices/asia-pacific/india), [www.hdfcbank.com](http://www.hdfcbank.com) and [www.sbicaps.com](http://www.sbicaps.com), respectively.



**VODAFONE IDEA LIMITED**  
*(Formerly Idea Cellular Limited)*



**Registered Office:** Suman Tower, Plot No. 18, Sector 11, Gandhinagar 382 011, Gujarat, India  
**Corporate Office:** Birla Centurion, 10<sup>th</sup> Floor, Century Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai 400 030, Maharashtra, India  
**Contact Person:** Mr. Pankaj Kapdeo, Company Secretary and Compliance Officer  
**E-mail:** [shs@vodafoneidea.com](mailto:shs@vodafoneidea.com); **Tel:** +91 95940 04000; **Website:** [www.vodafoneidea.com](http://www.vodafoneidea.com);  
**Corporate Identity Number:** L32100GJ1996PLC030976

**PROMOTERS OF OUR COMPANY**

**MR. KUMAR MANGALAM BIRLA, HINDALCO INDUSTRIES LIMITED, GRASIM INDUSTRIES LIMITED, BIRLA TMT HOLDINGS PRIVATE LIMITED, VODAFONE INTERNATIONAL HOLDINGS B.V., AL-AMIN INVESTMENTS LIMITED, ASIAN TELECOMMUNICATION INVESTMENTS (MAURITIUS) LIMITED, CCH (MAURITIUS), INC., EURO PACIFIC SECURITIES LIMITED, VODAFONE TELECOMMUNICATIONS (INDIA) LIMITED, MOBILVEST, PRIME METALS LIMITED, TRANS CRYSTAL LIMITED, OMEGA TELECOM HOLDINGS PRIVATE LIMITED, TELECOM INVESTMENTS INDIA PRIVATE LIMITED, JAYKAY FINHOLDING (INDIA) PRIVATE LIMITED AND USHA MARTIN TELEMATICS LIMITED**

**ISSUE DETAILS, LISTING AND PROCEDURE**

**ISSUE OF UP TO 19,999,830,911 EQUITY SHARES OF OUR COMPANY OF FACE VALUE ₹ 10 EACH (“RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹ 12.50 PER RIGHTS EQUITY SHARE (“ISSUE PRICE”) INCLUDING A PREMIUM OF ₹ 2.50 PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹ 249,997.89 MILLION TO THE ELIGIBLE EQUITY SHAREHOLDERS ON RIGHTS BASIS IN THE RATIO OF 87 RIGHTS EQUITY SHARES FOR EVERY 38 EQUITY SHARES HELD BY THEM ON THE RECORD DATE (THE “ISSUE”). THE RECORD DATE IS APRIL 2, 2019. THE ISSUE PRICE OF THE RIGHTS EQUITY SHARES IS 1.25 TIMES THE FACE VALUE OF THE EQUITY SHARES. THE EXISTING EQUITY SHARES OF THE COMPANY ARE LISTED ON THE STOCK EXCHANGES. FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 837 OF THE LETTER OF OFFER.**

**PROCEDURE:** If you wish to know about processes and procedures applicable to rights issues, you may refer section titled “*Terms of the Issue*” on page 837 of the LOF. You can also download the LOF from the websites of SEBI, BSE, NSE or the Lead Managers at [www.sebi.gov.in](http://www.sebi.gov.in), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com), [www.ml-india.com](http://www.ml-india.com), [www.morganstanley.com/about-us/global-offices/asia-pacific/india](http://www.morganstanley.com/about-us/global-offices/asia-pacific/india), [www.hdfcbank.com](http://www.hdfcbank.com) and [www.sbicaps.com](http://www.sbicaps.com), respectively.

**ELIGIBILITY FOR THE ISSUE**

The Company is eligible to undertake the Issue under Chapter III and under Regulation 99 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”). Whether the Company is compulsorily required to allot at least 75% of the net offer to public, qualified institutional buyers - Not Applicable, the Issue being a rights issue.

**INDICATIVE TIMETABLE**

<b>Issue Opening Date</b>	April 10, 2019	<b>Date of Allotment (on or about)</b>	May 06, 2019
<b>Last date for receiving requests for Split Application Forms (“SAF”)</b>	April 17, 2019	<b>Date of Credit (on or about)</b>	May 09, 2019
<b>Issue Closing Date</b>	April 24, 2019	<b>Date of Listing (on or about)</b>	May 10, 2019

*The above time table is indicative and does not constitute any obligation on our Company or the Lead Managers.*

**GENERAL RISKS**

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares being offered in the Issue have not been recommended or approved by the SEBI nor does the SEBI guarantee the accuracy or adequacy of the LOF. Specific attention of the investors is invited to the “*Risk Factors*” on page 21 of the LOF and “*Internal Risk Factors*” on page 4 of this Abridged Letter of Offer.

