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RED HERRING PROSPECTUS
April 11, 2024
(*Please read Section 32 of the Companies Act, 2013*)
100% Book Built Offer

VODAFONE IDEA LIMITED

Corporate Identity Number: L32100GJ1996PLC030976

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Suman Tower, Plot No. 18, Sector 11, Gandhinagar 382 011, Gujarat, India	Birla Centurion, 10th Floor, Century Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai 400 030, Maharashtra, India	Pankaj Kapdeo (*Company Secretary and Compliance Officer*)	**Email**: shs@vodafoneidea.com **Tel**: +91 98246 34997	www.myvi.in

THE PROMOTERS OF OUR COMPANY ARE 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, CCII (MAURITIUS), INC., EURO PACIFIC SECURITIES LTD, VODAFONE TELECOMMUNICATIONS (INDIA) LIMITED, MOBILVEST, PRIME METALS LTD, TRANS CRYSTAL LTD, OMEGA TELECOM HOLDINGS PRIVATE LIMITED AND USHA MARTIN TELEMATICS LIMITED

DETAILS OF THE OFFER TO PUBLIC

Type	Fresh Issue Size	Offer for Sale Size	Total Offer Size	Eligibility and Reservations
Fresh Issue	Up to [●] Equity Shares aggregating up to ₹180,000 million	Not Applicable	Up to [●] Equity Shares aggregating up to ₹180,000 million	The Offer is being made through the fast track route in terms of Regulations 155 and 129(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Bidders and Retail Individual Bidders, see "*Offer Structure*" on page 673.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have neither been recommended, nor approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 23.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") for the listing of the Equity Shares pursuant to letters each dated April 8, 2024. For the purposes of the Offer, NSE is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

LOGO OF THE BOOK RUNNING LEAD MANAGERS	NAME OF THE BOOK RUNNING LEAD MANAGERS	CONTACT PERSON	EMAIL	TELEPHONE
AXIS CAPITAL	Axis Capital Limited	Ankit Bhatia / Harish Patel	vil.fpo@axiscap.in	+91 22 4325 2183
Jefferies	Jefferies India Private Limited	Suhani Bhareja	jipl.grievance@jefferies.com	+91 22 4356 6000
SBICAPS Complete Investment Banking Solutions	SBI Capital Markets Limited	Vaibhav Shah / Sylvia Mendonca	vil.fpo@sbicaps.com	+91 22 4006 9807

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	EMAIL AND TELEPHONE
Link Intime India Private Limited	Shanti Gopalakrishnan	**Email:** vil.fpo@linkintime.co.in; **Tel:** +91 810 811 4949

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE*	Tuesday, April 16, 2024	**BID/OFFER OPENS ON***	Thursday, April 18, 2024	**BID/OFFER CLOSES ON^**	Monday, April 22, 2024

**Our Company in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
^UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Offer Closing Date.

RED HERRING PROSPECTUS
April 11, 2024
(*Please read Section 32 of the Companies Act, 2013*)
100% Book Built Offer

VODAFONE IDEA LIMITED

Our Company was incorporated as 'Birla Communications Limited', a public limited company under the Companies Act, 1956 with a certificate of incorporation issued by the Registrar of Companies, Maharashtra at Mumbai on March 14, 1995 and a certificate of commencement of business on August 11, 1995. Pursuant to a joint venture agreement dated December 5, 1995 between AT&T Corporation and Grasim Industries Limited, the name of our Company was changed to 'Birla AT&T Communications Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Maharashtra at Mumbai on May 30, 1996. The name of our Company was subsequently changed to 'Birla Tata AT&T Limited' and a fresh certificate of incorporation was issued by the RoC on November 6, 2001 pursuant to a shareholders agreement dated December 15, 2000 entered into between Grasim Industries Limited on behalf of the Aditya Birla group, Tata Industries Limited on behalf of the TATA Group and AT&T Wireless Services Inc. on behalf of the AWS Group which replaced the joint venture agreement between AT&T Corporation and Grasim Industries Limited. Further, pursuant to the introduction of the Idea brand, the name of our Company was changed to 'Idea Cellular Limited' and a fresh certificate of incorporation was issued by the RoC on May 1, 2002. Thereafter, pursuant to amalgamation of VMSL and Vodafone India with our Company, the name of our Company was changed to its present name 'Vodafone Idea Limited', and a fresh certificate of incorporation was issued by the RoC on August 31, 2018. For further details in relation to the changes in our name and the registered office of our Company, see "*History and Certain Corporate Matters – Brief history of our Company*" and "*History and Certain Corporate Matters – Changes in the registered office of our Company*" each on page 145**.**

Registered Office: Suman Tower, Plot No. 18, Sector 11, Gandhinagar 382 011, Gujarat, India
Corporate Office: Birla Centurion, 10th Floor, Century Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai 400 030, Maharashtra, India
Tel: +91 98246 34997; **Contact Person**: Pankaj Kapdeo, Company Secretary and Compliance Officer; **Email**: shs@vodafoneidea.com
Website: www.myvi.in; **Corporate Identity Number**: L32100GJ1996PLC030976

THE PROMOTERS OF OUR COMPANY ARE 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, CCII (MAURITIUS), INC., EURO PACIFIC SECURITIES LTD, VODAFONE TELECOMMUNICATIONS (INDIA) LIMITED, MOBILVEST, PRIME METALS LTD, TRANS CRYSTAL LTD, OMEGA TELECOM HOLDINGS PRIVATE LIMITED AND USHA MARTIN TELEMATICS LIMITED

FURTHER PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF VODAFONE IDEA LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ 180,000 MILLION BY WAY OF A FRESH ISSUE (THE "OFFER"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND WILL BE ADVERTISED IN ALL EDITIONS OF ENGLISH NATIONAL DAILY NEWSPAPER, BUSINESS STANDARD, ALL EDITIONS OF HINDI NATIONAL DAILY NEWSPAPER, JANSATTA, AND REGIONAL EDITION OF THE GUJARATI DAILY NEWSPAPER, SANDESH (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST ONE WORKING DAY PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS").

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Managers, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks, as applicable.

The Offer is being made through the fast track route in terms of Regulation 155 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 129(1) of the SEBI ICDR Regulations and through a book building process wherein not more than 50% of the Offer shall be allotted on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"). Our Company in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), out of which at least one-third shall be reserved for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders, in accordance with Regulation 129(1) of the SEBI ICDR Regulations, out of which (a) one third of such portion shall be reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; and (b) two third of such portion shall be reserved for applicants with Bids exceeding ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank account (including UPI ID in case of UPI Bidders) in which the corresponding Bid Amounts will be blocked by the SCSBs, or by the Sponsor Banks under the UPI Mechanism, as applicable to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" beginning on page 675.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Share have neither been recommended, nor approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 23.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated April 8, 2024. For the purposes of the Offer, NSE is the Designated Stock Exchange. A copy of this Red Herring Prospectus has been, and the Prospectus shall be, filed with the RoC in accordance with the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 759.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
Axis Capital Limited 1st Floor, Axis House C-2, Wadia International Centre Pandurang Budhkar Marg, Worli Mumbai 400 025 Maharashtra, India **Tel**: +91 22 4325 2183 **E-mail**: vil.fpo@axiscap.in **Investor Grievance ID**: complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact Person**: Ankit Bhatia / Harish Patel **SEBI Registration Number**: INM000012029	**Jefferies India Private Limited** Level 16, Express Towers Nariman Point Mumbai 400 021 Maharashtra, India **Tel:** +91 22 4356 6000 **Email:** vodafone.idea.fpo@jefferies.com **Website:** www.jefferies.com **Investor Grievance ID:** jipl.grievance@jefferies.com **Contact Person:** Suhani Bhareja **SEBI Registration Number:** INM000011443	**SBI Capital Markets Limited** 1501, 15th Floor, A & B Wing Parinee Crescenzo, Bandra Kurla Complex Bandra (East) Mumbai 400 051 Maharashtra, India Tel: +91 22 4006 9807 E-mail: vil.fpo@sbicaps.com Website: www.sbicaps.com Investor Grievance ID: investor.relations@sbicaps.com Contact person: Vaibhav Shah / Sylvia Mendonca **SEBI Registration Number:** INM000003531	**Link Intime India Private Limited** C 101, 1st Floor, 247 Park L.B.S Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India **Tel**: +91 810 811 4949 **E-mail**: vil.fpo@linkintime.co.in **Website**: www.linkintime.co.in **Investor Grievance ID**: vodafoneidea.fpo@linkintime.co.in **Contact Person**: Shanti Gopalakrishnan **SEBI Registration Number**: INR000004058

BID/OFFER PERIOD

BID/OFFER OPENS ON*	Thursday, April 18, 2024	BID/OFFER CLOSES ON^	Monday, April 22, 2024

**Our Company in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
^UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Offer Closing Date.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, guidelines or policies as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under the SEBI ICDR Regulations, SEBI Listing Regulations, the Companies Act, 2013, the SCRA, and the Depositories Act and the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined below). In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

The terms not defined herein but used in "Basis for Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Industry Regulations and Policies in India", "History and Certain Corporate Matters", "Our Group Companies", "Consolidated Financial Statements", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of the Articles of Association" beginning on pages 85, 92, 105, 139, 145, 199, 204, 604, 675 and 691, respectively, shall have the meanings ascribed to such terms in these respective sections.

General Terms

Term	Description
"our Company" or "the Issuer" or "the Company"	Vodafone Idea Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered Office at Suman Tower, Plot No. 18, Sector 11, Gandhinagar 382 011, Gujarat, India
"we" or "us" or "our"	Unless the context otherwise indicates or implies, our Company together with our Subsidiaries, Associate and Joint Venture, on a consolidated basis as on the date of this Red Herring Prospectus

Company Related Terms

Term	Description
2017 SHA	Shareholders' agreement dated March 20, 2017, as amended, entered by and among (i) our Company, (ii) the Vodafone Group Shareholders (iii) the ICL Group Shareholders, (iv) Kumar Mangalam Birla and (v) Vodafone International Holdings B.V.
"Articles of Association" or "AoA"	Articles of association of our Company, as amended
Associate	Associate of our Company, being Aditya Birla Idea Payments Bank Limited
Audit Committee	Audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and as described in "*Our Management - Committees of the Board*" on page 172
Audited Consolidated Financial Statements	Each of the audited consolidated financial statements of our Company, its Subsidiaries and, Joint Venture and Associate at and for each of the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with Ind AS notified under the Ind AS Rules and Section 133 of the Companies Act, 2013 read with the presentation requirements of Division II of Schedule III to the Companies Act, 2013, and which comprises the consolidated balance sheet as at March 31, 2023, March 31, 2022 and March 31, 2021, and the consolidated statement of profit and loss, including other comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity for the year then ended, along with notes to the consolidated financial statements, a summary of significant accounting policies and other explanatory information
"Auditors" or "Statutory Auditors"	S.R. Batliboi & Associates LLP, Chartered Accountants, the statutory auditors of our Company
"Board" or "Board of Directors"	Board of directors of our Company or a duly constituted committee thereof
Capital Raising Committee	Capital raising committee of our Board
Corporate Office	The corporate office of our Company, situated at Birla Centurion, 10th Floor, Century Mills Compound Pandurang Budhkar Marg, Worli, Mumbai 400 030, Maharashtra, India
"Company Secretary" and "Compliance Officer"	Company secretary and compliance officer of our Company, Pankaj Kapdeo
Consolidated Financial Statements	The Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statements
Corporate Social Responsibility Committee	Corporate social responsibility committee of our Board constituted in accordance with the applicable provisions of the Companies Act, 2013 and as described in "*Our Management – Committees of the Board*" beginning on page 172
Director(s)	Directors on our Board, as on the date of this Red Herring Prospectus and as disclosed in "*Our Management*" beginning on page 161
ESOS 2006	The employee stock option scheme instituted by our Company in 2006, namely, the Employee Stock Option Scheme – ESOS 2006, as amended.
ESOS 2013	The employee stock option scheme instituted by our Company in 2013, namely, the Employee Stock Option Scheme – ESOS 2013, as amended. For details, see "*Capital Structure – Notes to Capital Structure – ESOS Schemes of our Company*" on page 74

Term	Description
ESOS 2018	The employee stock option scheme approved by our Company in 2018, namely, the Vodafone Idea Limited Employee Stock Option Scheme 2018. The Company has not yet formulated and implemented the employee stock option scheme under ESOS 2018.
ESOS Scheme	The current employee stock option scheme of our Company, namely, the ESOS 2013
Equity Shares	Equity shares of face value of ₹10 each of our Company
Group	Our Company and its Subsidiaries
Group Companies	Companies as identified in terms of the materiality policy adopted by our Board pursuant to resolution dated April 6, 2024 and as disclosed in "*Our Group Companies*" beginning on page 199
ICL Group Shareholders	Collectively, the following Aditya Birla group shareholders: (i) Grasim Industries Limited; (ii) Hindalco Industries Limited; (iii) Birla TMT Holdings Private Limited; (iv) Pilani Investment and Industries Corporation Limited; (v) Aditya Birla Nuvo Limited (which has since merged with and into Grasim Industries Limited); (vi) Elaine Investments Pte Ltd; (vii) Oriana Investments Pte Ltd; and (viii) IGH Holdings Private Limited
Independent Director(s)	Independent directors on our Board, as on the date of this Red Herring Prospectus as disclosed in "*Our Management*" beginning on page 161
"JV" or "Joint Venture"	Joint venture of our Company, being FireFly Networks Limited **Our Company has entered into a share purchase agreement dated November 4, 2023 with Manipura Digital Infrastructure OPCO Pte. Ltd. for transfer of Company's entire shareholding in Firefly, subject to completion of closing conditions, post which FireFly shall cease to be a joint venture of the Company.*
"Key Managerial Personnel" or "KMP"	Key managerial personnel shall have the meaning as set out under Regulation 2(1)(bb) of the SEBI ICDR Regulations
Material Subsidiaries	Vodafone Idea Shared Services Limited, Vodafone Idea Communications Systems Limited and Vodafone Idea Manpower Services Limited
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended
Merger	The merger of the erstwhile Vodafone India Limited and the erstwhile Vodafone Mobile Services Limited with and into Idea Cellular Limited, effective from August 31, 2018
Nomination and Remuneration Committee	Nomination and remuneration committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and as described in "*Our Management*" beginning on page 161
Non-Executive Director(s)	Non-executive director(s) on our Board, as on the date of this Red Herring Prospectus as disclosed in "*Our Management*" beginning on page 161
OCD(s)	Optionally convertible debentures of face value of ₹1,000,000 each
Omega Scheme	Scheme of amalgamation and arrangement pursuant to which Jaykay Finholding (India) Private Limited (*now merged with Omega Telecom Holdings Private Limited*), SMMS Investments Private Limited, Nadal Trading Company Private Limited, Plustech Mercantile Company Private Limited, ND Callus Info Services Private Limited, MV Healthcare Services Private Limited, AG Mercantile Company Private Limited, Scorpios Beverages Private Limited, Telecom Investments India Private Limited and UMT Investments Limited merged with and into Omega Telecom Holdings Private Limited with effect from 4 July 2020
Promoters	Promoters of our Company, being: 1. Kumar Mangalam Birla; 2. Hindalco Industries Limited; 3. Grasim Industries Limited; 4. Birla TMT Holdings Private Limited;* 5. Vodafone International Holdings B.V.; 6. Al-Amin Investments Limited; 7. Asian Telecommunication Investments (Mauritius) Limited; 8. CCII (Mauritius), Inc.; 9. Euro Pacific Securities Ltd; 10. Vodafone Telecommunications (India) Limited; 11. Mobilvest; 12. Prime Metals Ltd; 13. Trans Crystal Ltd; 14. Omega Telecom Holdings Private Limited; and 15. Usha Martin Telematics Limited. **Birla TMT Holdings Private Limited, along with certain other entities, and Birla Group Holdings Private Limited had filed an application before the National Company Law Tribunal, Mumbai Bench ("**NCLT Mumbai**") and National Company Law Tribunal, Kolkata Bench ("**NCLT Kolkata**") seeking, amongst other things, the sanction of a scheme of amalgamation under Sections 230 to 232 of the Companies Act, 2013. NCLT Kolkata and NCLT Mumbai by way of their orders have sanctioned the scheme for amalgamation of Birla TMT Holdings Private Limited and certain other entities with and into Birla Group Holdings Private Limited ("**Scheme**"). The certified true copy of the order passed by NCLT Mumbai has been received and filed with registrar of companies at Mumbai. The certified true copy of the order passed by NCLT Kolkata is yet to be received. The Scheme shall become effective upon receipt of requisite approvals, if any, and conclusion of the necessary filings, as applicable, after receipt of the certified true copy of the order passed by NCLT Kolkata.*
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "*Our Promoters and Promoter Group*" beginning on page 177
Registered Office	Registered office of our Company, situated at Suman Tower, Plot No. 18, Sector 11, Gandhinagar 382

Term	Description
	011, Gujarat, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Gujarat at Ahmedabad
Registrar to our Company	The registrar of our Company, being Bigshare Services Private Limited
Risk Management Committee	Risk management committee of our Board as disclosed in "*Our Management*" beginning on page 161
"Senior Management" or "SMP"	Senior management shall have the meaning as set out under Regulation 2(1)(bbbb) of the SEBI ICDR Regulations
Shareholders	Shareholders of our Company from time to time
Special Purpose Interim Condensed Consolidated Financial Statements	Each of the unaudited special purpose interim condensed consolidated financial statements of our Company, its Subsidiaries, Joint Venture and Associate, comprising of the special purpose interim condensed consolidated balance sheet, special purpose interim condensed consolidated statement of profit and loss, special purpose interim condensed consolidated statement of changes in equity and special purpose interim condensed consolidated statement of cash flows, together with the explanatory consolidated notes as and for the nine months period ended December 31, 2023 and December 31, 2022, which have been prepared to comply in all material aspects with Ind AS 34 (interim financial reporting)
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Board, as disclosed in "*Our Management*" beginning on page 161
Subsidiaries	Subsidiaries of our Company, as on the date of this Red Herring Prospectus as disclosed in "*History and Certain Other Corporate Matters*" beginning on page 145. For the purpose of financial information, Subsidiaries would mean subsidiaries as at and during relevant fiscal / period.
Vodafone Group Shareholders	Collectively, (i) Al-Amin Investments Limited; (ii) Asian Telecommunication Investments (Mauritius) Limited; (iii) CCII (Mauritius), Inc.; (iv) Euro Pacific Securities Ltd; (v) Vodafone Telecommunications (India) Limited; (vi) Mobilvest; (vii) Prime Metals Ltd; (viii) Trans Crystal Ltd; (ix) Omega Telecom Holdings Private Limited; and (x) Usha Martin Telematics Limited.
Vodafone India	Erstwhile Vodafone India Limited
VMSL	Erstwhile Vodafone Mobile Services Limited

Offer Related Terms

Term	Description
Acknowledgement Slip	Slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot, Allotment or Allotted	Unless the context otherwise requires, the allotment of Equity Shares pursuant to the Offer to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to all the Bidders who have Bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	Successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	Price at which Equity Shares will be allocated to the Anchor Investors in terms of this Red Herring Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers
Anchor Investor Application Form	Application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	April 16, 2024, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company in consultation with the Book Running Lead Managers
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application	Application made through (i) the ASBA Form by ASBA Bidders under the ASBA Process; and (ii) Anchor Investor Application Form (in case of Anchor Investors), to submit Bids in order to subscribe to the Equity Shares at the Offer Price
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism

Term	Description
ASBA Account	A bank account maintained by an ASBA Bidder with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Bankers to the Offer	Collectively, the Escrow Collection Bank, Refund Bank, Public Offer Account Bank and Sponsor Banks, as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer. For details, see "*Offer Procedure*" beginning on page 675
Bid(s)	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	Highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such UPI Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires and which shall be considered as the application for the Allotment of Equity Shares pursuant to the terms of this Red Herring Prospectus and the Prospectus
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being April 22, 2024, which shall be notified in all editions of English national daily newspaper, Business Standard, all editions of Hindi national daily newspaper, Jansatta and regional edition of the Gujarati daily newspaper, Sandesh (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation. In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being April 18, 2024 which shall be notified in all editions of English national daily newspaper, Business Standard, all editions of Hindi national daily newspaper, Jansatta and regional edition of the Gujarati daily newspaper, Sandesh (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period shall be kept open for a minimum of three Working Days. In case of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs" or "Lead Managers"	Book running lead managers to the Offer, namely Axis Capital Limited, Jefferies India Private Limited and SBI Capital Markets Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Cap Price	Higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price
Cash Escrow and Sponsor Banks	Cash escrow and sponsor banks agreement dated April 11, 2024, entered into between our Company,