<b>Past Price Information of the Lead Managers:</b> Not applicable, the Issue being a rights issue.	
<b>Name of each of the Lead Managers and contact details (telephone and email id)</b>	
<b>KOTAK MAHINDRA CAPITAL COMPANY LIMITED</b> Tel: +91 22 4336 0000 E-mail: vil.rights@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com	<b>DSP MERRILL LYNCH LIMITED</b> Tel: +91 22 6632 8000 E-mail: dg.vodafoneidea_rights@baml.com Investor Grievance E-mail: dg.india_merchantbanking@baml.com
<b>MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED</b> Tel: +91 22 6118 1000 E-mail: vodafoneidea_issue@morganstanley.com Investor Grievance E-mail: investors_india@morganstanley.com	
<b>HDFC BANK LIMITED</b> Tel: +91 22 3395 8233 E-mail: vodafoneidea.rights@hdfcbank.com Investor Grievance E-mail: investor.redressal@hdfcbank.com	<b>SBI CAPITAL MARKETS LIMITED</b> Tel: +91 22 2217 8300 E-mail: Vil.rights@sbicaps.com Investor Grievance E-mail: Investor.relations@sbicaps.com
<b>Name of Registrar to the Issue and contact details (telephone and email id)</b>	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> Tel: +91 22 6263 8200 E-mail: rightsissue@bigshareonline.com Investor Grievance E-mail: vil.investors@bigshareonline.com
<b>Name of Statutory Auditor</b>	<b>S.R. Batliboi &amp; Associates LLP, Chartered Accountants</b>
<b>Self-Certified Syndicate Banks (“SCSBs”)</b>	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
<b>Bankers to the Issue</b>	<b>HDFC Bank Limited, Axis Bank Limited and State Bank of India</b>
<b>Refund Bank</b>	<b>HDFC Bank Limited</b>

#### PROMOTERS OF THE COMPANY

1. **Mr. Kumar Mangalam Birla** is the chairman of the Aditya Birla Group. An erstwhile director of the Central Board of Directors of the RBI, he was also chairman of the advisory committee on corporate governance constituted by the Ministry of Corporate Affairs.
2. **Hindalco Industries Limited** is a leading producer of primary aluminum and copper in India.
3. **Grasim Industries Limited** is engaged in the business of manufacture of viscose staple fibre (“VSF”), viscose filament yarn, cement, chlor-alkali and allied chemicals, epoxy resins, textiles, fertilizers, seeds, agro chemicals and insulators. It is a leading global player in VSF. It is also the largest manufacturer of caustic soda in India. It is also the largest cement producer and diversified financial services (NBFC, Asset Management and Life Insurance) player in India through its subsidiaries UltraTech Cement Limited and Aditya Birla Capital Limited, respectively.
4. **Birla TMT Holdings Private Limited** is a non-deposit taking non-banking finance company registered with the RBI and functioning as a Core Investment Company.
5. **Vodafone International Holdings B.V.** is a holding and finance company.
6. **Al-Amin Investments Limited** is an investment holding company.
7. **Asian Telecommunication Investments (Mauritius) Limited** is an investment holding company.
8. **CCII (Mauritius), Inc.** is an investment holding company.
9. **Euro Pacific Securities Limited** is an investment holding company.
10. **Vodafone Telecommunications (India) Limited** is an investment holding company.
11. **Mobilvest** is an investment holding company.
12. **Prime Metals Limited** is an investment holding company.
13. **Trans Crystal Limited** is an investment holding company.
14. **Omega Telecom Holdings Private Limited** is an investment holding company.
15. **Telecom Investments India Private Limited** is an investment holding company.
16. **Jaykay Finholding (India) Private Limited** is an investment holding company.
17. **Usha Martin Telematics Limited** is an investment holding company.