Term	Description
Agreement	the Book Running Lead Managers, the Registrar to the Offer, the Bankers to the Offer and the Syndicate Members for, *inter alia*, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Accounts and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
"Collecting Depository Participant" or "CDP"	Depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
"Confirmation of Allocation Note" or "CAN"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bidding Date
Cut-off Price	Offer Price finalised by our Company in consultation with the Book Running Lead Managers which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Demographic details of the Bidders including the Bidders' address, name of the Bidders' father or husband, investor status, occupation, bank account details, PAN and UPI ID, where applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	Date on which the Escrow Collection Bank transfers funds from the Escrow Account to the Public Offer Accounts or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Accounts, in terms of this Red Herring Prospectus and the Prospectus, following which the Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion and Non-Institutional Bidders bidding with an application size of up to ₹0.50 million (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where relevant ASBA Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	NSE
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus will constitute an invitation to subscribe to or purchase the Equity Shares
Escrow Account(s)	A 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being HDFC Bank Limited
First Bidder/Sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in

Term	Description
	case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names
Floor Price	Lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	Individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"General Information Document" or "GID"	General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers
Gross Proceeds	The gross proceeds received pursuant to the Offer
Monitoring Agency	CARE Ratings Limited
Monitoring Agency Agreement	Agreement dated April 11, 2024 entered into between our Company and the Monitoring Agency in relation to the responsibilities and obligations of the Monitoring Agency for monitoring the utilisation of Net Proceeds
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., gross proceeds of the Offer, less Offer expenses to the extent applicable to the Offer. For details in relation to use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" beginning on page 75
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
"Non-Institutional Bidders" or "NIBs" or "NIIs"	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares, for an amount of more than ₹0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	Portion of the Offer being not less than 15% of the Offer comprising [●] Equity Shares which shall be available for allocation to NIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price The allocation to the NIIs shall be as follows: a) One third of such portion shall be reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; and b) Two third of such portion shall be reserved for applicants with Bids exceeding ₹1.00 million; Provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Offer	Further public offering by way of a fresh issue of Equity Shares of face value of ₹10 each for cash at a price of ₹ [●] each (including a share premium of ₹ [●] per Equity Share), aggregating up to ₹180,000 million
Offer Agreement	Agreement dated April 11, 2024 entered amongst our Company and the Book Running Lead Managers, pursuant to which certain arrangements have been agreed to in relation to the Offer
Offer Price	₹[●] per Equity Share, being the final price within the Price Band, being the final price at which Equity Shares will be Allotted to ASBA Bidders in terms of this Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of this Red Herring Prospectus
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the Book Running Lead Managers, and will be advertised in all editions of English national daily newspaper, Business Standard, all editions of Hindi national daily newspaper, Jansatta and regional edition of the Gujarati daily newspaper, Sandesh (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	Date on which our Company in consultation with the Book Running Lead Managers, will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Accounts	A 'no-lien' and 'non-interest bearing' account opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Offer Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being Axis Bank Limited

Term	Description
"QIBs" or "QIB Bidders" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Portion	Portion of the Offer, being not more than 50% of the Offer or [●] Equity Shares to be Allotted to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the Book Running Lead Managers), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
"Red Herring Prospectus" or "RHP"	This red herring prospectus dated April 11, 2024 to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. This Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Registrar to the Offer	Link Intime India Private Limited
Refund Account(s)	A 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Bidders shall be made
Refund Bank	Banker to the Offer with whom the Refund Account(s) have been opened, in this case being HDFC Bank Limited
Registered Brokers	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number no. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI
Registrar Agreement	Agreement dated April 11, 2024 entered by and amongst our Company and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar pertaining to the Offer
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or "RII(s)" or "RIB(s)"	Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹2,00,000 in any of the bidding options in the Offer (including HUFs applying through their Karta) and Eligible NRIs
Resident Indian	A person resident in India, as defined under FEMA
Retail Portion	Portion of the Offer being not less than 35% of the Offer comprising of [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion and the remaining Equity Shares to be Allotted on proportionate basis
Revision Form	Form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date
"RTAs" or "Registrar and Share Transfer Agents"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System
"Self Certified Syndicate Bank(s)" or "SCSB(s)"	Banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as Annexure A to the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Banks	Axis Bank Limited and HDFC Bank Limited, appointed by our Company to act as conduits between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism, in terms of the UPI Circulars
Sub-Syndicate Members	Sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	Syndicate agreement dated April 11, 2024 entered into between our Company and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Intermediaries (other than the Book Running Lead Managers) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer, namely Investec Capital Services (India) Private Limited and SBICAP Securities Limited
"Syndicate" or "members of the Syndicate"	Book Running Lead Managers and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	Underwriting agreement to be entered into between our Company and the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC

Term	Description
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non-Institutional Bidders with a Bid Amount of up to ₹0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the Bid Amount is up to ₹5,00,000 shall use UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
"UPI Circulars"/ "Circular on Streamlining of Public Issues"	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of a SMS for directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
UPI Pin	UPI PIN Password to authenticate UPI transaction
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical, Industry Related Terms or Abbreviations

Term	Description
2G	Second generation mobile telecommunication technology
3G	Third generation mobile telecommunication technology
4G	Fourth generation mobile telecommunication technology
5G	Fifth generation mobile telecommunication technology
6G	Sixth generation mobile telecommunication technology
A2P	Application-to-person
AGR	Adjusted gross revenue
ApGR	Applicable gross revenue
ARPU	ARPU is calculated by dividing services revenue (exclusive of infrastructure, fixed line and device revenues) for the relevant period by the average number of subscribers during the period. The result obtained is divided by the number of months in that period to arrive at the ARPU per month figure.
BSC	Base station controllers
BTS	Base transceiver stations
BWA	Broadband wireless access
COAI	Cellular Operators Association of India
CDMA	Code division multiple access
CMTS	Cellular Mobile Telephone Services
CNPN	Captive Non Public Network

Term	Description
DDoS	Distributed Denial of Service
“DoT” or “Department of Telecommunications”	Department of Telecommunications, Ministry of Communications, Government of India
DSR	Diameter signalling routers
EDR	Exchange data records
FDD	Frequency division duplex
EMF	Electromagnetic field
FDI	Foreign direct investment
GDP	Gross domestic product
GHz	Gigahertz
GSM	Global System for Mobile Communication
HD	High definition
ILD	International long distance
ILL	Internet leased line
IMF WEO	International Monetary Fund World Economic Outlook
IoT	Internet of Things
IP	Internet Protocol
IP-1	Infrastructure Provider Category 1
IRU	Indefeasible right to use
ISP	Internet service provider
ITFS	International toll free service
IVR	Interactive voice response
KYC	Know your customer
LSA	Licensed Service Area
LTE	Long Term Evolution
Massive MIMO	Massive multiple-input multiple-output
MHz	Megahertz
MPLS	Multiprotocol label switching
MSC	Mobile switch centres
MSME	Micro, small and medium enterprises under the Micro, Small and Medium Enterprises Development Act, 2006
New NTP 1999	New Telecom Policy, 1999
NLD	National long distance
NSA	Non-standalone
NTP 1994	National Telecom Policy 1994
NTP 2018	National Telecommunications Policy, 2018
OEMs	Original equipment manufacturers
oRAN	Open radio access network
OTSC	One Time Spectrum Charges
RAN	Radio access network
RNC	Radio Network Controller
SACFA	Standing Advisory Committee on Radio Frequency Allocations of the Wireless Planning and Coordination Wing of the Ministry of Communications, Government of India
SIM	Subscriber identification module
SME	Small and medium enterprises
SMS	Short messaging service
SRAN	Single Radio Access Network
SUC	Spectrum Usage Charges
TDD	Time Division Duplex
TRAI	Telecom Regulatory Authority of India, constituted under the Telecom Regulatory Authority of India Act, 1997
TSP	Telecom service provider
UAN	Universal access number
UBR	Ultra Broadband Radios
UEM	Unified endpoint management
UIFN	Universal international freephone number
“UL” or “Unified License” or “UASL”	Unified Access Service License
VAS	Value added services
VLR	Visitor location register
VoIP	Voice over Internet Protocol
VoLTE	Voice over LTE / Voice over Long Term Evolution
vRAN	Virtualized radio access network
WLL	Wireless local loop

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
AGM	Annual general meeting
AIF(s)	Alternative Investment Funds as defined in, and registered under the SEBI AIF Regulations
BSE	BSE Limited
CAF	Customer application form
CAGR	Compound annual growth rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder
Companies Act, 1956	Companies Act, 1956, along with the relevant rules framed thereunder
CrPC	The Code of Criminal Procedure, 1973
"Consolidated FDI Policy" or "FDI Policy"	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated the October 15, 2020, effective from October 15, 2020, and any modifications thereto or substitutions thereof, issued from time to time
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, read with the rules, regulations, amendments and modifications notified thereunder
DIN	Director Identification Number
DP ID	Depository Participant's Identification
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
EBITDA	EBITDA of the Company is calculated as profit/ (loss) after tax added by current and deferred tax, finance costs, depreciation, amortization, exceptional items (net), share in profit / (loss) of joint venture, less other income
EGM	Extraordinary general meeting
EPS	Earnings per share
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months commencing on April 1 of the immediately preceding calendar year and ending March 31 of that particular calendar year
FIR	First information report
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
FPO	Further public offering
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
Gazette	Gazette of India
GDP	Gross domestic product
"GoI" or "Government" or "Central Government"	Government of India
GST	Goods and services tax
HUF	Hindu Undivided Family
HNI	High net worth individual
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, and referred to in the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
"Indian GAAP/IGAAP"	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014
IPC	The Indian Penal Code, 1860
IST	Indian Standard Time
IT	Information Technology
IT Act	Information Technology Act, 2000
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
Mutual Funds	Mutual funds registered under the SEBI Mutual Funds Regulations
"N/A" or "N.A."	Not applicable
NAV	Net Asset Value
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
Net Worth	Net worth represents sum total of equity share capital and other equity
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
"Non-Resident Indians" or "NRI(s)"	A non-resident Indian as defined under the FEMA Rules
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited

Term	Description
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA and which was de-recognised through the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E	Price/earnings
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
PAT	Profit after tax
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on Net Worth
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
TAN	Tax deduction account number
TDSAT	Telecom Disputes Settlement and Appellate Tribunal
U.S. Securities Act	U.S. Securities Act of 1933, as amended
"U.S." or "USA" or "United States"	United States of America including its territories and possessions, any State of the United States, and the District of Columbia
"U.S. GAAP"	Generally Accepted Accounting Principles in the United States
"USD" or "US$"	United States Dollars
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
"Year" or "Calendar Year"	Unless the context otherwise requires, shall mean the 12 month period commencing from January 1 and ending on December 31

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of the disclosures in this Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Consolidated Financial Statements", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of the Articles of Association" beginning on pages 23, 49, 64, 75, 105, 124, 204, 604, 675 and 691, respectively.

Primary Business of our Company

Through our pan India network, we offer voice, data, enterprise and other value-added services, including short messaging services and digital services across 2G, 3G and 4G technologies. We also offer connectivity services to enterprise customers. We hold active licenses for national long distance, international long distance, internet service provider and registration for infrastructure provider (IP-1) services. We carry inter-service area voice traffic and incoming and outgoing international voice traffic on our network, which is facilitated through interconnections with our active licenses. Our Promoters are part of the Aditya Birla group and the Vodafone group. For further details, see "*Our Business*" on page 124.

Industry in which our Company operates

The mobile telecommunications industry is an integral part of the Indian economy and has contributed to the economic growth and the GDP of the country. The mobile telecommunications industry in India is divided into 22 service areas – three metro service areas, and 19 other service areas. These other service areas are further categorized into circles based on the relevant degree of affluence, infrastructure development and revenue potential across each service area. Furthermore, mobile broadband is the primary medium to access internet in India, and penetration of smartphones in India has been increasing. For further details, see "*Industry Overview*" on page 105.

For further information, see "*Industry Overview*" and "*Our Business*" beginning on pages 105 and 124, respectively.

Our Promoters

Our Promoters are 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, CCII (Mauritius), Inc., Euro Pacific Securities Ltd, Vodafone Telecommunications (India) Limited, Mobilvest, Prime Metals Ltd, Trans Crystal Ltd, Omega Telecom Holdings Private Limited and Usha Martin Telematics Limited. For details, see "*Our Promoters and Promoter Group*" beginning on page 177.

Offer Size

The following table summarizes the details of the Offer. For further details, see "*The Offer*" and "*Offer Structure*" beginning on pages 49 and 673, respectively.

Offer of Equity Shares(1)	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹180,000 million

(1) The Offer has been authorised by a resolution of our Board at their meeting held on February 27, 2024 and a special resolution passed by our Shareholders at their meeting held on April 2, 2024.

The Offer shall constitute [●]% of the post-Offer paid up equity share capital of our Company.

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

Objects	Estimated Amount (in ₹ million)
Purchase of equipment for the expansion of our network infrastructure by: (a) setting up new 4G sites; (b) expanding the capacity of existing 4G Sites and new 4G sites; and (b) setting up new 5G sites	127,500.00
Payment of certain deferred payments for spectrum to the DoT and the GST thereon	21,753.18
General corporate purposes(1)	[●]
Net Proceeds(1)	[●]

(1) Subject to the finalization of the Basis of Allotment and the Allotment of the Equity Shares. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

For further details, see "*Objects of the Offer*" beginning on page 75.

Aggregate pre-Offer shareholding of our Promoters and members of the Promoter Group

Category of Shareholders	Number of Equity Shares	% of pre-Offer paid up Equity Share capital on a fully diluted basis*
Promoters		
Kumar Mangalam Birla	864,906	Negligible
Hindalco Industries Limited	751,119,164	1.49
Grasim Industries Limited	3,317,566,167	6.60
Birla TMT Holdings Private Limited	353,798,538	0.70
Vodafone International Holdings B.V.	Nil	NA
Al-Amin Investments Limited	812,744,186	1.62
Asian Telecommunication Investments (Mauritius) Limited	980,469,868	1.95
CCII (Mauritius), Inc.	446,059,752	0.89
Euro Pacific Securities Ltd	5,593,277,865	11.12
Vodafone Telecommunications (India) Limited	1,624,511,788	3.23
Mobilvest	1,675,994,466	3.33
Prime Metals Ltd	2,756,484,727	5.49
Trans Crystal Ltd	1,461,143,311	2.90
Omega Telecom Holdings Private Limited	279,017,784	0.55
Usha Martin Telematics Limited	91,123,113	0.18
Sub-Total (A)	**20,144,175,635**	**40.06**
Promoter Group (other than our Promoters)		
Elaine Investments Pte. Ltd.	861,128,643	1.71
Oriana Investments Pte. Ltd.(1)	2,993,171,886	5.95
IGH Holdings Private Limited	407,528,454	0.81
Pilani Investment and Industries Corporation Limited	109,028,530	0.22
Sub-Total (B)	**4,370,857,513**	**8.69**
Total (A+B)	**24,515,033,148**	**48.75**

**Assuming full conversion of 1,600 OCDs held by ATC Telecom Infrastructure Private Limited into 160,000,000 Equity Shares and issuance of 383,726 Equity Shares upon exercise of vested options and restricted stock units under ESOS 2013. For details, see "Capital Structure" beginning on page 64.*
(1) Our Board has, in its meeting held on April 6, 2024, approved the issuance of up to 1,395,427,034 Equity Shares at an issue price of ₹14.87 per Equity Share, aggregating to ₹20,750 million, to one of the entities forming part of our Promoter Group, namely Oriana Investments Pte. Ltd, on a preferential basis, in accordance with Chapter V of the SEBI ICDR Regulations. The proposed issuance is subject to the approval of our Shareholders.

For further details of the offer, see "*Capital Structure*" beginning on page 64.

Summary of Selected Financial Information

The following details of the Equity Share capital, net worth, revenue from operations, profit/(loss) after tax, basic and diluted earnings per Equity Share, net asset value per Equity Share and total borrowings as at and for the nine months ended December 31, 2023, and December 31, 2022 and as at and for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021 are derived from the Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statements, as applicable.

(in ₹ million, unless otherwise stated)

Particulars	As at and for the nine months ended December 31, 2023	As at and for the nine months ended December 31, 2022(1)	As at and for the Financial Year ended		
			March 31, 2023	March 31, 2022	March 31, 2021
Equity Share capital	486,797	321,188	486,797	321,188	287,354
Net Worth	(979,319)	(847,096)	(743,591)	(619,648)	(382,280)
Revenue from operations	320,449	316,453	421,772	385,155	419,522
Profit/(Loss) after tax	(235,638)	(231,870)	(293,011)	(282,454)	(442,331)
Basic Earnings/ (Loss) per Equity Share (in ₹)	(4.84)	(7.16)	(8.43)	(9.83)	(15.40)
Diluted Earnings / (Loss) per Equity Share (in ₹)	(4.84)	(7.16)	(8.43)	(9.83)	(15.40)
Net Asset Value per Equity Share (in ₹)(2)	(20.12)	(26.17)	(21.40)	(21.56)	(13.30)
Total borrowings(3)	2,034,257	2,111,308	2,015,860	1,909,177	1,803,103

Notes:
(1) Numbers forming part of this financial period are derived from the Special Purpose Interim Condensed Consolidated Financial Statements as at and for the nine months period ended December 31, 2022.
(2) Net asset value per Equity Share is computed as total assets less total liabilities, divided by the weighted average number of Equity Shares outstanding as at the period / year end.
(3) Total Borrowing represents sum total of Long term borrowings and Short term borrowings.

In relation to the table above, Basic and Diluted EPS for the period ended December 31, 2023 and December 31, 2022 are not annualised.

Qualifications of the Statutory Auditors which have not been given effect to in the Consolidated Financial Statements

There are no auditors' qualifications which have not been given effect to in the Consolidated Financial Statements. Our

Statutory Auditors have, however, included certain qualifications or adverse remarks in the annexure to their auditor's reports on the consolidated financial statements for Fiscals 2023, 2022 and 2021. For details, see *"Risk Factors – Our Statutory Auditors have included certain qualifications or adverse remarks in the annexure to their Auditor's reports on the consolidated financial statements for the Financial Years 2023 and 2022 issued under the Companies (Auditor's Report) Order, 2020. If similar comments are included in the Statutory Auditors' reports or their annexures for our financial statements in the future, the trading price of our Equity Shares may be adversely affected."* on page 29. Further, the audit and review reports of the statutory auditors of our Company contain a material uncertainty relating to going concern. For details, see *"Risk Factors – The audit and review reports of the statutory auditors of our Company contain a material uncertainty relating to going concern. There can be no assurance that any similar observations or remarks will not form part of the financial statements of our Company, or that such remarks will not affect our financial condition."* on page 23.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Promoters and Directors as on the date of this Red Herring Prospectus as disclosed in "*Outstanding Litigation and Other Material Developments*" beginning on page 604 in terms of the SEBI ICDR Regulations is provided below:

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five Fiscals	Material civil litigations#	Aggregate amount involved (₹ in million)*
Company						
By our Company	28	Nil	Nil	NA	Nil	24.16
Against our Company	79	2,349	174	NA	Nil	615,085
Subsidiaries						
By our Subsidiaries	Nil	Nil	Nil	NA	Nil	Nil
Against our Subsidiaries	Nil	145	Nil	NA	Nil	2,463
Promoters						
By our Promoters	17	Nil	Nil	Nil	Nil	58.87
Against our Promoters	53	676	26	Nil	1	127,614.06^
Directors						
By our Directors	Nil	Nil	Nil	NA	Nil	Nil
Against our Directors	11	Nil	7	NA	1	Nil

#In accordance with the Materiality Policy.
**To the extent quantifiable.*
^ Includes ₹700 million paid under protest to Madhya Pradesh Power Transmission Company Limited.

As on the date of this Red Herring Prospectus, there is no outstanding litigation involving our Group Companies, which may have a material impact on our Company. For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 604.

Risk Factors

Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 23.

Summary of Contingent Liabilities

The details of our contingent liabilities as per Ind AS 37 as at December 31, 2023 derived from our Special Purpose Interim Condensed Consolidated Financial Statements are set forth in the table below:

(₹ in million)

S. No.	Particulars	As at December 31, 2023
Contingent Liabilities		
A)	**Licensing Disputes**	
i)	OTSC (Less than 4.4 MHz)	38,570
ii)	Other licensing disputes	97,794
B)	**Other Matters not acknowledged as debt**	
i)	Income tax matters	4,834
ii)	Sales tax and entertainment tax matters	1,524
iii)	Service tax/goods and service tax (GST) matters	14,823
iv)	Entry tax and customs matters	5,567
v)	Other claims	27,105

For details on contingent liabilities as at December 31, 2023, as per Ind AS 37, see "*Special Purpose Interim Condensed Consolidated Financial Statements*" on page 205.

Summary of Related Party Transactions

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures entered into by our Company with related parties as at and for the nine months ended December 31, 2023, and December 31, 2022 and as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 derived from the Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statements, as applicable are as follows:

(₹ in million, unless stated otherwise)

Particulars	Amount					% of total revenue from operations				
	Nine months period ended December 31, 2023	Nine months period ended December 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021	Nine months period ended December 31, 2023	Nine months period ended December 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Transactions with related parties										
Sale of service	2,055	1,546	2,121	1,837	3,280	1%	-	1%	-	1%
Purchase of Service	68,979	70,302	92,721	96,998	87,302	22%	22%	22%	25%	21%
Remuneration	132	67	92	54	67	-	-	-	-	-
Directors' sitting fees paid	5	6	10	12	8	-	-	-	-	-
Expense incurred on behalf of	14	15	16	57	52	-	-	-	-	-
Expense incurred on our Company's behalf by	18	-	2	-	53	-	-	-	-	-
Receipt of money towards settlement asset	-	-	-	-	19,748	-	-	-	-	5%
Issuance of share capital against warrants	-	4,362	4,362	-	-	-	1%	1%	-	-
Proceeds from allotment of Equity Shares	-	-	-	45,000	-	-	-	-	12%	-
Insurance premium (including advance given)	4	7	7	18	67	-	-	-	-	-
Repayment of loan by	-	-	-	8	-	-	-	-	-	-
Dividend received		-	-	-	1,115	-	-	-	-	-
Donations received	346	304	304	150	217	-	-	-	-	-
Interest income on loan given	-	-	-	-	1	-	-	-	-	-
Security deposits Received	-	-	93	-	-	-	-	-	-	-
Security deposit Given	-	-	-	-	-	-	-	-	-	-
Sale of fixed assets including capital work in progress	1	-	-	-	-	-	-	-	-	-
Contribution to gratuity fund	4	200	-	-	-	-	-	-	-	-

The above transactions with the related parties are the summation of the transactions with Associates, entities having significant influence, joint ventures, KMP, promoters/ promoter group and other related parties in which directors are interested.

For details of the related party transactions, see "*Other Financial Information – Related Party Transactions*" on page 570.

Weighted average price at which Equity Shares were acquired by the Promoters of our Company

The weighted average price at which Equity Shares were acquired by our Promoters in the last three years preceding the date of this Red Herring Prospectus is as follows:

Name	No. of Equity Shares acquired in the last three years	Weighted average price of Equity Shares acquired in the last three years*
Euro Pacific Securities Ltd	2,394,291,759	12.75

Name	No. of Equity Shares acquired in the last three years	Weighted average price of Equity Shares acquired in the last three years*
Prime Metals Ltd	570,958,646	13.30

As certified by Suresh Surana & Associates LLP, Chartered Accountants, by way of their certificate dated April 11, 2024.

The weighted average price at which Equity Shares were acquired by our Promoters in the last 18 months preceding the date of this Red Herring Prospectus is as follows:

Name	No. of Equity Shares acquired in last 18 months	Weighted average price of Equity Shares acquired in the last 18 months*
Euro Pacific Securities Ltd	427,656,421	10.20

As certified by Suresh Surana & Associates LLP, Chartered Accountants, by way of their certificate dated April 11, 2024.

No Equity Shares were acquired by our Promoters in the last one year preceding the date of this Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by the selling shareholders

There are no selling shareholders as the Offer is a fresh issue of Equity Shares.

Average cost of acquisition for the Promoters

The average cost of acquisition of Equity Shares acquired by the Promoters, as on the date of this Red Herring Prospectus is:

Name of the Promoter	Number of Equity Shares held	Average cost of Acquisition per Equity Share (in ₹)*
Kumar Mangalam Birla	864,906	27.86
Hindalco Industries Limited	751,119,164	11.74
Grasim Industries Limited	3,317,566,167	16.32
Birla TMT Holdings Private Limited	353,798,538	24.59
Vodafone International Holdings B.V.	Nil	NA
Al-Amin Investments Limited	812,744,186	24.36
Asian Telecommunication Investments (Mauritius) Limited	980,469,868	24.36
CCII (Mauritius), Inc.	446,059,752	24.36
Euro Pacific Securities Ltd	5,593,277,865	18.13
Vodafone Telecommunications (India) Limited	1,624,511,788	24.36
Mobilvest	1,675,994,466	24.36
Prime Metals Ltd	2,756,484,727	22.07
Trans Crystal Ltd	1,461,143,311	24.36
Omega Telecom Holdings Private Limited	279,017,784	51.50
Usha Martin Telematics Limited	91,123,113	51.50

As certified by Suresh Surana & Associates LLP, Chartered Accountants, by way of their certificate dated April 11, 2024.

Details of price at which Equity Shares were acquired in the last three years preceding the date of this Red Herring Prospectus by our Promoters, members of Promoter Group and the other shareholders with rights to nominate directors or have other rights, are disclosed below:

Name of the acquirer/Shareholder	Date of allotment/ acquisition of Equity Shares	Number of equity shares acquired	Acquisition price per equity share (in ₹)*	Nature of acquisition
Promoters				
Euro Pacific Securities Ltd	March 31, 2022	1,966,635,338	13.30	Further allotment pursuant to preferential allotment
	February 14, 2023	427,656,421	10.20	Further allotment pursuant to conversion of warrants to Equity Shares
	Total	**2,394,291,759**	**12.75**	
Prime Metals Ltd	March 31, 2022	570,958,646	13.30	Further allotment pursuant to preferential allotment
	Total	**570,958,646**	**13.30**	
Promoter Group (other than our Promoters)				
Oriana Investments Pte. Ltd.	March 31, 2022	845,864,661	13.30	Further allotment pursuant to preferential allotment
	Total	**845,864,661**	**13.30**	
Other Shareholders with nominee director rights or other rights				
Nil				

** As certified by Suresh Surana & Associates LLP, Chartered Accountants, by way of their certificate dated April 11, 2024.*

Weighted average cost of acquisition of all Equity Shares transacted in the one year, 18 months and three years preceding the date of this Red Herring Prospectus

The weighted average cost of acquisition of all Equity Shares transacted in (a) the one year preceding the date of this Red Herring Prospectus; (b) the 18 months preceding the date of this Red Herring Prospectus; and (c) the three years preceding the date of this Red Herring Prospectus, are as follows*:

Period	Weighted average cost of acquisition per Equity Share (in ₹)	Range of acquisition price: Lowest Price – Highest Price (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition#
Last one year preceding the date of this Red Herring Prospectus	12.13	6.01-18.42	[●]
Last 18 months preceding the date of this Red Herring Prospectus	10.50	5.70-18.42	[●]
Last three years preceding the date of this Red Herring Prospectus	10.24	4.55-18.42	[●]

#To be updated once the Price Band information is available.
**We are not aware of any off-market secondary transactions of Equity Shares.*

Issue of Equity Shares made in the last one year for consideration other than cash

Except as disclosed in the section *"Capital Structure"* beginning on page 64, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

Split or consolidation of Equity Shares in the last one year

Our Company has not undertaken split or consolidation of the Equity Shares of our Company in the last one year preceding the date of this Red Herring Prospectus.

Size of the pre-FPO placement and allottees, upon completion of the placement

Our Company is not contemplating any pre-FPO placement.

Financing Arrangements

There have been no financing arrangements whereby the Promoters, members of our Promoter Group, our Directors or any of their relatives, have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the relevant financing entity) during a period of six months immediately preceding the date of filing of this Red Herring Prospectus.

Exemptions from complying with any provision of securities laws, if any, granted by the SEBI

1. Our Company had filed an exemption application dated January 25, 2019 with SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations, seeking an exemption from classifying and disclosing Neerja Birla's (our Promoter Kumar Mangalam Birla's wife) parents and brothers (namely, the father Shambhukumar S. Kasliwal, the mother Rajkumari S. Kasliwal and the brothers Vikas S. Kasliwal, Nitin S. Kasliwal and Mukul S. Kasliwal, together referred to as the "**Identified Relatives**") and any body corporate(s) in which they hold 20% or more of the equity share capital or any firm or HUF in which they are partner / member, and any such body corporate(s) holding 20% or more of the equity share capital in other body corporate(s), or in case any of the Identified Relatives (in aggregate) holding 20% or more of the share of any firm or Hindu Undivided Family (collectively referred to as the "**Related Entities**"), as members of our Promoter Group in the letter of offer filed in respect of the rights issue undertaken by our Company in 2019. Pursuant to its letter dated February 15, 2019 bearing reference no. CFD/DIL-II/ADM/AB/OW/2019/4363/1, SEBI has granted an exemption in relation to the foregoing ("**2019 Exemption**"). Subsequently, our Company had sought a confirmation from the NSE, by way of a letter dated March 20, 2024, on the 2019 Exemption holding good for the Offer. The NSE by way of its communication dated April 3, 2024, has confirmed that, subject to certain conditions, the 2019 Application holds good for the Offer.

Certain Conventions

All references to "India" contained in this Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a 'year' in this Red Herring Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers are to the page numbers of this Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Red Herring Prospectus have been derived from the Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statements, as applicable. For further information, see "*Consolidated Financial Statements*" beginning on page 204.

We have included the Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statements in this document (collectively, referred to as the "**Consolidated Financial Statements**"). For further information, see "*Consolidated Financial Statements*" beginning on page 204.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Red Herring Prospectus to a particular FY, Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year. Financial information for nine months ended December 31, 2023 and 2022 is not indicative of annual financial results and are not comparable with annual financial statements

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS and other accounting principles, see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian Generally Accepted Accounting Principles, U.S. Generally Accepted Accounting Principles and International Financial Reporting Standards, which may be material to investors' assessments of our financial condition*" on page 44.

Unless the context otherwise indicates, any percentage amounts or ratios (excluding certain operational metrics), relating to the financial information of our Company in this Red Herring Prospectus have been calculated on the basis of our Consolidated Financial Statements, as applicable.

Our Statutory Auditors have provided no assurance or services related to any prospective financial information.

Non-Generally Accepted Accounting Principles Financial Measures

Certain non-GAAP measures such as EBITDA and EBITDA Margin, Net Asset Value per Equity Share and Net Worth and Return on Net Worth ("**Non-GAAP Measures**") presented in this Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. In evaluating our business, we consider and use these Non-GAAP Measures as a supplemental measure to review and assess our operating performance. The presentation of these Non-GAAP Measures is not intended to be considered in isolation or as a substitute for the Consolidated Financial Statements. We present these Non-GAAP Measures because they are used by us to evaluate our operating performance. These Non-GAAP Measures are not defined under Ind AS and are not presented in accordance with Ind AS. The Non-GAAP Measures have limitations as analytical tools. Further, these Non-GAAP Measures may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. The principal limitation of these Non-GAAP Measures is that they exclude significant expenses that are required by Ind AS to be recorded in our financial statements, as further detailed in the reconciliation of each Non-GAAP Measure to the most directly comparable Ind AS measure in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 577. Although these Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Investors are encouraged to review the related Ind AS financial measures and the reconciliation of Non-GAAP Measures to their most directly comparable Ind AS financial measures and to not rely on any single financial measure to evaluate our business.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "U.S.D." or "USD" or "$" "US$" are to United States Dollars, the official currency of the United States of America.
- "GBP" or "£" are to British Pound Sterling, the official currency of the United Kingdom;
- "Euro" or "€" are to Euro, the official currency of certain member states of the European Union;
- "MYR" are to Malaysian Ringgit, the official currency of Malaysia;
- "ZAR" are to South African Rand, the official currency of the Republic of South Africa;
- "KES" are to Kenyan Shilling, the official currency of the Republic of Kenya;
- "TRY" are to Turkish Lira, the official currency of the Republic of Turkey;
- "ALL" are to Albanian Lek, the official currency of the Republic of Albania;
- "CDF" are to Congolese Franc, the official currency of the Democratic Republic of the Congo;
- "GHS" are to Ghanaian Cedi, the official currency of the Republic of Ghana; and
- "IDR" are to Indonesian Rupiah, the official currency of the Republic of Indonesia.

Our Company has presented certain numerical information in this Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Red Herring Prospectus in such denominations as provided in the respective sources.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Due to such rounding off, in certain instances, the sum or percentage change of such numbers may not conform exactly to the total figure given. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

Exchange Rates

This Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the other currencies:

(Amount in ₹)

Currency	As at December 31, 2023*	As at December 31, 2022$	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
1 US$	83.19	82.72	82.11	75.90	73.16
1 GBP	105.92	100.11	101.55	99.82	100.95
1 Euro	91.83	88.78	89.27	84.21	85.92
1 MYR	18.12	18.79	18.56	18.05	17.66
1 ZAR	4.54	4.86	4.62	5.19	4.95
1 KES	1.8892	1.4921	1.6123	1.5141	1.4951
1 TRY	2.81	4.42	4.27	5.16	8.84
1 ALL	1.1257	1.2946	1.2692	1.4417	1.4332
1 CDF	32.85	24.78	25.07	26.46	27.11
1 GHS	0.14	0.10	0.14	0.10	0.08
1 IDR	0.005	0.005	0.005	0.005	0.005

**Since December 31, 2023 and December 30, 2023 were holidays, the conversion rate as on December 29, 2023 is provided.*
$ Since December 31 2022 was a holiday, the conversion rate as on December 30, 2022 is provided.
Sources:
(1) https://www.x-rates.com/historical/?from=INR&amount=1&date=2023-12-31,
(2) https://www.exchangerates.org.uk/INR-ALL-31_12_2023-exchange-rate-history.html
(3) https://www.exchangerates.org.uk/INR-KES-31_03_2023-exchange-rate-history.html
(4) https://cuex.com/en/inr-cdf
(5) https://cuex.com/en/inr-ghs

Industry and Market Data

Unless stated otherwise, industry and market data used in this Red Herring Prospectus has been obtained or derived from publicly available information as well as industry publications and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy, adequacy, completeness or underlying assumptions are not guaranteed and their reliability cannot be assured. Although the industry and market data used in this Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" beginning on page 23.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" beginning on page 85 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Accordingly, no investment decision should be made solely on the basis of such information.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority, including the United States Securities and Exchange Commission ("**SEC**"). Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares offered in the Offer have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Red Herring Prospectus as "**U.S. QIBs**") under Section 4(a) of the U.S. Securities Act and (b) outside the United States in an "offshore transaction" as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs".

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "project", "seek", "shall", "will", "will achieve", "will continue", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. All statements in this Red Herring Prospectus that are not statements of historical fact are 'forward–looking statements'.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Our Company has a material uncertainty relating to going concern and our Group's ability to continue as a going concern is dependent on its ability to raise additional funds as required and successful negotiations with lenders and vendors for continued support and generation of cash flow from its operations that it needs to settle its liabilities as they fall due;
- 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;
- We require significant capital to fund our capital expenditure and working capital requirements;
- Our Company has incurred significant indebtedness and has not complied with certain covenants under its financing agreements; and
- 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.

For further details regarding factors that could cause actual results to differ from expectations, see "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 23, 105, 124 and 577, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect current views of our Company as on the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, our Key Management Personnel, our Subsidiaries, our Associates, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the requirements of SEBI, our Company shall ensure that investors are informed of material developments from the date of this Red Herring Prospectus in relation to the statements and undertakings made by it in this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer.

SECTION II: RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares and the industry in which we currently operate or propose to operate in India. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of our business and operations, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Key Industry Regulations and Policies " and "Government and Other Approvals" on pages 105, 124, 577, 139 and 649, respectively, as well as the financial, statistical and other information contained in this Red Herring Prospectus.

In making an investment decision, prospective investors must rely on their own examination of our business and operations and the terms of the Offer, including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section.

Unless otherwise stated and unless the context otherwise requires, the financial information used in this section is based on the Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statement, as applicable. For further information, see "Audited Consolidated Financial Statements" and "Special Purpose Interim Condensed Consolidated Financial Statements" on pages 288 and 205, respectively.

Unless the context otherwise requires, in this section, references to "the Company", or "our Company" refer to Vodafone Idea Limited on a standalone basis while "we", "us" and "our" refer to Vodafone Idea Limited on a consolidated basis.

This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward- looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. See "Forward-Looking Statements" on page 22.

Risks relating to our business

1. The audit and review reports of the statutory auditors of our Company contain a paragraph on material uncertainty relating to going concern. There can be no assurance that any similar observations or remarks will not form part of the financial statements of our Company, or that such remarks will not affect our financial condition.

Our statutory auditors have considered our financial condition as of December 31, 2023 and our debt obligations due for the next 12 months and have noted that our financial performance has impacted our ability to generate the cash flow that we need to settle and refinance our liabilities as they fall due.

Our statutory auditors have observed a material uncertainty related to going concern in their review reports for the nine months ended December 31, 2023 and December 31, 2022, and audit reports for the Financial Years 2023, 2022 and 2021. The observation of our statutory auditors in their review report for the nine months ended December 31, 2023, is as follows:

The Group's ability to continue as a going concern is dependent on its ability to raise additional funds as required and successful negotiations with lenders and vendors for continued support and generation of cash flow from its operations that it needs to settle its liabilities as they fall due.

Following the completion of the Offer, we will raise proceeds amounting to ₹[●]. However, there can be no assurance that any similar observations or remarks will not form part of the financial statements of our Company or our Subsidiaries in the future, or that such remarks will not affect our financial condition.

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, results of operations and cash flows may be adversely affected.***

The telecommunications industry is characterized by technological changes, including an increasing pace of change in existing mobile systems, industry standards, customer demand and behaviour and ongoing improvements in the capacity and quality of network. As new technologies develop, our equipment and networks may need to be replaced or upgraded, or our networks may need to be rebuilt in whole or in part in order to sustain our competitive position in the Indian mobile telecommunications industry. As a result, we may require substantial capital expenditure and access to related technologies in order to integrate new technologies with our existing technologies and networks and phase out outdated and unprofitable technologies and networks. For details on our capital expenditure incurred on new site rollout and site upgradations, fibre rollouts, automation of process and development of new applications, see "—*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*" on page 24.

If we are unable to modify our networks and equipment on a timely and cost effective basis, we may lose subscribers, which may have an adverse impact on our results of operations, financial condition and cash flows.

Deployment of new technologies such as 5G and 6G involves significant additional resources and capital expenditure. Furthermore, high-speed data services, innovative mobile applications, over-the-top media services and fixed wireless access have emerged as key competitive factors for subscribers in India. We may not be able to provide these services or expand our offerings in a manner that enables us to compete effectively in the Indian telecom sector. If the costs associated with new technologies are higher than anticipated, our business, financial condition and results of operation may be adversely affected. In addition, we face the risk of unforeseen complications in the deployment of new services, networks and technologies, and we cannot assure you that these new technologies will be commercially successful. Our results of operations would also suffer if our new services and products are not well-received by our subscribers, are not appropriately timed with market opportunities or are not effectively brought to market. To the extent we do not keep pace with technological advances or fail to respond in a timely manner to changes in the competitive environment affecting our industry, we could lose market share or experience a decline in our business, prospects, results of operations and cash flows.

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.***

We operate in a capital-intensive industry with relatively long gestation periods. Our funding requirements are primarily towards purchase of certain equipment for the expansion of our network infrastructure by setting up new 4G sites, expanding the capacity of existing 4G sites and new 4G sites, and setting up new 5G sites. For details, see "*Objects of the Offer*" on page 75. However, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, future cash flows being less than anticipated, price increases, unanticipated expenses, imposition of taxes, regulatory and technological changes, limitations on spectrum availability, market developments and new opportunities in the industry.

The table below sets out details of our capital expenditure (including capital expenditure on property, plant and equipment, bandwidth, capital work-in-progress, intangible assets, and excluding expenditure incurred on right of use assets and spectrum), for the nine months ended December 31, 2023 and 2022 and the Financial Years 2023, 2022 and 2021:

Particulars	For the nine months ended December 31, 2023	For the nine months ended December 31, 2022	For the Financial Year 2023	For the Financial Year 2022	For the Financial Year 2021
Capital expenditure (including capital expenditure on property, plant and equipment, bandwidth, capital work-in-progress, intangible assets, and excluding expenditure incurred on right of use assets and spectrum) (in ₹ million)	13,049	27,965	33,565	44,914	41,513

The financing required for such investments may not be available to us on acceptable terms or at all and we may be restricted by our existing or future financing arrangements. Furthermore, if we raise additional funds through the incurrence of debt, our interest obligations will increase, which could affect our profitability and other financial measures. If we raise additional funds through the issuance of equity or equity linked instruments, your ownership interest in our Company may be diluted.

We have in the past and may continue in the future to rely on financial support from our Promoters, Shareholders and related parties and we cannot assure you that such financial support will continue to be available on acceptable terms or at all. Our ability to finance our capital expenditure plans is also subject to a number of risks, contingencies and other factors, some of which are beyond our control, including borrowing or lending restrictions under applicable laws and general economic and market conditions.

Prudential norms, including single and group borrower concentration limits prescribed by the RBI to bank lenders in India may restrict our ability to seek additional credit facilities from our current bank lenders to fund our business requirements in the future. Therefore, we may be required to maintain multiple banking relationships on an ongoing basis, or enter into new banking relationships in the future. We cannot assure you that new bank credit facilities will be available to us in a timely manner, on commercially viable terms, or at all. Any inability to obtain sufficient financing could result in the delay or abandonment of our development and expansion plans, the failure to meet roll-out obligations pursuant to our licenses or our inability to continue to provide appropriate levels of service in all or a portion of our service areas, which may lead to penalties or loss of license.