## BUSINESS OVERVIEW AND STRATEGY

We are one of the leading mobile telecommunications operators in India. We are a pan India mobile telecommunications operator offering voice, data, enterprise services and other value added services (“VAS”), including short messaging services, digital services and mobile wallets. We had a Revenue Market Share of approximately 32% of the Indian mobile telecommunications services industry (excluding wireline revenue for Bharat Sanchar Nigam Limited and Mahanagar Telephone Nigam Limited) for the quarter ended December 31, 2018 (as reported by TRAI). We had 387.2 million subscribers as of December 31, 2018. In March 2017, the merger between Vodafone India Limited (“Vodafone India”), Vodafone Mobile Services Limited (“VMSL”) and Idea Cellular Limited was announced, through a scheme of amalgamation and arrangement (the “Merger”). The Merger was completed on August 31, 2018.

**Our Competitive Strengths :** Our key competitive strengths are set out below:

(i) Established Leadership Position and Large Subscriber Base; (ii) Extensive Telecommunication Infrastructure; (iii) Diversified Portfolio of Business Services; (iv) Extensive Distribution and Service Network; (v) Complementary Strong Brands; (vi) Well Established Promoters; and (vii) Experienced Management Team.

**Our Strategies :** (i) Integrate our operations to Derive Operational Synergies and Reduce Expenditure; (ii) Prioritise Investments in Profitable Areas; (iii) Focus on Increasing ARPU; and (iv) Focus on Increasing Business Services and Other Arrangements to Drive Value.

## BOARD OF DIRECTORS

S. No.	Name	Designation	Experience including current/past position held in other firms
1	Mr. Kumar Mangalam Birla	Non-Executive Chairman	He is the Chairman of the Aditya Birla Group. An erstwhile director of the Central Board of Directors of the RBI, he was also chairman of the advisory committee on corporate governance constituted by the Ministry of Corporate Affairs.
2	Mr. Debnarayan Bhattacharya	Non-Executive Director	He is the vice-chairman of Hindalco Industries Limited and Novelis Inc.
3	Mr. Himanshu Kapania	Non-Executive Director	He was the Managing Director of our Company from April 1, 2011 to August 31, 2018 and is at present a Non-Executive Director of our Company. He is currently the Vice Chairman of Grasim Industries Limited.
4	Mr. Ravinder Takkar	Non-Executive Director	He was previously associated with Vodafone Romania S.A and Vodafone India. He has more than 25 years of experience in the field of business strategy, business planning and development.
5	Mr. Thomas Reisten	Non-Executive Director	He has more than 20 years of experience in the field of commercial investment, financial control and governance architecture.
6	Mr. Vivek Badrinath	Non-Executive Director	He was previously associated with AccorHotels, Orange Business Services, and as a non-executive director of Vodafone India.
7	Mr. Arun Kumar Adhikari	Independent Director	He was previously associated with Hindustan Unilever Limited.
8	Mr. Arun Kannan Thiagarajan	Independent Director	He has previously served as the Vice Chairman of Wipro Limited. He has extensive experience in the field of sales and marketing, strategy planning, electrical engineering and industrial manufacturing.
9	Mr. Ashwani Windlass	Independent Director	He was previously associated with Max India Limited and Reliance Telecom Limited.
10	Mr. Krishnan Ramachandran	Independent Director	He was earlier associated with Philips India Limited as its Vice Chairman & Managing Director and was also associated with Tata Administrative Service and Voltas Limited as General Manager (Ops).
11	Ms. Neena Gupta	Independent Director	She is an Executive Director (Strategy and M&A) and is the group general counsel with InterGlobe Enterprises.
12	Mr. Suresh Vaswani*	Independent Director	He was previously a Co-CEO of Wipro Services.

\* Mr. Suresh Vaswani's appointment is subject to approval of the shareholders at the next general meeting.

## OBJECTS OF THE ISSUE

### Means of Finance, Utilisation of Proceeds and Schedule of Implementation or Deployment of Net Proceeds

The fund requirements for the above objects are proposed to be funded from the Net Proceeds, internal accruals and borrowings from banks. Our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance.

Our Company intends to utilise the Net Proceeds raised through the Issue towards the following objects:

1. Payment of certain deferred payment liabilities to the DoT and repayment of certain borrowings (including interest); and
2. General corporate purposes.

The following table provides the schedule of utilisation of the Net Proceeds :

(₹ in million)

Particulars	Estimated Utilization of Net Proceeds in FY 2020
Payment of certain deferred payment liabilities to the DoT and repayment of certain borrowings (including interest)	186,747.89
General corporate purposes	62,200.00
<b>Total Net Proceeds*</b>	<b>248,947.89</b>

\* Our Company may deploy a portion of the Net Proceeds towards payment of deferred payment liabilities to the DoT for dues payable in April 2020, i.e., FY 2021.