4. ***Our Company has incurred significant indebtedness and has not complied with certain covenants under its financing agreements. Our inability to meet our obligations, including financial and other covenants, under our debt financing arrangements could adversely affect our business, results of operations, financial condition and cash flows.***

As of February 29, 2024, our borrowings were as follows:

(in ₹ million)

Particulars	As of February 29, 2024
Optionally Convertible Debentures(1)	16,000
Debt From Banks and Financial Institutions	44,193
Adjusted Gross Revenue ("**AGR**") Liability	651,107
Deferred Spectrum Payment Obligations (**"DPO"**)	1,306,991
Total Indebtedness	**2,018,291**

(1) *Prior to conversion of 14,400 optionally convertible debentures into 1,440,000,000 Equity Shares of face value of ₹10 each issued to ATC Telecom Infrastructure Private Limited on March 23, 2024.*

Our obligations to the Government of India for AGR and DPO accounted for more than 97% of our borrowings, as of February 29, 2024. On September 15, 2021, the Government of India announced a comprehensive telecom reform package for the telecom sector ("**Telecom Reform Package**") including measures to address structural, procedural and liquidity issues faced by telecom providers in India. As part of the Telecom Reform Package, we opted for a four year moratorium towards deferment of spectrum payment obligations related to spectrum auctions conducted until 2016 and AGR dues until Financial Year 2019. Further, on January 10, 2022, our Board of Directors also approved the upfront conversion of the full amount of interest arising due to deferment of spectrum instalments and AGR dues until Financial Year 2017 into equity.

On February 7, 2023, we allotted 16.13 billion equity shares of the face value of ₹10 each at an issue price of ₹10 each to the Government of India, pursuant to conversion of loan representing NPV of the interest related to deferment of spectrum auction instalments and AGR dues until Financial Year 2017 into equity shares. Following the allotment, as on the date of this Red Herring Prospectus, the shareholding of the Government of India in our Company was 32.19%. At the end of four year moratorium, we may not be able to meet our obligations, which could adversely affect our credit rating, business, results of operations, financial condition and cash flows. The moratorium period for the spectrum payment obligations related to spectrum auctions conducted until 2016 ends between October 2025 to September 2026. The moratorium period for AGR payments ends in March 2026.

For our spectrum payment obligations, we are required to provide bank guarantees at least 13 months prior to expiry of the relevant moratorium period. The value of these instalment payments is ₹247,469 million (calculated on a yearly basis). We will be required to arrange for bank guarantees at the relevant time or seek a waiver from DoT from providing bank guarantees considering the fact that requirement for providing bank guarantees for the annual instalments has been removed in the notice inviting applications ("**NIA**") for spectrum in the 2022 spectrum auction as well as in the NIA for the 2024 spectrum auction. In the event that we are unable to provide such bank guarantees at the relevant time, or at all, or are unable to obtain a waiver from DoT, we could be in breach of the conditions of the notice inviting applications, which could lead to encashment of our existing bank guarantees, or lead to liquidated damages being imposed, the curtailment of any spectrum allocation to us, or any other remedy determined by the DoT.

Our annual cash obligation towards DPO for the spectrum acquired in the 2021 and 2022 spectrum auctions are ₹18,435 million. Following the expiration of the moratorium period, our cash flow obligation towards DPO and AGR dues will amount to ₹290,737 million for the Financial Year 2026 and ₹430,185 million per year for the period from Financial Year 2027 to Financial Year 2031. As per the Telecom Reform Package, the Government of India has the option to convert the outstanding amount relating to the deferred payment of DPO and AGR dues by way of equity at the end of the Moratorium.

Furthermore, in connection with our borrowings from banks and financial intuitions, we have entered into several financing arrangements that contain provisions that restrict our ability to do, among other things, the following:

- changes in the capital structure or shareholding pattern of our Company;
- undertaking guarantee obligations on behalf of any third party;
- change in the constitution of our Company;
- change in the management, including the composition of the board of directors of our Company;
- changes in the practice with respect to remuneration of directors by means of ordinary remuneration or commission, scale of sitting fees;
- investment by way of share capital or extending loans or advances or placing deposits with any other entity (including group companies and associate companies);
- declaration of dividend except out of profits relating to the financial year;
- carrying out any change of business; and
- transfer of assets.

Under the terms of our financing arrangements, we are required to obtain approvals and make intimations to our lenders prior to undertaking any of these significant actions. We cannot assure you that our lenders will grant the required approval in a timely manner, or at all. The time required to secure consents from our lenders may hinder us from taking advantage of a dynamic market environment and may adversely affect our competitive position. For the purpose of the Offer, our Company has received prior consent/ confirmations from our lenders, as required under the relevant loan documents and intimated other lenders, as applicable for undertaking activities relating to the Offer including consequent actions, such as change in our capital structure and changes in constitutional documents. In addition to the restrictions listed above, we are required to maintain certain financial ratios under our financing arrangements. These financial ratios and the restrictive provisions could limit our flexibility to engage in certain business transactions or activities, which could put us at a competitive disadvantage and could have an adverse effect on our business, results of operations and financial condition. As of February 29, 2024, we were not in compliance with certain financial covenants under our financing arrangements. These include:

- the covenant relating to compliance of the net debt to net worth ratio in our Company's term loan facility with the State Bank of India under which the amount outstanding as of February 29, 2024 was ₹26,093 million;

- the covenant relating to compliance of the net debt to net worth ratio in our Company's term loan facility with Punjab National Bank under which the amount outstanding as of February 29, 2024 was ₹11,327 million;

- the covenant relating to compliance of the net debt to net worth ratio in our Company's term loan facility with Canara Bank under which the amount outstanding as of February 29, 2024 was ₹4,969 million; and

- the covenant relating to compliance of the net debt to EBITDA and interest coverage ratios in our Company's non-fund based bank guarantee facility with ICICI Bank under which the bank guarantee amount outstanding as of February 29, 2024 was ₹2,488 million;

In addition to the above, we have not created security in respect to our term loan facility with IDFC Bank under which the amount outstanding as of February 29, 2024 was ₹1,804 million

While we have not procured waivers under such financing arrangements, as of December 31, 2023, we have met all our debt obligations to our lenders along with applicable interest.

In the event that we are unable to remedy defaults or obtain necessary waivers for any future non-compliances, in a timely manner, or at all, one or more of our lenders may accelerate our obligations under the financing agreements and seek to invoke or enforce their security interest in respect of such borrowings. Any failure to comply with a condition or covenant under our financing agreements that is not waived by our lenders or is otherwise not cured by us may also trigger cross default and cross acceleration provisions under certain of our other financing agreements and the relevant lenders may take action such as requiring immediate repayment which may adversely affect our ability to conduct our business.

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.

Our telecommunication licenses and spectrum allocations are subject to the terms and conditions contained in the licenses, ongoing review and other approvals by the relevant authorities. They are also subject to conditions such as maintenance of prescribed standards and inspections and may require us to submit periodic compliance reports and incur substantial expenditure. For further details, see "*Key Industry Regulations and Policies*" on page 139. We cannot assure you that our licenses and spectrum will be renewed on satisfactory terms, or at all. Our licenses and spectrum allocations are subject to varying interpretations and the licensor reserves the unilateral right to amend the terms and conditions of our telecommunication licenses as also the conditions relating to our participation in subsequent spectrum auctions. In the event the licensor exercises or alters any such right or condition relating to participation in subsequent spectrum auction,, our business, prospects, results of operations and financial condition may be adversely affected.

We may be required to reacquire spectrum in several service areas through an auction process, which could be at substantially high price than spectrum acquired by us earlier. 6.2 MHz spectrum (900 MHz) in the Uttar Pradesh (West) service area expired in February 2024, and 4.4 MHz spectrum (900 MHz) and 1.8 MHz spectrum (1800 MHz) in the West Bengal service area expired in March 2024. However, we extended a portion of spectrum in the Uttar Pradesh (West) service area (5 MHz out of 6.2 MHz) and our entire 900 MHz spectrum (4.4 MHz) in the West Bengal service area for a period of three months from the date of expiry. Our 900 MHz spectrum in the Uttar Pradesh (West) and West Bengal service areas are now due to expire in May 2024 and June 2024, respectively.

Furthermore, a part of our spectrum for the 1800 MHz spectrum in the Bihar, Mumbai, Assam, Himachal Pradesh, Jammu and Kashmir, North East and Orissa service areas are due to expire in 2026, and a portion of our 1800 MHz spectrum in the Madhya Pradesh service area is due to expire in 2027. We cannot assure you that we will be able to continue to hold our existing spectrum, which could have an adverse effect on our business.

The DoT stipulates minimum rollout obligations for 5G services where spectrums have to be deployed by telecommunications providers within certain time frames to avoid penalties from the DoT. In our case, although we have completed the minimum rollout obligations in four service areas of Maharashtra, Delhi, Tamil Nadu, and Punjab, by collaborating with original equipment manufacturers, we are yet to meet our minimum rollout obligations for our other service areas. If we are unable to meet our rollout obligations for our other service areas within the stipulated timeframe, our spectrum allotment could be withdrawn and we could be subject to additional damages under the terms of the allotment.

There continues to be uncertainty relating to any additional terms that may be imposed upon successful bids. We have, in the past, paid significant amounts for acquisition of spectrum, and we may have to pay substantial spectrum fees, as well as meet specified network build-out requirements as we acquire additional spectrum in future. Furthermore, to obtain or renew our licenses or spectrum, we may need to seek further funding through additional borrowings or offerings, and we cannot assure you that such funding will be obtained on satisfactory terms, or at all, which could adversely affect our business, prospects, financial condition and results of operations. For details in relation to the spectrum auction process and other applicable regulations, see "*Key Industry Regulations and Policies*" on page 139.

6. ***Non-payment of large dues to our vendors, especially tower vendors and equipment suppliers, could have an adverse effect on our business and operations. As at December 31, 2023 and December 31, 2022 and as at March 31, 2023, March 31, 2022 and March 31, 2021, we had trade payables aggregating to ₹138,078 million, ₹148,274 million, ₹136,422 million, ₹132,551 million and ₹134,025 million, respectively, payables for capital expenditure aggregating to ₹69,262 million, ₹63,838 million, ₹66,052 million, ₹67,793 million and ₹84,224 million, and lease liabilities aggregating to ₹367,121 million, ₹385,207 million, ₹361,800 million, ₹228,434 million and ₹214,099 million, respectively.***

Our operations rely heavily on our vendors, particularly tower vendors and equipment suppliers. Timely payments to these vendors are essential to ensure continued service provision and network expansion.

As at December 31, 2023, we have a significant amount of outstanding dues payable to our vendors. To partially fulfil our contractual obligations, we have negotiated extended credit periods with some vendors. We are also actively engaged in ongoing discussions with our vendors to secure their continued support. These discussions include the development of mutually agreeable payment plans to address outstanding dues.

The table below sets out details of our trade payables, payables for capital expenditure and lease liabilities, as at December 31, 2023 and December 31, 2022, and as at March 31, 2023, March 31, 2022 and March 31, 2021:

(in ₹ million)

Particulars	As at December 31, 2023	As at December 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Trade payables(1)	138,078	148,274	136,422	132,551	134,025
Payable for capital expenditure(2)	69,262	63,838	66,052	67,793	84,224
Lease liabilities(3)(4)	367,121	385,207	361,800	228,434	214,099

Note: The aforementioned amounts include amounts accrued but not due for the relevant period/year.

(1) Includes current and non-current trade payables.

(2) Includes current and non-current payable for capital expenditure.

(3) Includes current lease liabilities and non-current lease liabilities.

(4) Denotes lease liabilities payable over the entire lease term period.

Any failure to resolve outstanding vendor dues, any related penalties, if any, could have an adverse effect on our business and operations. Our tower vendors and equipment suppliers may pursue legal action against us and discontinue essential services, such as tower access or equipment supply, which could significantly impact our network operations and customer service. Continued non-payment of vendors could further also strain our liquidity and cash flow, limit our ability to meet other financial obligations, and impact our ability to deliver services to customers.

7. We face intense competition that may have an impact on our market share and profitability.

Competition in the Indian telecommunications industry is intense and our primary competitors are other telecommunication companies such as Bharti Airtel Limited, Reliance Jio Infocomm Limited, Bharat Sanchar Nigam Limited and Mahanagar Telephone Nigam Limited. See also, "*Industry Overview*" on page 105. We may also face increased competition from new entrants in the telecommunications industry in India, or if any of our competitors begin to engage in infrastructure or spectrum sharing, or other similar arrangements. Our competitors may be able to offer services at lower prices than us and may be able to bundle services and offer telecom solutions to their customers in ways that we may not be able to provide. Furthermore, we may also face increased competition as a result of consolidation among telecom operators in India. Various technology focused companies have invested, and may in the future invest, in one or more of our competitors. As a result, such competitors may enjoy certain captive technological advantages on account of their strategic partnerships.

Competition may affect our ability to competitively bid for spectrum that the Government intends to auction, may result in decline in our subscriber base, cause a decrease in realisation rates and our average revenue per user ("**ARPU**"), an increase in subscriber churn and an increase in selling and promotional expenses, all of which could have an adverse effect on our business and results of operations.

We also face competition from providers of new telecommunication services as a result of technological developments and the convergence of various telecommunication services. For example, internet based services allow users to make calls, send text messages and offer other advanced features such as the ability to route calls to multiple handsets and access to internet services without the same amount of regulatory costs and scrutiny as telecom operators. This may reduce customers' reliance on more traditional telecom services such as voice calls and short message services, resulting in a decline in our revenues.

We compete for customers based on various factors, including service offerings, tariffs, call quality, data use experience, network area and customer service. If we do not compete in these areas effectively, it could lead to a reduction in the rate at which we add new customers, an increase in our customer churn, a reduction in the usage of our services by our customers, a decrease in our market share, a reduction in revenue and an increase in our marketing and other expenses. Competition may also bid aggressively for spectrum and affect our ability to bid competitively for spectrum that the Government auctions in the future. If our competitors acquire better portfolio of spectrum, they could provide more attractive services than us, which could have an adverse effect on our business. See also, "—*Churn in the mobile telecommunications industry in India is high and we cannot assure you that we will be able to retain all our existing subscribers or that we will be successful in subscriber additions, which may have an adverse effect on our business and results of operations*" on page 32.

8. There are outstanding legal proceedings involving our Company, and certain Subsidiaries, Promoters, Directors and Group Companies. Any adverse outcome in any of these proceedings may adversely affect our reputation, business, operations, financial condition and results of operations.

There are certain outstanding legal proceedings and claims involving our Company, certain Subsidiaries, Promoters, Directors and Group Companies, which are pending at different levels of adjudication before various courts, tribunals and other authorities, as applicable.

Such proceedings could divert management time and attention and consume financial resources in their defence or prosecution. There can be no assurance that these legal proceedings will be decided in favour of our Company, our Subsidiaries, the Promoters, the Directors or the Group Companies. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could increase our expenses and our liabilities and could adversely affect our reputation, business, results of operations and prospects.

A summary of the litigation involving our Company, our Subsidiaries, our Promoters and our Directors is set out below:

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five Fiscals	Material civil litigations#	Aggregate amount involved (₹ in million)*
Company						
By our Company	28	Nil	Nil	NA	Nil	24.16

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five Fiscals	Material civil litigations#	Aggregate amount involved (₹ in million)*
Against our Company	79	2,349	174	NA	Nil	615,085
Subsidiaries						
By our Subsidiaries	Nil	Nil	Nil	NA	Nil	Nil
Against our Subsidiaries	Nil	145	Nil	NA	Nil	2,463
Promoters						
By our Promoters	17	Nil	Nil	Nil	Nil	58.87
Against our Promoters	53	676	26	Nil	1	127,614.06^
Directors						
By our Directors	Nil	Nil	Nil	NA	Nil	Nil
Against our Directors	11	Nil	7	NA	1	Nil

#In accordance with the Materiality Policy.

**To the extent quantifiable.*

^ Includes ₹ 700 million paid under protest to Madhya Pradesh Power Transmission Company Limited.

See also, "*Outstanding Litigation and Material Developments*" on page 604.

9. ***Our Statutory Auditors have included certain qualifications or adverse remarks in the annexure to their Auditor's reports on the consolidated financial statements for the Financial Years 2023 and 2022 issued under the Companies (Auditor's Report) Order, 2020. If similar comments are included in the Statutory Auditors' reports or their annexures for our financial statements in the future, the trading price of our Equity Shares may be adversely affected.***

Our Statutory Auditor's reports on the consolidated financial statements for the Financial Years 2023 and 2022 included a statement on certain matters specified in the Companies (Auditor's Report) Order, 2020, which was modified to indicate the following:

For the Financial Year 2023:

The Company is in process of updating quantitative and situation details in fixed assets records maintained by the Company for network assets being relocated as part of network integration activity in respect of the Company and its subsidiary, Vodafone Idea Telecom Infrastructure Limited.

Verification of property, plant and equipment which are within its active network systems database through the centralized control centers and other records, commenced during the previous year and is not yet completed as of reporting date. Hence, auditors are unable to comment on the discrepancies, if any, that may arise upon such verification in respect of the Company and its subsidiary, Vodafone Idea Telecom Infrastructure Limited.

Funds raised on short term basis has used for long term purposes in respect of the Company and its subsidiaries, Vodafone Idea Telecom Infrastructure Limited, Vodafone Idea Business Service Limited, Vodafone Idea Manpower Service Limited, Vodafone M-Pesa Limited, You Broadband India Limited and Vodafone Idea Technology Services Limited.

Internal audit system not established for the year and reports of internal auditors not considered in respect of Vodafone M-Pesa Limited.

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying those financial statements, the auditor's knowledge of the Board of Directors and management plans, there exists a material uncertainty that the Company may not be capable of meeting its liabilities, existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date in respect of the Company and its subsidiaries, Vodafone Idea Telecom Infrastructure Limited, Vodafone Idea Business Service Limited, Vodafone Idea Manpower Service Limited, Vodafone Idea Shared Services Limited, You Broadband India Limited and Vodafone Idea Technology Services Limited.

For the Financial Year 2022:

The Company is in process of updating quantitative and situation details in fixed assets records maintained by the Company for network assets being relocated as part of network integration activity in respect of the Company and its subsidiary, Vodafone Idea Telecom Infrastructure Limited.

Verification of property, plant and equipment which are within its active network systems database through the centralized control centers and other records, has commenced during the year and is in the process as of reporting date.

Hence, auditors are unable to comment on the discrepancies, if any, that may arise upon such verification in respect of the Company.

Funds raised on short term basis have been used for long term purposes in respect of the Company and its subsidiaries, Vodafone Idea Telecom Infrastructure Limited, Vodafone Idea Business Service Limited, Vodafone Idea Manpower Service Limited, Vodafone Idea Shared Services Limited, Vodafone M-Pesa Limited, You Broadband India Limited, Vodafone Idea Technology Services Limited.

Internal audit system not established for the year and reports of internal auditors not considered in respect of Vodafone M-Pesa Limited.

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying those financial statements, the auditor's knowledge of the Board of Directors and management plans, there exists a material uncertainty that the Company may not be capable of meeting its liabilities, existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date in respect of the Company and its subsidiary, Vodafone Idea Telecom Infrastructure Limited, Vodafone Idea Business Service Limited, Vodafone Idea Manpower Service Limited, Vodafone Idea Shared Services Limited, You Broadband India Limited.

If similar comments are included in the Statutory Auditor's reports or their annexures for our financial statements in the future, the trading price of our Equity Shares may be adversely affected.

10. ***Aditya Birla Idea Payments Bank Limited, a Group Company and Associate of the Company, is currently under liquidation. We cannot assure you that such liquidation proceedings will be concluded in a timely manner. All disclosures pertaining to Aditya Birla Idea Payments Bank Limited in the Red Herring Prospectus are based on publicly available information only.***

As notified by way of the RBI notification dated November 18, 2019, pursuant to a voluntarily winding up application by Aditya Birla Idea Payments Bank Limited, a Group Company and Associate of the Company, the High Court of Judicature at Bombay passed an order on September 18, 2019 and has appointed an official liquidator in respect of the liquidation proceedings of Aditya Birla Idea Payments Bank Limited. Such liquidation proceedings are pending as of the date of this Red Herring Prospectus and we cannot assure you that the proceedings will be concluded in a timely manner. As a result, our Company has included the requisite confirmations and disclosures in relation to Aditya Birla Idea Payments Bank Limited in this Red Herring Prospectus in all relevant sections to ensure compliance with the disclosure requirements under the SEBI ICDR Regulations. However, all such confirmations and disclosures have been only made on the basis of publicly available information.

11. ***Under the implementation agreement entered into among the Company and the promoters of Vodafone India, among others, at the time of the Merger, there is a mechanism for settlement of liabilities relating to tax, regulatory and certain specified miscellaneous matters which existed as of a specified date prior to completion of the Merger. Any inability to fulfil our obligations in respect of AGR dues by June 2025 could impact our ability to receive payments from the Vodafone Group under such settlement mechanism provided in the Implementation Agreement.***

An implementation agreement dated March 20, 2017, as amended (the "**Implementation Agreement**"), was entered into among our Company, Vodafone India, VMSL, Mr. Kumar Mangalam Birla, the ICL Promoters (as defined in the Implementation Agreement), the Vodafone Group Shareholders and VIBHV, setting out the terms and conditions for the Merger. Key subsisting obligations under the Implementation Agreement include reciprocal indemnification provisions for breach of representations, warranties and covenants (the representations and warranties are subject to time and monetary limitations) and a mechanism for settlement of liabilities relating to tax, regulatory and certain specified miscellaneous matters which existed as of a specified date prior to completion of the Merger. For further details, please see "*History and Certain Corporate Matters — Shareholders' Agreements and Other Agreements — Key terms of subsisting shareholders' agreements*" on page 150.