For further details, see “Objects of the Issue - Details of the Objects of the Issue” on page 89 of the Letter of Offer.

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years :** Not applicable

**Monitoring Agency :** State Bank of India

**Terms of Issuance of Convertible Security, if any :** Not Applicable, the issue being an issue of Equity Shares.

#### SHAREHOLDING PATTERN AS ON MARCH 22, 2019

S. No.	Particulars	Pre - Issue number of shares	% Holding of Pre - Issue
1.	Promoters & Promoter Group	6,230,680,176	71.33
2.	Public	2,504,878,153	28.67
	<b>Total</b>	<b>8,735,558,329</b>	<b>100.00</b>

#### RESTATED CONSOLIDATED FINANCIAL INFORMATION

(₹ in million)

Particulars	For the period / year ended				
	December 31, 2018	December 31, 2017	March 31, 2018	March 31, 2017	March 31, 2016
Revenue from Operations	253,175	220,834	282,046	355,357	359,494
Profit / (Loss) before Tax	(114,165)	(49,611)	(64,992)	(8,632)	42,501
Profit / (Loss) after Tax	(97,219)	(32,060)	(41,682)	(3,997)	27,281
Equity Share Capital	87,354	36,075	43,593	36,053	36,005
Other Equity	558,000	178,793	229,032	211,269	199,500
Net Worth	942,752	214,868	272,625	247,322	235,505
Earnings per share					
- Basic (₹)	(15.42)	(8.95)	(11.36)	(1.23)	7.42
- Diluted (₹)	(15.42)*	(8.95)*	(11.36)*	(1.23)*	7.40
Return on net worth (%)	(10.31)	(14.90)	(15.29)	(1.63)	11.58
Net Asset Value per Equity Share (₹)	73.88	59.56	62.54	68.60	65.41

\* As we had incurred loss during the respective period / year end, dilutive effect on weighted average number of shares would have an anti-dilutive impact and hence, not considered

For further details, see “Financial Information” and “Other Financial Information” on pages 227 and 658, respectively of LOF.

#### INTERNAL RISK FACTORS

**The below mentioned risks are the top 5 risk factors as per the Letter of Offer:**

1. We face several risks associated with the integration of Vodafone India Limited and Vodafone Mobile Services Limited with our Company and if we are unable to realize the anticipated benefits of our Merger, our business, results of operations, financial condition and cash flows may be adversely affected.
2. If we do not continue to provide telecommunications or related services that are technologically up to date or keep up with changing consumer preferences, we may not remain competitive, and our business, prospects and results of operations may be adversely affected.
3. We require significant capital to fund our capital expenditure and working capital requirements and if we are unable to raise additional capital, our business, results of operations, financial condition and cash flows could be adversely affected.
4. We face intense competition that may reduce our market share and lower our profits.



5. Our telecommunication licenses and spectrum allocations are subject to terms and conditions, ongoing review and varying interpretations, each of which may result in modification, suspension, early termination, expiry on completion of the term or additional payments, which could adversely affect our business, prospects, results of operations and financial condition.

For further details, please see the section entitled 'Risk Factors' on page 21 of the Letter of Offer.

#### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

**A. Total number of Criminal and material outstanding litigations against the Company and amount involved :**

Sr. No.	Nature of the Case	Number of Outstanding cases	Amount Involved (₹ Mn.) <sup>#</sup>
1.	Criminal*	96	11.90
2.	Material Civil	NIL	NIL
3.	Regulatory*	126	439,714.28
4.	Tax*	1,681	127,068.31

\* Includes litigations against VMSL and Vodafone India.

# To the extent quantifiable.

**B. Brief details of top five material outstanding litigations against the Company and amount involved:**

S. No.	Particulars	Litigation filed by	Current Status	Amount Involved (₹ in Mn.)
1	VMSL had requested the permission of the DoT for the merger of certain Vodafone companies which was approved by the High Court of Delhi. In its approval, the DoT imposed pre-conditions for transfer of licences in favour of VMSL. Aggrieved by the demand, VMSL filed a petition against the Union of India (the "Respondent") where it, inter-alia, requested the TDSAT to quash the demand. By an order dated October 19, 2015, the TDSAT stayed the demands imposed by the DoT and directed DoT to allow the transfer of licenses without insisting on the pre-conditions, subject to submitting an undertaking before the TDSAT and the DoT that the stay is subject to the outcome of the pending proceedings before various judicial forums. Aggrieved, the DoT filed a special leave petition before the Supreme Court which directed the VMSL to deposit ₹ 20,000 million for the grant of DoT's approval subject to the outcome of the pending matters. Consequently, DoT's provisional approval was granted.	VMSL	Pending	113,777
2	The DoT passed an order dated December 28, 2012 whereby it stated that all telecom companies had to pay for excess spectrum in the 1800 MHz and 900 MHz prospectively for the remaining period of their licences based on the market value of the spectrum in the November 2012 auctions. Pursuant to a demand notice dated January 1, 2013, the DoT imposed an OTSC of ₹ 35,994 million on Vodafone India and VMSL. Aggrieved by the order and the demand notice, Vodafone India and VMSL filed a petition against the Union of India and others whereby they requested the TDSAT to quash the order and the demand notice. The TDSAT on January 29, 2013 passed an interim order whereby it stayed the demand and directed the Respondent that no coercive action should be taken by the DoT.	VMSL and Vodafone India	Pending	35,994
3	The DoT passed an order dated December 28, 2012 whereby it stated that all telecom companies had to pay for excess spectrum in the 1800 MHz and 900 MHz prospectively for the remaining period of their licences based on the market value of the spectrum in the November 2012 auctions. Pursuant to a demand notice dated January 8, 2013, the DoT imposed an OTSC of ₹ 21,135 million on our Company (together with the order, the "Impugned Decisions") despite the fact that our Company had already paid the entry fees and the spectrum usage charges to the DoT. Aggrieved by the Impugned Decisions, our Company filed a petition before the Bombay High Court ("BHC") against the Union of India and others (the "Respondent") where it requested that the Impugned Decisions should be quashed. Pursuant to an order dated January 24, 2013, the BHC directed the Respondent that no coercive action should be taken against the Impugned Demand.	Our Company	Pending	21,135

S. No.	Particulars	Litigation filed by	Current Status	Amount Involved (₹ in Mn.)
4	Aggrieved by the Order of TDSAT dated April 23, 2015 passed by TDSAT. Order, our Company, VMSL and other Vodafone companies (the “Petitioners”) filed an appeal against the Union of India before the Supreme Court India as it had only partially allowed the petition filed by the Petitioners. The Petitioners further challenged the interpretation in the April 23, 2015 Order to include revenue from non-telecom activities within the purview of the definition of AGR. The Supreme Court on February 29, 2016 stated that the DoT it will continue to make demands as per their understanding, but it would not enforce the demand till a final decision is made on the matter.	Our Company and VMSL	Pending	
5	The DoT issued certain show cause and demand notices for an amount of ₹ 95,870 million to Vodafone India and VMSL, demanding licence fees along with applicable interest and penalty and interest on penalty for 23 circles on the basis that they had short aid licence fees due to under reporting or non-reporting of certain revenue items. Additionally, the demand notices were issued by the DoT in respect of the spectrum usage charges based on the demand raised for the licence fees for sixteen circles. Aggrieved by the demand notices, 23 petitions were filed by Vodafone India and VMSL corresponding to the 23 circles before the TDSAT for quashing the demand notices. The TDSAT pursuant to its various orders stated that no interim relief are required to be granted as the demand notices themselves indicate that no coercive action shall be taken pending the AGR matters before the Supreme Court. The Supreme Court pursuant to an order dated February 29, 2016 held that the DoT shall continue to raise the demand as per its understanding but the same shall not be enforced till the date of the final decision.	Vodafone India and VMSL	Pending	95,870

For further details, please see section entitled “*Outstanding Litigation and Material Developments*” on page 719 of the Letter of Offer.

**C. Regulatory Action, if any – disciplinary action taken by SEBI or Stock Exchanges against the Promoters in last 5 financial years including outstanding action, if any: Nil**

**D. Brief details of outstanding criminal proceedings against our Promoters:**

Our individual promoter, is involved in various criminal proceedings in India on account of being a director or promoter of our Company and certain other entities, including certain of our corporate promoters. Further, certain of our corporate promoters are involved in various criminal proceedings in India. The majority of these cases arise in the normal course of their business operations. For further details, see “*Outstanding Litigation and Material Developments –Litigation against our Promoters*” on page 767 of the Letter of Offer.