As of December 31, 2023, we recognized ₹63,939 million as non current financial settlement assets in our Special Purpose Interim Condensed Consolidated Financial Statements. We believe that we will be able to recover such amount under the Implementation Agreement even if the related liabilities are paid beyond June 2025 based on the deferment of AGR dues availed by our Company.

However, in case we are not able to make payments of the AGR dues by June 2025, there is a possibility that such non-payment could impact our ability to receive payments in respect of the net settlement assets recognized by us from the Vodafone group under the Implementation Agreement.

12. ***We have incurred losses during recent periods and we may not achieve or sustain profitability in the future. During the nine months ended December 31, 2023 and December 31, 2022 and the Financial Years 2023, 2022 and 2021, our loss after tax was ₹235,638 million, ₹231,870 million, ₹293,011 million, ₹282,454 million and ₹442,331 million, respectively.***

We have incurred losses in the past and may not achieve or sustain profitability in the future. The table below sets out details of our profit/ (loss) after tax during the nine months ended December 31, 2023 and December 31, 2022 and Financial Years 2023, 2022 and 2021:

(in ₹ million)

Particulars	Nine months ended December 31, 2023	Nine months ended December 31, 2022*	Financial Year 2023	Financial Year 2022	Financial Year 2021
Profit/ (loss) after tax	(235,638)	(231,870)	(293,011)	(282,454)	(442,331)

**Numbers forming part of this financial period are derived from the Special Purpose Interim Condensed Consolidated Financial Statements as at and for the nine months period ended December 31, 2022.*

If we are ultimately unable to generate sufficient revenue to meet our financial targets, reduce costs, become profitable and have sustainable positive cash flows, investors could lose their investment.

The table below summarizes our cash flows for the periods/ years indicated:

(in ₹ million)

Particulars	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Financial Year		
			2023	2022	2021
Net cash flows from operating activities	158,838	146,609	188,687	173,870	156,397
Net cash flows (used in) / from investing activities	(16,919)	(48,228)	(54,136)	(57,303)	10,751
Net cash flows (used in) financing activities	(141,018)	(111,375)	(146,795)	(105,538)	(167,314)
Net (decrease) / increase in cash and cash equivalents during the period / year	901	(12,994)	(12,244)	11,029	(166)

See also, "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Our Results of Operations*" on page 592.

In addition, if we record losses in the future, we may be unable to meet our financial obligations, we may breach the terms of our financial instruments and our lenders could accelerate amounts due under our existing indebtedness.

13. ***Any further downgrade in our credit ratings could increase our borrowing costs, affect our ability to obtain financing, and adversely affect our business, results of operations and financial condition.***

The cost and availability of capital depends in part on our short-term and long-term credit ratings. Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations.

The table below sets out details of our credit ratings for our outstanding long-term bank facilities and short term bank facilities as of December 31, 2023 and March 31, 2023, 2022 and 2021, respectively:

Instrument	As of December 31, 2023	As of March 31, 2023	As of March 31, 2022	As of March 31, 2021
Care Ratings				
Long-term bank facilities	CARE B+ (Stable)	CARE B+ (Positive)	CARE B+ (Stable)	CARE B+ (CWN)
Short-term bank facilities	CARE A4	CARE A4	CARE A4	N/A
Brickworks Ratings				
Long-term bank facilities	N/A	N/A	N/A	BWR BB- (Stable)

In addition, any further downgrade in our credit ratings could result in an event of default or acceleration of amounts outstanding under our financing arrangements, and trigger an acceleration in the repayment schedule under our financing agreement. Such event could also increase the probability that our lenders impose additional terms and conditions to any financing we currently have or may enter into in the future, which may adversely affect our business, results of operations and financial condition.

14. ***We have derived our revenues primarily from providing mobility services and we have been dependent on the service areas of Maharashtra, Gujarat and Mumbai for a significant proportion of our revenues. As per the gross revenues reported in TRAI's financial data reports, the contribution of the service areas of Maharashtra, Gujarat and Mumbai for the nine months ended December 31, 2023 and December 31, 2022 and the Financial Years 2023, 2022 and 2021 was 29.3%, 28.5%, 28.6%, 27.8% and 27.0%, respectively.***

We are focused on providing mobility services and our future success depends, to a large extent, on the continued growth of the mobile telecommunications market in India and there being no adverse regulatory, technological or other changes impacting this industry.

As part of our current strategy, we aim to follow a focused approach to investments in our 17 priority service areas. In addition, we intend to focus on providing enterprise solutions to customers. However, we cannot assure you that such strategies will be successful and any changes in subscriber preferences or other related factors, such as increased competition in our focus districts, could have an adverse effect on our business and results of operations.

As per the gross revenues reported in TRAI's financial data reports, the contribution of the service areas of Maharashtra, Gujarat and Mumbai for the nine months ended December 31, 2023 and December 31, 2022 and the Financial Years 2023, 2022 and 2021 was as follows:

Particulars	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Financial Year 2023	Financial Year 2022	Financial Year 2021
Service areas of Maharashtra, Gujarat and Mumbai (in %)	29.3	28.5	28.6	27.8	27.0

See also, "*Our Business – Our Licenses and Spectrum*" on page 133.

If our business from the service areas of Maharashtra, Gujarat and Mumbai or from the other priority service areas declines, our revenues may be adversely affected.

15. ***Churn in the mobile telecommunications industry in India is high and we cannot assure you that we will be able to retain all our existing subscribers or that we will be successful in subscriber additions, which may have an adverse effect on our business and results of operations.***

The Indian mobile telecommunications industry has historically experienced a high rate of churn in the subscriber base. This high churn rate is a consequence of, among other things, an increase in usage of devices with multi-SIM capabilities, mobile number portability and intense competition, which have led telecom operators to introduce promotional tariffs in order to add customers. Churn rates are especially high among pre-paid customers.

A high rate of churn increases our aggregate customer acquisition costs as we need to add new customers in order to maintain or grow our market share. Such customer acquisition costs, among others, include payments to be made as commission to dealers and others, costs in relation to SIM cards and documentation and customer verification expenses. The need to add customers also requires additional marketing expenditure which cannot be fully passed on to customers. Similarly, a high rate of churn also increases our customer retention costs as we may need to incur expenditure to dissuade our customers from shifting to our competitors by offering innovative deals and services.

Our ability to retain our existing subscribers and to compete effectively for new subscribers and reduce our rate of churn depends on, among other things:

- our ability to anticipate and respond to various competitive factors affecting the industry, including new technologies, products and services, subscriber preferences, demographic trends, economic conditions and discount pricing or other strategies;
- actual or perceived quality and coverage of our networks;
- executing our marketing and sales strategies, service delivery, subscriber service activities including account set-up and billing; and
- public perception of our brand.

Churn may also increase due to factors beyond our control, including, a slowing economy, a maturing subscriber base and competitive offers.

The table below sets out our churn rates during the nine months ended December 31, 2023 and December 31, 2022 and the Financial Years 2023, 2022 and 2021:

Particulars	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Financial Year 2023	Financial Year 2022	Financial Year 2021
Monthly churn for mobile services (in %)	4.1%	4.1%	4.0%	3.3%	2.5%

A high rate of churn could have an adverse effect on our business and results of operations and we cannot assure you that we will be able to retain all our existing subscribers.

16. ***The Supreme Court of India passed a judgment granting 10 years to our Company and other Telecom Service Providers for payment of the AGR dues in yearly instalments. Any inability of our Company to make timely payment of the AGR dues as per the directions of the Supreme Court of India, could adversely affect our business and results of operations and could impact our ability to remain competitive.***

The Supreme Court by way of a judgment dated October 24, 2019 ("**AGR Judgment**"), decided the issue of inclusion of non-telecom revenue streams in the AGR, upholding that the AGR computation (for computing the license fee payable by the Telecom Service Providers ("**TSP**")) shall be computed without excluding certain heads of income, which the TSPs claimed were not a part of the AGR as per the judgment of the Telecom Disputes Settlement and Appellate Tribunal dated April 23, 2015 and directed the TSPs to deposit the AGR dues (until Financial Year 2017) within three months. We filed a miscellaneous application before the Supreme Court, seeking, among others, the permission to approach the DoT, for deciding the schedule of payment. The DoT also filed a miscellaneous application before the Supreme Court, seeking modification of the AGR Judgment and to permit the TSPs to pay the AGR dues in annual instalments over 20 years (or less if they so opt). The Supreme Court passed an order dated July 20, 2020, stating that no dispute can be raised in relation to the AGR calculations and that no recalculation can be done. Thereafter, the Supreme Court passed a judgment dated September 1, 2020 ("**2020 Judgment**"), granting 10 years to our Company and other TSPs for payment of the AGR dues in yearly instalments. Thereafter, we filed a miscellaneous application ("**Application**") before the Supreme Court, seeking modification of the 2020 Judgment to a limited extent of allowing us to carry out corrections relating to, among others, manifest, clerical and arithmetic errors in the computation of AGR dues. The Supreme Court through its order dated July 23, 2021 ("**2021 Judgement**"), dismissed the Application. Consequently, we filed a review petition against the 2021 Judgment, which is currently pending. We have also filed a curative petition on the same.

Any inability of our Company to pay such AGR dues as per the directions of the Supreme Court of India could impact our ability to remain competitive, and could adversely affect our business and results of operations.

17. We are dependent on third party telecommunication providers and any deficiency in their services could adversely affect our business and results of operations.

Our ability to provide high quality and commercially viable mobile telecommunications services depends, in some cases, on our ability to interconnect with the telecommunications networks and services of other domestic and international mobile and fixed-line operators, including our optical fibre cable transmission network, which we either own or have indefeasible right to use ("**IRU**") arrangements with other telecommunication operators. We also rely on other telecommunications operators for the provision of international roaming services for our subscribers. While we have interconnection and international roaming agreements in place with other telecommunications operators, we have no direct control over the quality of their networks and the interconnections and international roaming services they provide. Any difficulties or delays in interconnecting with other networks and services, or the failure of any operator to provide reliable interconnections or roaming services to us on a consistent basis, could result in loss of subscribers or a decrease in traffic, which could adversely affect our business and results of operations.

18. Our ability to grow our business and our number of subscribers is dependent on the quality and quantity of spectrum owned by us.

The operation of our mobile telecommunications network is limited by the quality and quantity of spectrum owned by us. In India, telecom operators obtain access spectrum through competitive bidding in Government auctions or by entering into spectrum sharing or trading arrangements. Acquisition of spectrum is subject to certain conditions, risks and uncertainties, including:

- high reserve prices being set by the Government for the auction of spectrum;
- our competitors outbidding us at the spectrum auctions and entering into spectrum sharing and trading arrangements with each other;
- regulatory uncertainties including delayed spectrum auction- and/or delayed access to spectrum already acquired through competitive bidding; and
- the unavailability of spectrum in certain bands in certain service areas and inability to acquire contiguous spectrum.

The current spectrum owned by us may not be sufficient if the subscriber and usage growth turns out to be materially different from our expectations, and our future profitability and growth may be adversely affected if our spectrum proves inadequate or if we are unable to procure additional spectrum in the future for the expansion of our mobile telecommunications business. Additional spectrum may also be required to maintain quality of service. As the number of subscribers simultaneously using the same spectrum increases, the quality of the service may suffer, which may lead to a loss of subscribers and revenues.

Currently, the price of the bid in relation to auction of spectrum is typically the most important selection criteria. Increased competition may drive bidding prices for spectrum higher and we may not be able to acquire additional spectrum or may be required to pay a higher amount for acquiring additional spectrum. We cannot assure you that there will be further auctions for spectrum, or that we will be successful in acquiring additional spectrum that we bid for, within a reasonable time, or at all. Further, we may not realize the expected benefits from our investment in additional spectrum that we anticipate when we bid for such additional spectrum.

Spectrum usage rights offered in auctions are typically awarded for a period of 20 years. Moreover, spectrum acquired through competitive bidding may suffer from interference, which may limit its utility, temporarily or for a sustained period. Our business, financial condition, results of operation and prospects may also be adversely affected if the Government amends spectrum holding caps in the future, which limit the amount of spectrum that can be held by one telecom operator.

If we cannot acquire spectrum of the necessary quality and quantity to deploy our services on a timely basis and at adequate cost, our ability to attract and retain customers and our ability to successfully compete would be adversely affected.

19. We are dependent on a limited number of vendors (including equipment manufacturers), and key suppliers to supply critical network and other equipment and services.

We are dependent on a limited number of vendors and key suppliers to provide us with equipment and services required to build, develop, maintain and rollout our networks and operate our businesses. These vendors also provide essential maintenance support for our operations. We are substantially dependent on these vendors (including equipment manufacturers) for critical components for future expansions. We cannot be certain that we will be able to obtain satisfactory equipment and service on commercially acceptable terms or that our vendors will perform as expected.

If our contractual arrangements with our vendors (including equipment manufacturers) expire or terminate, or if we fail to receive the quality of equipment and maintenance services that we require, to negotiate appropriate financial terms for equipment and services, obtain adequate supplies of equipment in a timely manner, or if our key suppliers discontinue the supply of such equipment and services due to withdrawal from the Indian mobile telecommunications market or otherwise, we may find it difficult to replace a vendor on a timely basis without significant capital expenditure which could significantly disrupt our services. Certain contracts also contain caps on the liability/indemnification obligations and we may be unable to recover sufficient amounts from such suppliers for any breach or non-compliance under the agreements. The occurrence of any such events could have an adverse effect on our business and results of operations.

Further, some of the quotations and our ongoing pricing arrangements with the original equipment manufacturers are subject to certain restrictive clauses in favour of the original equipment manufacturers in case of overdue payments, which grant them a right to refuse acceptance of new purchase orders, putting on hold delivery of equipment and cancelling/ rescheduling existing purchase orders. We cannot assure you that we will be able to raise necessary funds as planned to address the concerns relating to outstanding dues in an effective and a timely manner. The occurrence of any such events could have an adverse effect on our ability to source and purchase equipment in a timely manner or at all, which may have an adverse effect on our business and results of operations.

We are dependent upon certain external suppliers of important services both to us and to our subscribers. For instance, external vendors provide services relating to our subscriber service functions. As a result, we are exposed to the supply and service capabilities of each of these vendors, which may be impacted by their ability to retain and attract qualified personnel, maintain financial stability and mitigate unforeseen disruptions. While there have been no material instances during the nine months ended December 31, 2023 and the Financial Years 2023, 2022 and 2021, any inability of our external vendors to perform their services adequately could have an adverse impact on our operations, and could lead to service interruptions, customer dissatisfaction, and a potential loss of subscribers. Identifying and onboarding a suitable replacement service provider in the event of a disruption could be time-consuming and expensive, potentially resulting in delays in service restoration and increased operational costs.

20. We intend to utilise a portion of the Net Proceeds for funding the purchase of certain equipment which is subject to cost escalation. We are yet to place orders for purchase of such equipment and there can be no assurance that we will be able to place orders for such equipment and machinery, in a timely manner or at all.

We intend to utilise a portion of the Net Proceeds for purchase of certain equipment for the expansion of our network infrastructure by: (a) setting up new 4G sites; (b) expanding the capacity of existing 4G sites and new 4G sites; and (c) setting up new 5G sites. The quotations from original equipment manufacturers ("**OEMs**") in relation to such equipment, may be subject to revisions, and other commercial factors. While these quotations are valid on the date of this Red Herring Prospectus, there is no assurance that they will continue to be valid and the cost of such equipment, plant and machinery may escalate due to changes in import duties, foreign exchange fluctuations, shortage of such machines, or increase in the cost of raw material. Further, our Company may seek new quotations or engage new OEMs, which may result in additional costs to be incurred per site. Our Company has not entered into any definitive agreements with the OEMs and there can be no assurance that the same OEMs would be engaged eventually to supply the requisite equipment or supply at the same costs. We are yet to place any orders for such equipment. For further information including details regarding pricing proposals obtained from OEMs for purchase of equipment, see "*Objects of the Offer – Purchase of equipment for the expansion of our network infrastructure by: (a) setting up new 4G sites; (b) expanding the capacity of existing 4G sites and new 4G sites; and (b) setting up new 5G sites*" on page 76. There can be no assurance that we will be able to place orders for such machineries, in a timely manner or at all. We are required to obtain various government and regulatory approvals for setting up 4G and 5G sites which will be obtained at the time of setting up and expanding these sites, as applicable. For details of such approval, see "*Objects of the Offer*" on page 75.

Further, the costs of such machinery may escalate or vary based on external factors which may not be in our control. If our actual expenses on equipment significantly exceed our estimates, or even if our estimates were sufficient for such purchases, we may not be able to achieve the intended economic benefits, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. We may not be able to install and duly utilise the equipment to be purchased form the Net Proceeds due to factors beyond our control such as labour shortages, inadequate performance of the equipment and machinery installed in our 4G and 5G sites, defects in design or construction, the possibility of unanticipated future regulatory restrictions, taxes and duties, environment and ecology costs and other external factors. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, which could have an adverse impact on our growth, prospects, cash flows, results of operations and financial condition.

21. ***We rely on sophisticated billing, credit control and customer verification systems, any failure of which could lead to a loss of income and subscribers.***

We are dependent on several sophisticated processes, IT systems and software packages for mobile services usage, billing and credit control. We also have outsourced certain aspects of these systems to specialist service providers. Any failure of critical IT systems, including those provided by third parties, could have an adverse effect on our business and results of operations, and lead to a loss of income and subscribers.

We are dependent on several complex software packages that record minutes used, calculate the appropriate charge and then deduct the amount due from the account of the pre-paid subscriber or record the amount payable by the relevant post-paid subscriber. Any failure to properly capture the services provided or to charge the appropriate fees could have an adverse effect on our revenue. No system or process can ensure total capture and some loss of income is common. However, if our income leakages increase, or are greater than those of our competitors, then our business and results of operations could be adversely affected.

Similarly, we are also dependent on several sophisticated processes for our customer verification and activation services. Our customer verification and activation function ensure that all necessary documents are procured from pre-paid and post-paid customers at the time of subscription in compliance with regulatory requirements issued from time to time in relation to verification of the identity of our customers. The principal guidelines in this regard are dated August 9, 2012 which deal with, among other things, (i) subscriber activation process, (ii) activation of bulk, outstation, short time and foreign subscribers, and (iii) provided norms for change in name and address of subscribers. Several amendments have been issued by DoT from time to time in this regard including (i) re-verification of mobile subscribers, (ii) Aadhaar based verification, (iii) alternate Digital KYC Process, (iv) self KYC process, (v) discontinuation of paper based KYC process, (vi) discontinuation of bulk connections and (vii) introduction of business connections. In the past, the DoT has imposed certain penalties on us and other telecom operators, for alleged violations of subscriber verification guidelines. While such penalties did not have a material impact on our business, financial condition and results of operations, we cannot assure you that penalties may not be imposed on us in the future. If any material penalties are imposed, it could have an adverse effect on our business, financial condition and results of operations.

In the event regulatory agencies direct us to share certain customer data and records in accordance with applicable law and upon analysing such information, it is alleged that we did not maintain acceptable internal processes for customer verification and activation, we may be subject to penalties and fines by DoT or TRAI. Further, weak internal processes could adversely affect our market position, especially if competitors have faster and better-coordinated systems for mobility subscriber activation.

22. ***We are dependent on the services of our Key Managerial Personnel and other members of the management team and our ability to recruit and retain employees. The loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

The telecommunications industry requires personnel with diverse skills and we have, over time, built a strong team of experienced professionals to oversee the operations and growth of our businesses. We believe that the inputs and experience of our management team and support from our Promoters and Key Managerial Personnel are valuable for the development of our business and operations and the strategic directions taken by us. We may not be able to locate or employ qualified executives on acceptable terms. We cannot assure you that these individuals or any other member of our management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. While there have been certain changes in our Key Managerial Personnel during the nine months ended December 31, 2023 and the Financial Years 2023, 2022 and 2021, no Key Managerial Personnel has left our organization during this period.

The table below sets out changes to our Key Managerial Personnel during the nine months ended December 31, 2023 and the Financial Years 2023, 2022 and 2021:

Date	Details of Change
August 18, 2022	Ravinder Takkar, who was previously the chief executive officer of our Company, was appointed Chairman of our Company
August 19, 2022	Akshaya Moondra, who was previously the chief financial officer of our Company, was appointed as CEO of our Company
February 15, 2023	Murthy GVAS, who was previously the financial controller of our Company, was appointed CFO of our Company

We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an adverse effect on our business, results of operations, financial condition and cash flows.

23. Our business depends on the delivery of an adequate and uninterrupted supply of electrical power and fuel at a reasonable cost.