#### ANY OTHER IMPORTANT INFORMATION AS PER LEAD MANAGERS/COMPANY

##### Procedure for Application

The CAF for the Rights Equity Shares offered as part of the Issue along with Abridged Letter of Offer would be dispatched for all Eligible Equity Shareholders. In case the original CAF is not received by the Eligible Equity Shareholder or is misplaced by the Eligible Equity Shareholder, the Eligible Equity Shareholder may request the Registrar to the Issue, for issue of a duplicate CAF, by furnishing the registered folio number, DP ID, Client ID and his/her full name and address. In case the signature of the Investor(s) does not match with the specimen registered with our Company or the depository participant, the Application is liable to be rejected.

Please note that neither our Company, the Lead Managers nor the Registrar to the Issue shall be responsible for delay in the receipt of the CAF or the duplicate CAF attributable to postal delays or if the CAF or the duplicate CAF are misplaced in the transit.

Eligible Equity Shareholders should note that those who are making an Application in such duplicate CAF should not utilize the original CAF for any purpose, including renunciation, even if the original CAF is received or found subsequently. If any Eligible Equity Shareholder violates any of these requirements, he/she shall face the risk of rejection of both Applications.

**Please note that in accordance with the provisions of the SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 (the “2011 ASBA Circular”) all QIBs and Non-Institutional Investors complying with the eligibility conditions prescribed under the SEBI ICDR Regulations and the SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated**

**December 30, 2009 (the “2009 ASBA Circular”) must mandatorily invest in the Issue through the ASBA process, unless otherwise permitted by regulatory authorities or under applicable law. All Retail Individual Investors complying with the eligibility conditions have the option to apply through the ASBA process or the non-ASBA process. Eligible Equity Shareholders who have renounced their Rights Entitlement in part, Renounees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and must apply for Rights Equity Shares only through the non-ASBA process, irrespective of the Application amounts/ Applicant category.**

Please note that pursuant to letters dated February 21, 2019 and March 13, 2019 in connection with terms and conditions of the payments bank license granted to ABIPBL, the RBI has clarified that no prior approval of the RBI is required if the shareholding of a non-promoter shareholder exceeds 5% or more of the post-Issue capital of our Company as a result of their subscription to only their Rights Entitlement. However, a non-promoter shareholder, who intends to acquire shares more than his entitlement under the rights issue through active means such as applying for additional shares and/ or acquisition of renounced shares, should assess his likely holdings and if his shareholding is likely to exceed 5% of the post-Issue Equity Share capital of our Company, should approach RBI for approval. For further details, see “*Notice to Investors*”, “*Government and Other Approvals*” and “*Terms of the Issue*” on pages 9, 824 and 837 respectively, of the Letter of Offer.

Please note that pursuant to Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies (“OCB”) have been derecognized as an eligible class of investor and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs) Regulation 2003. Any Eligible Equity Shareholder being an OCB is required not to be under the adverse notice of the RBI and to obtain prior approval from RBI for applying in the Issue.

#### **Application on Plain Paper**

##### **– Under Non-ASBA Process:**

An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an Application to subscribe to the Issue on plain paper, along with an account payee cheque or demand draft drawn at par, net of bank and postal charges, payable at Mumbai and the Investor should send such plain paper Application by registered post directly to the Registrar to the Issue. For details of the mode of payment, see “*Terms of the Issue - Modes of Payment*” on page 849 of the Letter of Offer.

##### **– Under ASBA Process:**

An Eligible Equity Shareholder who has neither received the original CAF nor in a position to obtain the duplicate CAF and who is applying under the ASBA process may make an application to subscribe to the issue on plain paper. Eligible Equity Shareholders shall submit the plain paper application to a Designated Branch of an SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the bank account maintained with such SCSB.

The envelope should be superscribed “Vodafone Idea Limited – Rights Issue”. The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with our Company or the Depositories, must reach, the office of the Registrar (for Non-ASBA applications), or the Designated Branch of the SCSB (for ASBA applications), before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being Vodafone Idea Limited;
- Name and address of the Eligible Equity Shareholder including joint holders;
- Registered Folio Number/ DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Share Certificate numbers and distinctive numbers of Equity Shares, if held in physical form; (For Non-ASBA applications only)
- Allotment option preferred - physical or demat form (including DP ID and Client ID), if held in physical form; (For Non-ASBA applications only)
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;

- Total amount paid at the rate of ₹ 12.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- Particulars of cheque/ demand draft; (For Non-ASBA applications only)
- Savings or current account number and name and address of the bank where the Eligible Equity Shareholder will be depositing the refund order (in case of Equity Shares held by the Eligible Equity Shareholder in physical form). In case of Equity Shares held in dematerialized form, the Registrar shall obtain the bank account details from the information available with the Depositories; (For Non-ASBA applications only)
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue;
- If the payment is made by a draft purchased from NRE or FCNR or NRO account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE or FCNR or NRO account;
- Signature of the Applicant (in case of joint holders, to appear in the same sequence and order as they appear in the records of our Company or the Depositories); and
- Additionally, all such Applicants are deemed to have accepted the following:

*“I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”), except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/we understand that this application should not be forwarded to or transmitted in or to the United States at any time, except to Qualified Institutional Buyers (as defined in the US Securities Act). I/we understand that none of the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company has reason to believe is in the United States and is not a Qualified Institutional Buyer (as defined in the US Securities Act), or if such person is outside India and the United States, such person is not a corporate Shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction.*

*I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.*

*I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.*

*I/We acknowledge that the Company, the Lead Managers, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”*

Please note that the applicants who are making the Application otherwise than on an original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received or found subsequently. If the Eligible Equity Shareholder violates such requirements, he/she shall face the risk of rejection of both the applications. For more information, see, “*Terms of the Issue-Application on Plain Paper (Non ASBA)*” and “*Terms of the Issue- Application on Plain Paper under the ASBA Process*” on pages 847 and 854, respectively, of the Letter of Offer.



## **Right Entitlement Ratio**

The Rights Equity Shares are being offered on a rights basis to the Existing Eligible Shareholders in the ratio of 87 Equity Shares for every 38 fully paid-up Equity Shares held on the Record Date.

## **Fractional Entitlements**

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 87 Rights Equity Shares for every 38 fully paid-up Equity Shares held on the Record Date. For Rights Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 38 Equity Shares or not in the multiple of 38, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares over and above their Rights Entitlement.

## **Additional Rights Equity Shares**

You are eligible to apply for additional Rights Equity Shares over and above your Rights Entitlement, provided that you are eligible to apply under applicable law and have applied for all the Rights Equity Shares offered to you without renouncing them in whole or in part in favor of any other person(s). Applications for additional Rights Equity Shares shall be considered and Allotment shall be made at the sole discretion of our Board, subject to sectoral caps and in consultation, if necessary, with the Designated Stock Exchange and in the manner prescribed under the section “*Terms of the Issue - Basis of Allotment*” on page 860 of the Letter of Offer.

If you desire to apply for additional Rights Equity Shares, please indicate your requirement in the place provided for additional Rights Equity Shares in Part A of the CAF. Renouncee(s) applying for all the Rights Equity Shares renounced in their favor may also apply for additional Rights Equity Shares by indicating details of additional Rights Equity Shares applied for in place provided for additional Equity Shares in Part C of CAF.

For more information see “*Terms of the Issue - Additional Rights Equity Shares*” on page 844 of the Letter of Offer.

For restrictions on applications for additional Rights Equity Shares pursuant to conditions imposed by the RBI, see also “*Terms of the Issue - Procedure for Application*” on page 841 of the Letter of Offer.

## **Renunciation**

The Issue includes a right exercisable by you to renounce the Rights Equity Shares offered to you either in full or in part in favor of any other person or persons. Your attention is drawn to the fact that our Company shall not Allot and/or register the Equity Shares in favor of the following Renouncees: (i) more than three persons (including joint holders); (ii) partnership firm(s) or their nominee(s); (iii) minors (except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories); (iv) HUFs; or (v) any society or trust (unless such society or trust is registered under the Societies Registration Act, 1860, as amended or the Indian Trusts Act, 1882, as amended or any other applicable law relating to societies or trusts and is authorized under its constitutional documents or bye-laws to hold Rights Equity Shares, as the case may be). Additionally, the Eligible Equity Shareholders may not renounce in favor of persons or entities which would otherwise be prohibited from being offered or subscribing for Rights Equity Shares or Rights Entitlement under applicable securities or other laws.