Our tower sites require an adequate and cost-effective supply of electrical power to function effectively and we rely on power supplied by regional and local electricity transmission grids operated by the various state electricity providers in which our sites are located. In order to ensure that the power supply to our sites is constant and uninterrupted, we also rely on batteries and diesel generators, the latter of which requires diesel fuel. Our operating costs will increase if the price at which we purchase electrical power from the state electricity providers or fuel increases. While we believe that our current supply of electricity from third parties is sufficient to meet existing requirements, we cannot assure you that we will have an adequate or cost effective supply of electrical power at our sites or fuel for the generation of captive power, lack of which could disrupt our and our customers' businesses, adversely affecting business, cash flows and results of operations. Further, any increase in the cost of electrical power, to the extent that we are not able to pass this through to customers, would also adversely affect our profitability and cash flows.

24. Our reputation may be adversely affected by any negative publicity or market perception regarding our operations, which may have an adverse effect on our business, results of our operations, cash flows and financial condition.

The success of our business relies on the strength of our brand and reputation, as well as market perception regarding our operations. While we have cultivated a positive brand image and reputation, negative incidents or adverse publicity could impact customer trust and confidence in our Company, such as negative publicity around our financial condition and financial contributions. Moreover, the telecommunications industry is subject to a high level of media scrutiny and public attention, and consumer activism in India is on the rise. This contributes to a heightened risk environment where negative publicity could have an adverse impact on our operations.

Allegations of non-compliance with regulations could also lead to negative publicity and regulatory fines. In particular, business continuity issues, such as network outages or data breaches, could damage customer trust. Furthermore, any negative impact on our brand image and reputation could be lead to:

- *Subscriber Loss*: Existing subscribers and intermediaries could leave us, while new customer acquisition and partnerships could become more difficult.

- *Increased Costs*: Regulatory scrutiny, increased litigation, and potential fines could inflate operating costs and impact profitability.

- *Impact on Credit Rating*: Negative publicity may influence market perception and affect our credit ratings, making it more expensive to borrow money.

We cannot assure you that our brand or reputation will not be adversely affected by any negative publicity or market perception regarding our operations, which may have an adverse effect on our business, results of our operations, cash flows and financial condition.

25. We have only limited protection for our intellectual property.

We operate in a competitive environment where generating and maintaining brand recognition is a significant element of our business strategy. We have obtained 326 trademark registrations, including of brands as of December 31, 2023, including our pre-paid service marks. See "*Our Business – Intellectual Property*" and "*Government and other Approvals*" on pages 124 and 649, respectively. We may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection. Additionally, we may be required to litigate to protect our trademarks, which may adversely affect our business. As of December 31, 2023, four of our trademark applications had been objected to and two had been opposed by third parties. We cannot assure you that we will successfully obtain or enforce our trademarks and any such event could have an adverse effect on our business, results of operations and prospects.

26. A large part of our passive infrastructure is not owned by us and as a result we cannot assure you that such passive infrastructure will be adequately maintained or that our strategy for the continued upgrade or rollout of our network will be implemented in a timely manner or on a cost-effective basis.

As of December 31, 2023, we had a network of approximately 183,400 unique towers, most of which are located on sites not owned by us but leased from other third parties. While we have long term infrastructure sharing arrangements in place with these parties, we have no direct control over these entities and are dependent on these entities for the maintenance and continual upgrade or rollout of our network. Any difficulties or delays in acquiring cell sites, or setting up towers, or the failure of any passive infrastructure provider to execute our rollout initiatives, could result in loss of opportunity to grow our network, which could result in a decrease in traffic, which could, as a result, adversely affect our business and results of operations. We cannot assure you that we will be able to identify new cell sites in a timely or cost-effective basis or that we or they will be able to secure or renew leases for existing cell sites on acceptable terms or that any such leases can be renewed on economically acceptable terms.

27. We are exposed to certain risks in respect of the development, expansion and maintenance of our mobile telecommunications networks.

The expansion and upgrade of our network infrastructure is subject to various risks. These risks can delay the introduction of services in certain areas and lead to increased network construction costs. The speed of network expansion and technology upgrades is critical to our ability to grow our customer base.

Our overall operating costs are susceptible to fluctuations due to various factors, including energy consumption costs and costs associated with obtaining and maintaining licenses, spectrum, and other regulatory requirements. Volatility in these expenses and global commodity prices, including that of steel and fuel, other variable operating costs, coupled with any inability to pass on these increased costs to customers, could adversely affect our financial condition, results of operations, and overall business performance.

Network expansion and infrastructure projects are inherently capital-intensive throughout the planning and construction phases. Furthermore, obtaining the necessary permits and approvals can be a lengthy process, delaying the realization of benefits from these projects. During this extended timeframe, we are exposed to certain risks beyond our control, including but not limited to:

- *Construction and Operational Risks*:
  - Shortages of materials, equipment, or labor, exacerbated by labor disputes or subcontractor disagreements.
  - Inadequate infrastructure, such as failure by third parties to fulfill their obligations regarding utilities or transportation links critical for project operation.
  - Accidents and mishaps.
  - Project completion delays or deviations from specifications.
- *Force Majeure*: Adverse weather conditions, natural disasters, or global geopolitical tensions, changes in local government priorities or policies, including security restrictions impacting equipment sourcing; or accidents.
- *Regulatory Risks:*
  - Limitations imposed by the Government of India on component providers within the telecommunications industry.
  - Difficulties in obtaining or maintaining project development permissions, licenses, permits, or approvals, including regulatory approvals from the Standing Advisory Committee on Radio Frequency Allocations (SACFA).

The occurrence of one or more of these events may impact our ability to complete current or future network expansion projects on schedule or within budget, if at all, and may prevent us from achieving targeted increases in customer base, revenues, internal rates of return or capacity associated with such projects. This could have an adverse effect on our business, financial condition and results of operations.

28. If we are unable to acquire new broadband subscribers or convert our existing subscribers to broadband subscribers, our business, financial condition, results of operations and prospects may be adversely affected.

Our business is increasingly dependent on revenue generated from data services and end-to-end business solutions. We currently have a large number of customers on 2G and we intend to focus upgrading such customers to broadband. Various factors such as rising income levels, decline in prices of smartphones, increasing availability of mobile-based content, higher data demanding media including videos, games and other applications on smartphones and the roll-out of 2100 and 1800 MHz spectrum have led to a rapid growth of data usage in the telecom sector in India. We cannot assure you that these trends will continue in the future and that we will continue to benefit from growth in data usage. We may need to upgrade and expand our network infrastructure and increase broadband capacity in order to remain competitive in the provision of data services, including 5G data services, to our customers, which will require additional capital expenditure. We have taken certain initiative such as dynamic spectrum re-farming, deployment of Ultra Band Radio and TDD sites. However, we cannot assure you that such measures will result in an increase in our ARPU. If we are unable to expand or upgrade our network and equipment for the provision of data services on a timely and cost effective basis, or if we are unable to realise the intended benefits of these initiatives, we may lose existing subscribers or fail to attract new customers.

Growth in our broadband revenues is dependent on the prices we are able to charge for various offerings and the level of usage by our customers. We cannot assure you that future broadband usage growth will be adequate to compensate for any future reduction in prices. Further, if our competitors are able to offer broadband services that are, or that are perceived to be, more affordable or of a higher quality than those offered by us, we may be required to reduce the price of our broadband offerings or risk losing market share. If we are unable to remain competitive in providing broadband services in the future, our business, prospects, results of operations and financial condition may be adversely affected.

29. Our reputation and business may be harmed and we may be subject to legal claims and negative publicity if there is loss, disclosure or misappropriation of, or access to our subscribers' or our own information or other breaches of our information security.

We may face negative publicity owing to factors such as network connectivity, customer satisfaction and the efficacy of our complaints and grievance redressal process. While there have been no material instances in the three preceding financial years and the nine months ended December 31, 2023, larger negative incidents or adverse publicity could rapidly erode customer trust and confidence in us, particularly if such incidents attract regulatory investigations. Negative publicity can result from our own or our third-party service providers' actual or alleged conduct, and actions taken in response to that conduct. The dissemination of inaccurate information online could harm our business, reputation, prospects, financial condition and results of operations, regardless of the information's accuracy. Such unverifiable or false information regarding us may be published on print, electronic or social media by third parties, and any other such damage to our brand or our reputation may result in loss of our existing subscribers and loss of new business from potential customers. This could increase our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, financial condition and results of operations.

We make extensive use of online services and centralized data processing, including through third-party service providers. The secure maintenance and transmission of subscriber information is an important element of our operations. Our information technology and other systems that maintain and transmit subscriber information, or those of service providers, may be compromised by a malicious third-party penetration of our network security, or that of a third-party service provider, or impacted by advertent or inadvertent actions or inactions by our employees, or those of a third-party service provider. As a result, our subscribers' information may be lost, disclosed, accessed or taken without the subscribers' consent.

Existing and emerging data privacy regulations limit the extent to which we can use personal identifiable information. We are required to comply with KYC requirements and processes in relation to our customers as per applicable Indian law. If we are unable to develop, maintain and update customer information in accordance with applicable KYC norms or are unable to prevent the misuse of our services, we may be held liable for non-compliance with governmental regulations. The cost and operational consequences of implementing further data protection measures could be significant and this may have an adverse effect on our business, financial condition and results of operations. Changing policy in relation to KYC may also have an adverse effect on our costs.

We are exposed to the risk of misuse of our services based on forged or counterfeit KYC documents. On March 22, 2024, the DoT reportedly identified a major security risk where a substantial number of SIM cards had been activated using counterfeit proof of identity or proof of address documents. This was according to analysis carried out by the DoT's Artificial Intelligence & Digital Intelligence Unit. Further verification of such documents and ongoing compliance could have an adverse effect on our costs.

In addition, third-party service providers and we process and maintain our proprietary business information and data related to our subscribers or suppliers. Our information technology and other systems that maintain and transmit this information, or those of third party service providers, may also be compromised by a malicious third-party penetration of our network security or that of a third-party service provider, or impacted by intentional or inadvertent actions or inactions by our employees or those of a third-party service provider.

Any major compromise of our data or network security, failure to prevent or mitigate the loss of our services or any subscriber information and delays in detecting any such compromise or loss could disrupt our operations, damage our reputation and subscribers' willingness to purchase our service and subject us to additional costs and liabilities, including litigation.

30. We are subject to extensive regulation and changes in laws, regulations, policies and the interpretation thereof. Failure to comply with existing or future laws, regulations or policies could have an adverse effect on our business, results of operation, financial condition and prospects.

The telecom sector in India is regulated by the TRAI, among other regulatory bodies and is subjected to the supervisions of the DoT, including various wings such as the Wireless Planning and Coordination Wing. The extensive regulatory structure within which we operate may constrain our flexibility to respond to market conditions, technological developments, competition or changes in our cost structure, which could have an adverse effect on our business, financial condition, results of operations and prospects. For further details, please see "*Key Industry Regulations and Policies*" on page 139.

We are required to obtain and renew several approvals from various other regulatory bodies from time to time. For details, see "*Government and Other Approvals*" on page 649. If we fail to obtain, maintain or renew required approvals, licenses, registrations and permits at the requisite time, this may result in the interruption of our operations and will have an adverse effect on our business, results of operations and prospects. The terms and conditions of these may be amended at the discretion of the Government, and such amendments may be unfavorable to us. Changes to the terms and conditions of these licenses could subject us to additional liabilities and may adversely effect our business, financial condition, results of operations and prospects. Further, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in the event of an alleged or actual non-compliance with any terms or conditions thereof, or pursuant to any regulatory action in the future.

31. Environmental and health regulations may impose additional costs and may affect our business, financial condition and results of operations. Concerns about health risks associated with mobile telecommunications equipment may reduce the demand for our services.

Our tower infrastructure and telecommunications operations are subject to a comprehensive framework of national, state, and municipal environmental laws and regulations in India. These regulations encompass a range of environmental concerns, including potential health impacts associated with electromagnetic radiation. Non-compliance with applicable environmental laws, regulations, or administrative orders could expose us to potential monetary fines and penalties. For further details, see "*Key Industry Regulations and Policies*" on page 139.

The effects of any damage caused by exposure to an electromagnetic field have been and continue to be the subject of careful evaluations by the international scientific community, but to date there is no conclusive scientific evidence of harmful effects on health. However, we cannot rule out that exposure to electromagnetic fields or other emissions originating from transmission infrastructure is not, or will not be found to be, a health risk. Our costs could increase and our revenue could decrease due to perceived health risks from radio emissions, especially if these perceived risks are substantiated.

Numerous cases have been filed against, or involving, telecom operators, tower infrastructure providers and mobile device manufacturers in various jurisdictions, including India, relating to violation of safety norms with respect to electromagnetic field radiation and related health risks. For details on outstanding Electromagnetic field radiation matters matters, see "*Outstanding Litigation and Material Developments – Litigation involving our Company – Outstanding actions by statutory or regulatory authorities against our Company – Electromagnetic field radiation matters matters*" on page 615. We may not be able to satisfactorily resolve any or all such proceedings that we are, or may become, involved in. Our involvement in such proceedings could also entail significant costs.

32. Our operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.

As of December 31, 2023, we employed 12,598 personnel across our operations. Although we have not experienced any material labour unrest in the preceding three financial years and the nine months ended December 31, 2023, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Future strikes, work stoppages or unionization efforts or other types of conflict with our employees could have an adverse effect on our business, financial condition and results of operations.

The table below sets out details of our employee attrition rate (calculated as total employees who left the organisation in the relevant period divided by total number of employees (including exited employees):

Particulars	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Financial Year 2023	Financial Year 2022	Financial Year 2021
Employee attrition rate (in %)	16.9	22.9	29.1	26.5	35.8

This was primarily due to a number of factors, including but not limited to competition for experienced personnel and growth of technology enabled companies.

Furthermore, certain of our vendors may have unionized workforces. In the event that one or more of our vendors experience a work stoppage that adversely affects or delays delivery of any equipment or services that such vendors provide to us, such work stoppage could have an adverse effect on our business, financial condition, results of operations and prospects.

33. Our insurance coverage may not adequately protect us against risks including operating hazards and natural disasters.

We insure our properties forming part of the tangible fixed assets on replacement value basis. We have also availed cellular network policies. Insurance for fixed assets put to use covers all operational risks, losses arising out of any material damage, terrorism cover and coverage for equipment in transit. We are also insured against business liability losses including third party liabilities (excluding business interruption losses) for amounts as felt appropriate by us. We have also availed cyber insurance, mediclaim policies and directors and officers liability insurance.

Whilst we believe that we maintain reasonable insurance cover for all foreseeable contingencies and which are consistent with industry practices, the occurrence of any event that is uninsurable or not adequately insured or uninsured (in the case of our fibre business) could have an adverse effect on our business, results of operations and financial condition. Further, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time.

We did not face any instances of significant insurance claims being denied during the nine months ended December 31, 2023 and the Financial Years 2023, 2022 and 2021. To the extent that we suffer any consequential loss or damage that is not covered by insurance, or exceeds our insurance coverage, our business, results of operations and financial condition may be adversely affected.

34. We enter into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with our shareholders.

We have entered into several transactions with related parties, including certain material related party transactions such as availing services of passive infrastructure and maintenance at our various telecom sites. For further details, please see "*Other Financial Information – Related Party Transactions*" on page 570. While we believe that all such transactions have been conducted on an arms' length basis and contain commercially reasonable terms and have been approved by our audit committee, the Board or the Shareholders in accordance with applicable regulations, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future subject to compliance with the SEBI Listing Regulations, applicable accounting standards and other statutory requirements. Such future related party transactions may potentially involve conflicts of interest. We cannot assure you that such future transactions, individually or in the aggregate, will not have an adverse effect on our business, results of operations, financial condition and cash flows.

35. Our Promoters exercise significant control over our Company and will continue to do so after completion of the Offer. Further, the Government of India holds a significant stake in the Company. This may limit your ability to influence the outcome of matters submitted for approval of our Shareholders.

As on the date of this Red Herring Prospectus, our Promoters and Promoter Group hold 48.91% of the shareholding of our Company and have certain rights (including affirmative voting rights) under the shareholders agreement and the Articles of Association. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" on page 148 and "*Main Provisions of the Articles of Association*" on page 326. As on the date of this Red Herring Prospectus, the Government of India holds 32.19% in our Company.

Following the completion of the Offer, our Promoters and the Government of India will continue to hold substantial portion of our Equity Share capital. As a result, they will have the ability to significantly influence matters requiring Shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at Shareholders' meetings, including further issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association. We cannot assure you that our Promoters and the Government of India will not have conflicts of interest with other Shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

36. Our Promoters, Directors and Key Managerial Personnel have interests in us other than reimbursement of expenses incurred or normal remuneration or benefits.

Our Promoters are interested in our Company to the extent of being promoters of our Company, any transactions entered into by them with our Company in the ordinary course of business and their shareholding and dividend entitlement in our Company. Some of our Directors are also directors of companies in the Promoter Group. For further details, see "*Our Promoters and Promoter Group*" on page 177. Additionally, our Directors, Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered as Directors, Key Managerial Personnel, respectively, of our Company and reimbursement of expenses payable to them. Our Directors and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. Additionally, our Directors and Key Managerial Personnel may be interested in the Equity Shares or ESOPs held by them or entities with which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer. For further details, see "*Our Management*" on page 161 of this Red Herring Prospectus.

37. ***Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

Our ability to pay dividends in the future will depend on number of internal factors and external factors, which include, among others, (i) availability of distributable profits; (ii) leverage profile and capital adequacy metrics; (iii) stability of earnings; (iv) cash flows from operations; (v) future capital expenditure, inorganic growth plans and reinvestment opportunities; (vi) industry outlook and stage of business cycle for underlying businesses; (vii) overall economic / regulatory environment; (viii) contingent liabilities; (ix) past dividend trends; (x) buyback of shares or any such alternate profit distribution measure, (xi) payment of annual instalment of AGR liabilities, and (xii) any other factor deemed fit by the Board. We may decide to retain all of our earnings to finance the development and expansion of our businesses and, therefore, may not declare dividends on the Equity Shares. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, our ability to pay dividends may also be restricted by the terms of financing arrangements that we have entered into and may enter into. For further details, see "*Dividend Policy*" on page 203 of this Red Herring Prospectus.

38. ***As of December 31, 2023, we had contingent liabilities as per Ind AS 37, which when they materialize, could adversely affect our business, financial condition and results of operations.***

The following table below sets out our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, as at December 31, 2023:

(₹ in million)

S. No.	Particulars	As at December 31, 2023
Contingent Liabilities		
A)	**Licensing Disputes**	
i)	OTSC (Less than 4.4 MHz)	38,570
ii)	Other licensing disputes	97,794
B)	**Other Matters not acknowledged as debt**	
i)	Income tax matters	4,834
ii)	Sales tax and entertainment tax matters	1,524
iii)	Service tax/goods and service tax (GST) matters	14,823
iv)	Entry tax and customs matters	5,567
v)	Other claims	27,105

For further details, please see "*Summary of the Offer Document – Summary of Contingent Liabilities*" on page 15.

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations.

39. ***We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.***

The Competition Act, 2002 (the "**Competition Act**") regulates practices having an appreciable adverse effect on competition in the relevant market in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India and regulates combinations and mergers. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which has or is likely to have an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement among competitors which, directly or indirectly, determines purchase or sale prices, results in bid rigging or collusive bidding, limits or controls the production, supply or distribution of goods and services, or shares the market or source of production or providing of services by way of allocation of geographical area or type of goods or services or number of customers in the relevant market or in any other similar way, is presumed to have an appreciable adverse effect on competition and shall be void. Further, the Competition Act prohibits the abuse of a dominant position by any enterprise. Further, the Competition Commission of India ("**CCI**") has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India.

If we, or any of our employees, are penalised under the Competition Act, our business may be adversely affected. Further, the Competition Act also regulates combinations and requires approval of the CCI for effecting any acquisition of shares, voting rights, assets or control or mergers or amalgamations above the prescribed asset and turnover based thresholds. It is difficult to predict the impact of the Competition Act on our growth and expansion strategies in the future. If we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act or any enforcement proceedings initiated by the CCI or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, it may adversely affect our business, financial condition, cash flows and results of operations.

Risks related to the Objects of the Offer

40. Our funding requirements have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.

We intend to use the Net Proceeds of the Fresh Issue for the purposes described in "*Objects of the Offer*" on page 75. Our overall fund requirements are higher than the Offer. Further, our overall funding requirements, the objects of the Fresh Issue and deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency. Whilst CARE Ratings Limited has been appointed as the monitoring agency for monitoring utilization of the Net Proceeds, the proposed utilization of Net Proceeds is based on current business plan, management estimates, payment schedule for the deferred payment instalments prescribed by the DoT in terms of the frequency allotment letters and demand notes, terms and repayment schedules of the financing arrangement entered into by the Company, proposals obtained from original equipment manufacturers, our own past experience and payment terms and other commercial considerations and technical factors, which are subject to change and may not be within the control of our management. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose and may have an adverse impact on our business, financial condition, results of operations and cash flows.

Further, a portion of our Net Proceeds is proposed to be utilised towards purchase of network equipment towards setting up new 5G sites. While we have deployed 5G technology in four services areas, namely, Maharashtra, Delhi, Tamil Nadu and Punjab, as on the date of this Red Herring Prospectus, we have limited experience in setting up such 5G sites. Accordingly, the actual costs to be incurred, the nature and categories of equipment required to be purchased may differ from our past experience and internal estimates, which may have an adverse impact on our business, financial condition, results of operations and cash flows.

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Further, pending utilization of Net Proceeds towards the Objects of the Offer, our Company will temporarily invest the Net Proceeds in deposits only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board or a duly constituted committee thereof. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds.

41. Any variation in the utilization of the Net Proceeds as disclosed in this Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.

We propose to utilize the Net Proceeds towards: (a) purchase of network equipment for the expansion of our network infrastructure by: (a) setting up new 4G sites; (b) expanding the capacity of existing 4G sites and new 4G sites; and (b) setting up new 5G sites; (b) Payment of certain deferred payments for spectrum to the DoT and the GST thereon; and (c) general corporate purposes. For further details of the proposed objects of the Offer, see "*Objects of the Offer*" beginning on page 75. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake variation in the utilization of the Net Proceeds as disclosed in this Red Herring Prospectus without obtaining the approval of the Shareholders through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the Shareholders in a timely manner, or at all. Any delay or inability in obtaining such approval of the Shareholders may adversely affect our business or operations. Further, our Promoters or controlling shareholders, if applicable, would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Offer, at a price and manner as prescribed by SEBI.

Additionally, the requirement on Promoters or controlling shareholders, if applicable, to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that our Promoters or the controlling shareholders of our Company if applicable, will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Offer to use any unutilized proceeds of the Fresh Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business, financial conditions, cash flows and results of operations.

Risks relating to the Offer

42. Our ability to raise foreign capital may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

43. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the pricing and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions.

In addition, pursuant to Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT which has been incorporated as the proviso to Rule 6(a) of the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy dated October 15, 2020, and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular term or at all. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 758.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations. Accordingly, our ability to raise any foreign capital under the FDI route is therefore constrained by Indian law, which may adversely affect our business, financial condition, cash flows, results of operations and prospects.

44. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by us or conversion of outstanding dues owed to the Government of India may dilute your shareholding and adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. Furthermore, as per the Telecom Reform Package, the Government of India has the option to convert the outstanding amount relating to the deferred payment of DPO and AGR dues by way of equity at the end of the Moratorium. The disposal of Equity Shares by any of our Promoters, Promoter Group or other significant Shareholders, or conversion of outstanding dues owed to the Government of India, or the perception that such sales or conversion may occur, may significantly affect the trading price of the Equity Shares. Further, except as disclosed in "*Capital Structure*" on page 64, we cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

45. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on equity shares sold on an Indian stock exchange. Any capital gain exceeding ₹100,000, realized on the sale of listed equity shares on a recognised stock exchange, held for more than 12 months may be subject to long-term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess). This beneficial provision is, *inter alia*, subject to payment of STT on both acquisition and sale of the equity shares. Further any capital gain realised on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess), without indexation benefits.

Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less immediately preceding the date of transfer, will be subject to short-term capital gains tax in India at the rate of 15% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares. The Finance Act, 2019 has clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

46. Significant differences exist between Ind AS and other accounting principles, such as Indian Generally Accepted Accounting Principles, U.S. Generally Accepted Accounting Principles and International Financial Reporting Standards, which may be material to investors' assessments of our financial condition.

The Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statement included in this Red Herring Prospectus have been prepared in accordance with Ind AS 34 and Ind AS, respectively. There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should, accordingly, be limited.

47. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

Our Equity Shares are quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by the Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

External Risk Factors

48. Technical failures, natural disasters, terrorism, fire or attacks by disaffected social elements or cyber attacks could damage our telecommunications networks.

Our mobile telecommunications networks are vulnerable to technological failures and natural disasters such as earthquakes and floods. There have also been isolated incidents of damage to our installations and those of our competitors as a result of attacks by disaffected sections of the community or groups seeking various forms of recognition or redress. Although the nature of our network is such that these incidents are likely to remain isolated and not impact our overall provision of services, we cannot assure you that these attacks will not increase or be more disruptive.

Our main IT data centre is in Pune but we have another IT data centre in Hyderabad, which functions as a disaster recovery site. Our IT data centre in Hyderabad provides disaster recovery support and back-up facilities for most of the critical IT enabled business applications but does not replicate in full the functions of our IT data centre in Pune. As such, any interruption to the use of our main IT data centre in Pune could have an adverse effect on our business, results of operations and prospects. We cannot assure you that we will be able to control losses caused by any natural, technological or human calamity.

49. Our business is substantially affected by prevailing economic, political and other prevailing conditions in emerging and global markets.

Our operations and financial performance are linked to the economic conditions in India and other emerging and global markets where we conduct business. The Indian economy and securities markets are influenced by economic, political and market conditions in India and globally. As we primarily operate and carry out our operations in India, we are susceptible to fluctuations in the Indian economy. Factors that may adversely affect the overall economic climate, and consequently our results of operations and cash flows, include, but are not limited to:

- *Macroeconomic Factors*: Inflation, interest rates, currency exchange rates, and overall economic growth;
- *Political Factors*: Changes in government policies, geopolitical instability, and regulatory environment, including changes in tax, trade, fiscal or monetary policies;
- *Market Conditions:* Fluctuations in stock markets, commodity prices, and consumer spending patterns;
- *Geopolitical Events*: Political instability, terrorism, or military conflict within the region or globally. For instance, prevailing tensions between India and China, the recent Israel-Hamas conflict and the Russia-Ukraine conflict;
- *Natural and Man-made Disasters*: Occurrence of natural disasters, pandemics (such as COVID-19), or outbreaks of contagious diseases;
- *Credit Rating Downgrades*: Downgrades in our credit rating or the credit rating of India by domestic or international rating agencies;
- *Financial Market Instability*: Disruptions in financial markets, volatility in, and actual or perceived trends in trading activity on, the relevant market's principal stock exchanges; or
- *Supply Chain Disruptions*: Disruptions in supply chain and logistics arrangements.

Any slowdown or perceived slowdown in the Indian economy or the economy of any emerging and global market, or in specific sectors of such economies, could adversely impact our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

50. If inflation and interests rates were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers and our profits might decline.

The majority of our direct costs are incurred in India, which has experienced high levels of inflation. We tend to experience inflation-driven increases in certain of our costs, such as salaries and related allowances that are linked to general price levels in India. However, we may not be able to increase the tariffs that we charge for our services sufficiently to preserve operating margins. Accordingly, high rates of inflation in India could increase our costs and decrease our operating margins, which could have an adverse effect on our business and results of operations.

Inflation rates could be volatile, and we may face high inflation in the future as India had witnessed in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages and salaries, increased costs of importation of machinery and other expenses relevant to our business. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. Consequently, we may also be affected and fall short of business growth and profitability. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our operating expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

A portion of our borrowings are also denominated in Rupees and are linked to floating Indian interest rates. Any increase, especially over a prolonged period, in Indian interest rates would increase our costs of borrowing and adversely affect our results of operations and might make additional borrowing to fund investment uneconomic and/or unaffordable. To the extent borrowings (including vendor financings) are linked to floating external rates such as LIBOR, we are exposed to similar risks of high or variable interest rates used to determine the amounts payable under such arrangements.

51. Enforcement of foreign judgments against our Company or our management may not be possible or may require additional legal proceedings.

Our Company is a public limited company incorporated under the laws of India and majority of our Directors, Key

Managerial Personnel and Senior Management are residents of India. A majority of our assets and the assets of the Directors are located in India. As a result, it may be difficult for the investors to affect service of process upon our Company or such persons outside India or to enforce judgments obtained in courts outside India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908 (the "**Civil Code**"). Judgments or decrees from jurisdictions, which do not have reciprocal recognition with India cannot be executed in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against the Company or its officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of such a judgement. In addition, the regulatory regime of our various international territories may have similar restrictions on enforcement of foreign judgments.

52. Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business and the price of our Equity Shares.

India's sovereign debt credit rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all which are outside the control of our Company. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our results of operations and business prospects, ability to obtain financing for capital expenditures and the price of the Equity Shares.

53. Natural calamities, climate change and health epidemics and pandemics such as COVID-19 could adversely affect the Indian economy and our business, financial condition, cash flows and results of operations. Further, hostilities, wars and other acts of violence or manmade disasters could adversely affect the financial markets and our business.

India has experienced natural calamities, such as earthquakes and floods in recent years. Natural calamities could have an adverse impact on the Indian economy which, in turn, could adversely affect our business, and may damage or destroy our borrowers assets or projects. Any of these natural calamities could adversely affect our business, results of operations, cash flows and financial condition. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine. Any future outbreak of health epidemics may restrict the level of business activity in affected areas, which may, in turn, adversely affect our business.

Wars, terrorism and other acts of violence or manmade disasters may adversely affect our business and the Indian markets. These acts may result in a loss of business confidence and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

54. We are subject to risks arising from exchange rate fluctuations that could adversely affect our results of operations and cash flows.

Our financial statements are presented in Indian Rupees and a substantial portion of the equipment we use is imported and requires payments in foreign currencies. Imports are subject to Government regulations and approvals, the availability of foreign exchange credit and the levy of customs duties. Where there is no local alternative, delays in obtaining required approvals, changes in customs duties or foreign exchange rates or adverse movements in the value of the Rupee could lead to a delay in the acquisition of necessary equipment and adverse financial implications due to price movements thereof, which could have an adverse effect on our business, and results of operations.

The exchange rate between the Rupee and the US Dollar, Euro and GBP has changed substantially in recent years and may continue to fluctuate substantially in the future. Accordingly, our operating and financial results would be negatively affected if the Rupee depreciates against the US Dollar, Euro and GBP. We cannot assure you that we will be able to effectively mitigate the adverse impact of currency fluctuations on our results of operations.

We have certain US Dollar denominated indebtedness and adverse movements in the value of Rupee against the US Dollar, may increase our cost of borrowings and increase depreciation cost, which could have an adverse effect on the value of our Equity Shares and on our business, results of operations and cash flows.

55. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be cautious while dealing in certain securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

On completion of the Offer, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation.

In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

56. Changing laws, rules and regulations, including taxation laws, may adversely affect our business, results of operations, cash flows and prospects.

Change on the quantum of taxes and duties levied globally, or in the terms of international trade agreements, environmental regulation or other applicable laws may require us to incur additional costs. The Government of India has implemented a major reform in Indian tax laws, namely the Goods and Services Tax ("**GST**"). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by GST, with effect from July 1, 2017. The GST regime continues to be subject to amendments and its interpretation by the relevant regulatory authorities is constantly evolving. We cannot assure you that the relevant regulatory authorities will not make any material tax demands under GST on us in the future or the existing input tax credit amounts under GST would be available for setoff against output GST in future due to any change in regulations, which could adversely impact our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company. However, the Government has amended the Income-tax Act, 1961 ("**IT Act**") to abolish the DDT regime. Accordingly, any dividend distribution by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the domestic company is required to withhold tax on such dividends distributed at the applicable rate.

However, non-resident shareholders may claim benefit of an applicable tax treaty, read with the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (Multilateral Instrument), if and to the extent applicable, subject to satisfaction of certain conditions. We may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of withholding tax pursuant to any corporate action including dividends. Further, the Government of India has announced the interim union budget for the financial year 2024-2025 and has enacted the Finance Act, 2024. While the Finance Act, 2024 does not propose any significant changes to IT Act, the full union budget which is likely to be announced later this year may introduce amendments to the IT Act. There is no certainty on the impact of the full union budget on tax laws or other regulations, which may adversely affect our business, financial condition, results of operations or on the industry in which we operate. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in our Equity Shares. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Additionally, the Digital Personal Data Protection Act, 2023 ("**DPDP Act**") was notified in August 2023 and replaces the existing data protection provisions, as contained in Section 43A of the Information Technology Act, 2000. The DPDP

Act seeks to balance the rights of individuals to protect their personal data with the need to process personal data for lawful and other incidental purposes. The DPDP Act focuses on personal data protection for implementing organizational and technical measures in processing digital personal data and lays down norms for cross-border transfer of personal data including ensuring the accountability of entities processing personal data. The DPDP Act requires companies that collect and deal with high volumes of personal data to fulfil certain additional obligations such as appointment of a data protection officer for grievance redressal and a data auditor to evaluate compliance with the DPDP Act. The DPDP Act provides that personal data may be processed only in accordance with the DPDP Act, and for a lawful purpose after obtaining the consent of the individual or for certain legitimate uses. The DPDP Act outlines prescriptive compliance controls across enterprises managing the personal information of Indian citizens. Further, the DPDP Act imposes stringent monetary penalties ranging from ₹50 to ₹200 crore per incident. We cannot assure you that no actions will be taken against us by the regulatory authorities in the future for any alleged contravention of the DPDP Act which could adversely impact our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, the likely nature and impact of the specific terms of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business.

SECTION III: INTRODUCTION

THE OFFER

The following is a summary of the Offer and should be read in conjunction with, and is qualified in its entirety by, more detailed information in the section "*Terms of the Offer*" beginning on page 668.

Further public offer of Equity Shares of face value of ₹10 each[(1)]		Up to [●] Equity Shares aggregating up to ₹180,000 million
The Offer consists of:		
A)	QIB Portion[(2)]	Not more than [●] Equity Shares
	of which:	
	Anchor Investor Portion	Up to [●] Equity Shares
	Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares
	of which:	
	Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares
	Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares
B)	Non-Institutional Portion[(3)]	Not less than [●] Equity Shares
	of which:	
	One-third of the Non-Institutional Portion available for allocation to Bidders with an application size more than ₹0.20 million to ₹1.00 million	[●] Equity Shares
	Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares
C)	Retail Portion[(4)]	Not less than [●] Equity Shares
Pre-Offer and post-Offer Equity Shares		
Equity Shares subscribed, paid–up and outstanding prior to the Offer as on the date of this Red Herring Prospectus		50,119,820,375* Equity Shares
Equity Shares subscribed, paid–up and outstanding after the Offer		[●] Equity Shares
Security Codes for the Equity Shares		ISIN for Equity Shares: INE669E01016 BSE: 532822 NSE: IDEA
Utilisation of Net Proceeds		See "*Objects of the Offer*" beginning on page 75 for details regarding the use of Net Proceeds

**As on the date of this Red Herring Prospectus, only 48,679,820,375 Equity Shares are currently listed on the Stock Exchanges. Our Company has initiated corporate actions for the credit and listing of 1,440,000,000 Equity Shares allotted to ATC Telecom Infrastructure Private Limited on March 23, 2024 and has made listing applications to the Stock Exchanges, which is pending as on date.*

(1) *The Offer has been authorised by a resolution of our Board at their meeting held on February 27, 2024, and a special resolution passed by our Shareholders at their meeting held on April 2, 2024.*

(2) *Our Company may in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 675.*

(3) *Further, (a) one third of the portion available to Non-Institutional Investors being [●] Equity Shares are reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; (b) two third of the portion available to Non-Institutional Investors being [●] Equity Shares are reserved for Bids exceeding ₹1.00 million. Provided that the unsubscribed portion in either of the categories specified, may be allocated to Bidders in the other category.*

(4) *Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in "Terms of the Offer" beginning on page 668.*

Allocation to Bidders in all categories except the Anchor Investor Portion, Non-Institutional Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each of the RIBs shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each of the NIIs shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the SEBI ICDR Regulations. For further details, see "*Offer Procedure*" beginning on page 675.

For details of the terms of the Offer, see "*Terms of the Offer*" on page 668.

SUMMARY OF CONSOLIDATED FINANCIAL STATEMENTS

The following tables provide the summary of financial information of our Company derived from the Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statements, as applicable, as at and for the nine months ended December 31, 2023, and December 31, 2022 and as at and for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021.

The Consolidated Financial Statements referred to above are presented under "Consolidated Financial Statements" beginning on page 204. The summary of financial information presented below should be read in conjunction with the "Consolidated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 204 and 577, respectively.

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SUMMARY BALANCE SHEET DATA

(in ₹ million)

Particulars	As at December 31, 2023	As at December 31, 2022[(1)]	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
ASSETS					
Non-current assets					
Property, plant and equipment (including RoU assets)	544,103	631,324	598,211	536,327	575,704
Capital work-in-progress	5,561	3,895	3,003	3,239	5,996
Intangible assets	899,843	986,161	964,341	1,031,859	1,099,200
Intangible assets under development	176,049	175,538	175,761	404	63
Investments accounted for using the equity method	29	58	58	53	41
Other non-current financial assets	71,046	88,490	88,501	88,492	77,323
Deferred tax assets (net)	144	110	135	60	23
Other non-current assets	75,944	106,667	103,388	111,502	135,461
Total non-current assets	**1,772,719**	**1,992,243**	**1,933,398**	**1,771,936**	**1,893,811**
Current assets					
Inventories	19	33	163	23	6
Financial assets					
i) Trade receivables	22,464	23,355	21,640	24,439	25,070
ii) Cash and cash equivalents	3,189	1,538	2,288	14,532	3,503
iii) Bank Balance other than cash and cash equivalent	4,991	6,416	6,266	20,434	18,662
iv) Loans to joint ventures and others	-	-	-	-	9
v) Other current financial assets	520	459	394	756	2,117
Current tax assets	2,063	4,197	-	6,031	-
Other current assets	101,560	110,538	107,785	102,140	90,975
Total current assets	**134,806**	**146,536**	**138,536**	**168,355**	**140,342**
Assets classified as held for sale (AHFS)	493	-	493	-	653
Total Assets	**1,908,018**	**2,138,779**	**2,072,427**	**1,940,291**	**2,034,806**
EQUITY AND LIABILITIES					
Equity					
Equity share capital	486,797	321,188	486,797	321,188	287,354
Other equity	(1,466,116)	(1,168,284)	(1,230,388)	(940,836)	(669,634)
Total equity	**(979,319)**	**(847,096)**	**(743,591)**	**(619,648)**	**(382,280)**
Liabilities					
Non-current liabilities					
Financial liabilities					
i) Long term borrowings					
a) Loans from banks and others	-	11,752	9,351	28,363	64,846
b) Deferred payment obligations	1,952,762	1,976,747	1,883,550	1,731,145	1,509,309
ii) Lease liabilities	247,726	253,373	250,612	114,325	109,544
iii) Trade payables	759	990	1,058	852	1,268
iv) Other non-current financial liabilities	109,180	111,584	66,623	68,461	63,275
Long term provisions	228	346	235	384	416
Deferred tax liabilities (net)	-	-	-	-	22
Other non-current liabilities	4,122	4,498	4,362	5,070	4,381
Total non-current liabilities	**2,314,777**	**2,359,290**	**2,215,791**	**1,948,600**	**1,753,061**
Current liabilities					
Financial liabilities					
i) Short term borrowings	81,495	122,809	122,959	149,669	228,948
ii) Lease liabilities	119,395	131,834	111,188	114,109	104,555
iii) Trade payables	137,319	147,284	135,364	131,699	132,757
iv) Other current financial liabilities	142,862	145,435	153,557	139,606	133,316
Other current liabilities	85,918	73,913	77,011	76,018	63,991
Short term provisions	316	207	148	238	458
Current tax liabilities (net)	5,255	5,103	-	-	-
Total current liabilities	**572,560**	**626,585**	**600,227**	**611,339**	**664,025**
Total liabilities	**2,887,337**	**2,985,875**	**2,816,018**	**2,559,939**	**2,417,086**
Total equity and liabilities	**1,908,018**	**2,138,779**	**2,072,427**	**1,940,291**	**2,034,806**

Notes:

(1) Numbers forming part of this financial period are derived from the Special Purpose Interim Condensed Consolidated Financial Statements as at and for the nine months period ended December 31, 2022.