Our Company had sought a clarification from the RBI pursuant to a letter dated February 14, 2019 to confirm that renunciations from a non-resident to a resident or vice versa on the floor of the stock exchange are permitted without any restrictions. We also set out our understanding that foreign owned and controlled Indian companies (“FOCC”) are treated at par with non-residents under the FEMA 20 and that non-resident shareholders (including FOCCs) are permitted to renounce in favor of other non-residents or vice-versa without any RBI approval. Pursuant to a letter dated March 14, 2019, the RBI has clarified that (i) renunciation on stock exchange may be in accordance with SEBI guidelines; (ii) shareholders who are persons resident outside India or foreign owned or controlled companies may renounce in favour of other persons resident outside India or foreign owned or controlled companies in compliance with SEBI guidelines; and (iii) the Company is required to ensure compliance with the FEMA 20.

## **Procedure for renunciation**

*To renounce all the Rights Equity Shares offered to an Eligible Equity Shareholder in favor of one Renouncee*

If you wish to renounce the offer indicated in Part ‘A’, in whole, please complete Part ‘B’ of the CAF. In case of joint holding, all joint holders must sign Part ‘B’ of the CAF in the same order. The person in whose favor renunciation has been made should complete and sign Part ‘C’ of the CAF. In case of joint Renouncees, all joint Renouncees must sign Part ‘C’ of the CAF.

*To renounce in part or the whole to more than one person(s)*

If you wish to either (i) accept this offer in part and renounce the balance, or (ii) renounce the entire offer under the Issue in favor of two or more Renounees, the CAF must be first split into requisite number of forms. Please indicate your requirement of SAFs in the space provided for this purpose in Part 'D' of the CAF and return the entire CAF to the Registrar so as to reach them latest by the close of business hours on the last date of receiving requests for SAFs as provided herein. On receipt of the required number of SAFs from the Registrar, the procedure as mentioned in paragraph above shall have to be followed.

In case the signature of the Eligible Equity Shareholder(s), who has renounced the Rights Equity Shares, does not match with the specimen registered with our Company or the Depositories, the Application is liable to be rejected.

*Renounee(s)*

The person(s) in whose favor the Rights Equity Shares are renounced should fill in and sign Part 'C' of the CAF and submit the entire CAF to the Bankers to the Issue or any of the collection branches as mentioned on the reverse of the CAFs on or before the Issue Closing Date along with the Application Money in full.

*Change and/or introduction of additional holders*

If you wish to apply for Rights Equity Shares jointly with any other person(s), not more than three including you, who is or are not already a joint holder with you, it shall amount to renunciation and the procedure as stated above for renunciation shall have to be followed. Even a change in the sequence of the name of joint holders shall amount to renunciation and the procedure, as stated above shall have to be followed.

However, this right of renunciation is subject to the express condition that our Board of Directors shall be entitled in its absolute discretion to reject the request for Allotment from the Renounee(s) without assigning any reason thereof.

#### **Intention of Promoters and Promoter Group to subscribe to their rights entitlement**

Pursuant to letters dated March 19, 2019 and March 20, 2019, our Promoters and Promoter Group, as applicable, have confirmed that they intend to subscribe to the full extent of their Rights Entitlement in the Issue and do not intend to renounce such rights, except to the extent of renunciation within the Promoters and Promoter Group. In addition to subscription to their Rights Entitlements, certain of our Promoters and Promoter Group have reserved the right to subscribe to additional Rights Equity Shares for any unsubscribed portion in the Issue, in whole or in part, up to the extent permitted by the SEBI as specified below.

Pursuant to a letter dated February 15, 2019, the SEBI has permitted our Promoters and Promoter Group to subscribe to additional Rights Equity Shares in the Issue and exceed the maximum non-public shareholding requirement of 75% in order to achieve the minimum subscription requirements in the Issue (90% of the Issue size) under the SEBI ICDR Regulations. As a result of such additional subscription, the shareholding of our Promoters and Promoter Group may exceed 75% of the post-Issue capital of our Company and our Company will be required to reduce such shareholding of the Promoters and Promoter Group to comply with SCRR within the time period (which is currently within one year from the date of allotment in the Issue) and in the manner specified by the SEBI.

The ex-rights price of the Equity Shares as per Regulation 10(4)(b)(ii) of the Takeover Regulations is ₹ 18.58.

#### **DECLARATION BY THE COMPANY**

We declare that all relevant provisions of the Companies Act, 2013, and the guidelines and regulations issued by the Government of India or the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in the Letter of Offer are true and correct.

Place : Mumbai

Date : March 22, 2019

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