SUMMARY PROFIT AND LOSS DATA

(*in ₹ million, unless otherwise stated*)

Particulars	For the nine months period ended December 31, 2023	For the nine months period ended December 31, 2022[(1)]	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from operations	320,449	316,453	421,772	385,155	419,522
Other income	807	2,175	3,113	1,294	1,742
Total Income	**321,256**	**318,628**	**424,885**	**386,449**	**421,264**
Expenses					
Cost of trading goods	152	50	78	70	30
Employee benefits expenses	15,783	13,815	18,663	17,351	20,300
Network expenses and IT outsourcing cost	74,456	76,760	100,783	98,182	95,938
License fees and spectrum usage charges	27,682	30,969	40,021	41,988	41,295
Roaming and access charges	30,553	28,297	38,991	29,155	52,906
Subscriber acquisition and servicing expenditure	32,005	26,356	36,780	19,711	17,677
Advertisement, business promotion expenditure and content cost	4,715	7,337	9,412	9,791	7,875
Other expenses	7,201	6,802	8,874	8,546	14,044
Total Expenses	**192,547**	**190,386**	**253,602**	**224,794**	**250,065**
Profit / (Loss) before finance costs, depreciation, amortisation, share of net profit/(loss) of joint venture, exceptional items and tax	**128,709**	**128,242**	**171,283**	**161,655**	**171,199**
Finance costs	194,852	185,910	233,543	209,808	179,981
Depreciation	102,870	107,939	142,584	146,569	145,013
Amortisation	65,952	65,521	87,913	89,274	91,372
Profit / (Loss) before share of profit/(loss) of joint venture, exceptional items and tax	**(234,965)**	**(231,128)**	**(292,757)**	**(283,996)**	**(245,167)**
Add : Share in profit/(loss) of joint venture	(29)	5	5	12	2,314
Profit / (Loss) before exceptional items and tax	**(234,994)**	**(231,123)**	**(292,752)**	**(283,984)**	**(242,853)**
Exceptional items (net)	7,555	7,555	(224)	1,643	(199,681)
Profit / (Loss) before tax	**(227,439)**	**(223,568)**	**(292,976)**	**(282,341)**	**(442,534)**
Tax expense					
i) Current tax	8,206	8,353	115	173	(180)
ii) Deferred tax	(7)	(51)	(80)	(60)	(23)
Profit / (Loss) after tax	**(235,638)**	**(231,870)**	**(293,011)**	**(282,454)**	**(442,331)**
Other Comprehensive Income/(loss)					
Items not to be reclassified to profit or loss in subsequent periods					
Re-measurement gains / (loss) on defined benefit plans	(91)	61	115	90	374
Income tax effect	1	(1)	(4)	(1)	(4)
Group's share in other comprehensive income / (loss) of joint ventures and associate (net of taxes)	-	-	-	-	(2)
Other Comprehensive Income / (Loss) (Net of Tax)	**(90)**	**60**	**111**	**89**	**368**
Total Comprehensive Income / (Loss)	**(235,728)**	**(231,810)**	**(292,900)**	**(282,365)**	**(441,963)**
Earnings / (loss) per equity share of ₹10 each:					
Basic (₹)	(4.84)	(7.16)	(8.43)	(9.83)	(15.4)
Diluted (₹)	(4.84)	(7.16)	(8.43)	(9.83)	(15.4)

Basic EPS and Diluted EPS for the nine months ended December 31, 2023 and December 31, 2022 are not annualized.

Notes:

(1) Numbers forming part of this financial period are derived from the Special Purpose Interim Condensed Consolidated Financial Statements as at and for the nine months period ended December 31, 2022.

SUMMARY CASH FLOW STATEMENT DATA

(*in ₹ million*)

Particulars	For the nine months period ended December 31, 2023	For the nine months period ended December 31, 2022[(1)]	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Operating activities					
Loss before tax	(227,439)	(223,568)	(292,976)	(282,341)	(442,534)
Adjustments to reconcile loss before tax to net cash flows					
Share in loss/(profit) of joint venture and associate (net)	29	(5)	(5)	(12)	(2,314)
Depreciation of property, plant and equipment (including RoU assets) and investment property	102,870	107,939	142,584	146,569	145,013
Amortisation of intangible assets	65,952	65,521	87,913	89,274	91,372
Share-based payment expense (ESOS)	-	2	2	(16)	35
Gain on disposal of property, plant and equipment and intangible assets (net)	(343)	(441)	(642)	(679)	5
Loss / (gain) on Investment property (leasehold land)	-	-	224	(1,266)	-
Gain on sale of stake in Indus (Joint Venture)	-	-	-	-	(21,189)
Impact due to cancellation of lease contract on network re-alignment	-	-	-	-	(1,696)
Accelerated depreciation on account of network re-alignment/re-farming	-	-	-	137	5,745
License fees and SUC on AGR	-	-	-	-	194,405
One time spectrum charges	-	-	-	-	5,027
Impairment of brand	-	-	-	-	7,246
Differential entry fees impact	(7,555)	(7,555)	-	-	-
Finance costs (including fair value change in financial instruments)	194,852	185,910	233,543	209,808	179,981
Provision for gratuity and compensated absences	-	-	-	-	89
Bad debts / advances written off	94	(590)	1,170	1,756	3,873
Allowance for doubtful debts / advances	1,410	1,792	86	479	(437)
Liabilities / provisions no longer required written back	(440)	(23)	(175)	(70)	(46)
Other income	(524)	(1,938)	(2,761)	(1,057)	(1,636)
Working capital adjustments					
(Increase)/Decrease in trade receivables	(2,336)	(773)	1,847	(383)	3,136
Decrease/(Increase) in inventories	144	(10)	(140)	(17)	19
(Increase)/Decrease in other financial and non-financial assets	8,511	6,785	10,626	(30,051)	(6,836)
Increase/(Decrease) in trade payables	(7,101)	9,241	(2,477)	(3,432)	5,522
Increase/(Decrease) in other financial and non-financial liabilities	4,327	(4,664)	(3,581)	30,476	(16,286)
Cash Flow from Operating Activities	**132,451**	**137,623**	**175,238**	**159,175**	**148,494**
Income tax (paid)/refund (including TDS) (net)	26,387	8,986	13,449	14,695	7,903
Net cash flows from operating activities	**158,838**	**146,609**	**188,687**	**173,870**	**156,397**
Investing activities					
Purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development)	(13,705)	(32,853)	(39,422)	(60,089)	(47,097)
Payment towards spectrum - upfront payment	-	(16,800)	(16,800)	(1,035)	(5,747)
Payment of Deferred Payment obligations towards spectrum	(4,483)	-	-	-	-
Proceeds from sale of property, plant and equipment and intangible assets	664	582	857	1,207	1,782
Proceeds from sale of Investment property (leasehold land) (net of expenses)	-	-	-	1,870	-
Proceeds from sale of stake in Indus (Joint Venture)	-	-	-	-	37,472
Net sale of current investments	191	174	290	180	4,952
Repayment of loan given to joint venture	-	-	-	8	-
Interest received	359	710	941	586	1,797
Maturity /(Placement) for fixed deposits with banks having maturity of 3 to 12 months	55	(41)	(2)	(30)	16,477
Dividend received from joint venture (Indus)	-	-	-	-	1,115

(*in ₹ million*)

Particulars	For the nine months period ended December 31, 2023	For the nine months period ended December 31, 2022[(1)]	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Net cash flows (used in)/from investing activities	**(16,919)**	**(48,228)**	**(54,136)**	**(57,303)**	**10,751**
Financing activities					
Proceeds from allotment of equity shares under preferential issue (net of share issue expenses of ₹3 million)	-	-	-	44,997	-
Proceeds from issue of convertible share warrants	-	4,362	4,320	-	-
Payment of interest and finance charges	(24,354)	(17,654)	(20,940)	(27,997)	(28,256)
Proceeds from long term borrowings	-	-	16,000	5,000	-
Repayment of long term borrowings	(45,344)	(43,129)	(59,460)	(80,641)	(43,220)
Proceeds from short term borrowings	20,000	19,824	19,824	22,500	-
Repayment of short term borrowings	(28,824)	(25,000)	(27,500)	-	(283)
Payment of lease liabilities	(62,496)	(49,778)	(79,039)	(69,397)	(95,555)
Net cash flows (used in) financing activities	**(141,018)**	**(111,375)**	**(146,795)**	**(105,538)**	**(167,314)**
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C+D)	**901**	**(12,994)**	**(12,244)**	**11,029**	**(166)**
Cash and Cash Equivalents at the beginning of the period / year	**2,288**	**14,532**	**14,532**	**3,503**	**3,669**
Cash and Cash Equivalents at the end of the period / year	**3,189**	**1,538**	**2,288**	**14,532**	**3,503**

Notes:

(1) Numbers forming part of this financial period are derived from the Special Purpose Interim Condensed Consolidated Financial Statements as at and for the nine months period ended December 31, 2022.

GENERAL INFORMATION

Our Company was incorporated as 'Birla Communications Limited', a public limited company under the Companies Act, 1956 with a certificate of incorporation issued by the Registrar of Companies, Maharashtra at Mumbai on March 14, 1995 and a certificate of commencement of business on August 11, 1995. Pursuant to a joint venture agreement dated December 5, 1995 between AT&T Corporation and Grasim Industries Limited, the name of our Company was changed to 'Birla AT&T Communications Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Maharashtra at Mumbai on May 30, 1996. The name of our Company was subsequently changed to 'Birla Tata AT&T Limited' and a fresh certificate of incorporation was issued by the RoC on November 6, 2001 pursuant to a shareholders agreement dated December 15, 2000 entered into between Grasim Industries Limited on behalf of the Aditya Birla group, Tata Industries Limited on behalf of the TATA Group and AT&T Wireless Services Inc. on behalf of the AWS Group which replaced the joint venture agreement between AT&T Corporation and Grasim Industries Limited. Further, pursuant to the introduction of the Idea brand, the name of our Company was changed to 'Idea Cellular Limited' and a fresh certificate of incorporation was issued by the RoC on May 1, 2002. Thereafter, pursuant to amalgamation of VMSL and Vodafone India with our Company, the name of our Company was changed to its present name 'Vodafone Idea Limited', and a fresh certificate of incorporation was issued by the RoC on August 31, 2018.

Registered Office

Suman Tower
Plot No. 18, Sector 11
Gandhinagar 382 011
Gujarat, India
Registration Number: 030976
CIN: L32100GJ1996PLC030976

Corporate Office

Birla Centurion, 10th Floor
Century Mills Compound
Pandurang Budhkar Marg, Worli
Mumbai 400 030
Maharashtra, India

Address of the RoC

Our Company is registered with the RoC situated at the following address:

Registrar of Companies, Gujarat at Ahmedabad

RoC Bhavan
Opposite Rupal Park Society
Behind Ankur Bus Stop
Naranpura, Ahmedabad 380 013
Gujarat, India

Board of Directors

As on the date of this Red Herring Prospectus, the Board of Directors of our Company consists of the following:

Name	Designation	DIN	Address
Ravinder Takkar#	Non-Executive Chairman	01719511	Flat No. 102b, Tower-10, The Aralias, Sector – 42, Charakpur (74), Gurugram 122 002, Haryana, India
Anjani Kumar Agrawal	Independent Director	08579812	Flat No. 2201, A-Wing, Tower No. 2, Sumer Trinity Tower, New Prabhadevi Road, Mumbai 400025, Maharashtra, India
Arun Kumar Adhikari	Independent Director	00591057	Vivarea, 903, Wing A, Sane Guruji Marg, Jacob Circle, Mahalaxmi, Mumbai 400 011, Maharashtra, India
Ashwani Windlass	Independent Director	00042686	N-53, Panchshila Park, New Delhi – 110 017, India
Himanshu Kapania*	Non-Executive Director	03387441	Flat No. 3002, 30th Floor, The Imperial Edge, Tower No. 4, CTS No. 725 PT, B B Nakashe Marg, M P Mill Compound, Tardeo, Mumbai 400 034, Maharashtra, India
Krishnan Ramachandran	Independent Director	00193357	2401-2402, A Wing, Raheja Atlantis, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013, Maharashtra, India
Kumar Mangalam Birla*	Non-Executive Director	00012813	Mangal Adityayan, 20, Carmichael Road, Mumbai

Name	Designation	DIN	Address
			400 026, Maharashtra, India
Neena Gupta	Independent Director	02530640	H. No. M 1902 A, The Magnolias, DLF Golf Links, DLF City, Phase V, Gurugram 122 009, Haryana, India
Sateesh Govinda Kamath#	Non-Executive Director	10169581	Greenfields, Snows Ride, Windlesham, United Kingdom GU20 6LA
Sunil Sood#	Non-Executive Director	03132202	2401/2402, Petit Towers, August Kranti Marg, Kemps Corner, Cumballa Hills, Mumbai 400 036, Maharashtra, India
Suresh Choithram Vaswani	Independent Director	02176528	5760, Daniel Road, Apt. 7607, Plano, Texas 75024, U.S.A
Sushil Agarwal*	Non-Executive Director	00060017	294 & 304, Tower B, Kalpataru Horizon, S.K. Ahire Marg, Near Doordarshan, Worli, Mumbai 400 018, Maharashtra, India

** Directors nominated by ICL Group Shareholders*
 # Directors nominated by Vodafone Group Shareholders

For brief profiles and further details, see "*Our Management*" on page 161.

Filing

A copy of this Red Herring Prospectus, along with the material contracts and documents has been filed under Section 32 of the Companies Act, 2013, with the RoC and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013, would be filed with the RoC at its office and through the electronic portal at www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Company Secretary and Compliance Officer

Pankaj Kapdeo
Birla Centurion, 10th Floor
Century Mills Compound
Pandurang Budhkar Marg, Worli
Mumbai 400 030
Maharashtra, India
Tel: +91 98246 34997
E-mail: shs@vodafoneidea.com

Book Running Lead Managers

Axis Capital Limited
1st Floor, Axis House
C-2, Wadia International Centre
Pandurang Budhkar Marg, Worli
Mumbai 400 025,
Maharashtra, India
Tel: +91 22 4325 2183
E-mail: vil.fpo@axiscap.in
Website: www.axiscapital.co.in
Investor Grievance ID: complaints@axiscap.in
Contact Person: Ankit Bhatia/ Harish Patel
SEBI Registration Number: INM000012029

Jefferies India Private Limited
Level 16, Express Towers
Nariman Point
Mumbai 400 021
Maharashtra, India
Tel: +91 22 4356 6000
Email: vodafone.idea.fpo@jefferies.com
Website: www.jefferies.com
Investor Grievance ID: jipl.grievance@jefferies.com
Contact Person: Suhani Bhareja
SEBI Registration Number: INM000011443

SBI Capital Markets Limited
1501, 15th Floor, A & B Wing
Parinee Crescenzo, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India
Tel: +91 22 4006 9807
E-mail: vil.fpo@sbicaps.com
Website: www.sbicaps.com
Investor Grievance ID: investor.relations@sbicaps.com
Contact Person: Vaibhav Shah / Sylvia Mendonca
SEBI Registration Number: INM000003531

Syndicate Members

Investec Capital Services (India) Private Limited
1103-04, 11th Floor, B Wing
Parinee Crescenzo, Bandra Kurla Complex
Mumbai 400 051
Maharashtra, India
Tel: +91 22 6849 7400
E-mail: kunal.naik@investec.co.in
Website: www.investec.com/india.html
Contact Person: Kunal Naik
SEBI Registration Number: INZ000007138

SBICAP Securities Limited
Marathon Futurex, B Wing
Unit no 1201, 12th Floor
N M Joshi Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: +91-22-69316204
E-mail: archana.dedhia@sbicapsec.com
Website: www.sbisecurities.com
Contact Person: Archana Dedhia
SEBI Registration Number: INZ000200032

Legal counsel to our Company as to Indian law

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: +91 22 2496 4455

Statutory Auditors to our Company

S.R. Batliboi & Associates LLP, Chartered Accountants
12th Floor, The Ruby
29, Senapati Bapat Marg
Dadar (West), Mumbai 400 028
Maharashtra, India
Tel: +91 22 6192 0000
E-mail: SRBA@srb.in
ICAI Firm Registration number: 101049W/E300004
Peer Review certificate number: 013325

There has been no change in the auditors of our Company during the three years preceding the date of this Red Herring Prospectus.

Registrar to our Company

Bigshare Services Private Limited
Office No. S6-2, 6th Floor
Pinnacle Business Park
Next to Ahura Centre
Mahakali Caves Road, Andheri (East)
Mumbai 400 093
Maharashtra, India
Tel: +91 22 6263 8200
E-mail: ipo@bigshareonline.com
Investor grievance email: investor@bigshareonline.com
Website: www.bigshareonline.com
Contact person: Jibu John
SEBI registration number: INR000001385

Registrar to the Offer

Link Intime India Private Limited
C 101, 1st Floor, 247 Park
L.B.S Marg, Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 810 811 4949
E-mail: vil.fpo@linkintime.co.in
Website: www.linkintime.co.in
Investor Grievance ID: vodafoneidea.fpo@linkintime.co.in
Contact Person: Shanti Gopalakrishnan

SEBI Registration Number: INR000004058

Bankers to the Offer

Public Offer Account Bank and Sponsor Bank

Axis Bank Limited
Axis House, 6th Floor
C-2, Wadia International Centre
Pandurang Budhkar Marg
Worli, Mumbai 400 025
Maharashtra, India
Tel: +91 022 2425 3672
Website: www.axisbank.com
E-mail: vishal.lade@axisbank.com
Contact Person: Vishal M. Lade
SEBI Registration Number: INBI00000017

Escrow Collection Bank, Refund Bank and Sponsor Bank

HDFC Bank Limited
FIG-OPS Department
Lodha, I Think Techno Campus O-3 Level
Next to Kanjurmarg Railway Station
Kanjurmarg (East), Mumbai 400 042
Maharashtra, India
Tel: +91 22 3075 2914 / 28 / 29
Website: www.hdfcbank.com
E-mail: siddharth.jadhav@hdfcbank.com, sachin.gawade@hdfcbank.com, eric.bacha@hdfcbank.com, tushar.gavankar@hdfcbank.com, pravin.teli2@hdfcbank.com
Contact Person: Eric Bacha/ Sachin Gawade / Pravin Teli / Siddharth Jadhav / Tushar Gavankar
SEBI Registration Number: INBI00000063

Bankers to our Company

Axis Bank Limited
Gokhale Road
Mumbai 400 025
Maharashtra, India
Tel: +91 98335 58630
Website: www.axisbank.com
E-mail: dilip.kanaujiya@axisbank.com
Contact Person: Dilip Kanaujiya

Bank of Baroda
Corporate Financial Services Branch, 3rd Floor
10/12, Mumbai Samachar Marg
Fort, Mumbai 400 001
Maharashtra, India
Tel: +91 22 4340 7300
Website: https://www.bankofbaroda.in
E-mail: RM10.cfsbal@bankofbaroda.in, cfsbal@bankofbaroda.co.in
Contact Person: Nirankush Tyagi

Canara Bank
Large Corporate Branch - BKC, Canara Bank Building
1st Floor, A Wing, C-14
G-Block, Bandra Kurla Complex
Mumbai 400 051
Maharashtra, India
Tel: +91 22 2672 8105
Website: www.canarabank.com
E-mail: cb5310@canarabank.com
Contact Person: Shailesh Dedge

Deutsche Bank
Ground Floor, Hindustan Times House
18-20, Kasturba Gandhi Marg
New Delhi 110 001
India
Tel: +91 11 7110 9600
Website: https://www.db.com/inida/
E-mail: pooja.sunder@db.com
Contact Person: Pooja Sunder

IDFC FIRST Bank Limited
10th Floor, VIBGYOR Towers
Near Trident, BKC
Mumbai 400 051
Maharashtra, India
Tel: +91 22 7132 6740
Website: www.idfcfirstbank.com
E-mail: ritesh.gupta@idfcfirstbank.com
Contact Person: Ritesh Gupta

ICICI Bank Limited
Corporate Head Office, ICICI Bank Towers
Bandra Kurla Complex, Bandra East
Mumbai 400 051
Maharashtra, India
Tel: +91 22 4008 7412
Website: www.icicibank.com
E-mail: **s**aumya.mendon@icicibank.com
Contact Person: Soumya Mendon

IndusInd Bank Limited
11th Floor, Tower 1, One Indiabulls Centre
841 S. B. Marg Park, Elphinstone Road
Mumbai 400 013
Maharashtra, India
Tel: +91 22 7114 3119
Website: www.indusind.com
E-mail: sunil.adhikari@indusind.com
Contact Person: Sunil Adhikari

Punjab National Bank
6th Floor, PNB Pragati Tower
C-9, G-Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India
Tel: +91 22 2672 6625
Website: https://www.pnbindia.in
E-mail: bo2175@pnb.co.in
Contact Person: Prashant Kumar Jha

State Bank of India
Corporate Accounts Group - BKC
The Capital, 'A' Wing, 16th Floor
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India
Tel: +91 22 6170 9621
Website: https://sbi.co.in
E-mail: agmamt2.cagbkc@sbi.co.in
Contact Person: Niraj Kumar

Standard Chartered Bank
5/F, Crescenzo, C-38/39, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India
Tel: +91 22 6115 9304
Website: https://www.sc.com/
E-mail: Nishith.Sanghavi@sc.com
Contact Person: Nishith Sanghavi

Yes Bank Limited
13-103, Western Express Highway, Anand Nagar
Vakola, Santacruz East
Mumbai 400 055
Maharashtra, India
Tel: +91 22 5091 9800
Website: https://www.yesbank.in/
E-mail: niket.korgaonkar@yesbank.in / yestouch@yesbank.in
Contact Person: Niket Korgaonkar

Green Shoe Option

No green shoe option is contemplated under the Offer.

Designated Intermediaries

Self-Certified Syndicate Banks

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 www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as 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 and updated from time to time, please refer to the above-mentioned link or any such other website as may be prescribed by SEBI from time to time.

Applications through the UPI Mechanism in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. The said list is available on the SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is available on www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, respectively.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the

SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the above-mentioned link or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and email address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and email address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Inter-se allocation of responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

S. No.	Activity	Responsibility	Coordinator
1.	Due diligence of our Company including its operations/management/business plans/legal etc. Drafting and design of the Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, the RoC and the SEBI including finalisation of Prospectus and RoC filing	BRLMs	Axis
2.	Capital structuring with the relative components and formalities such as type of instruments, size of the Offer etc.	BRLMs	Axis
3.	Drafting and approval of all statutory advertisement	BRLMs	Axis
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report	BRLMs	SBI Caps
5.	Appointment of intermediaries - Registrar to the Offer, advertising agency, Banker(s) to the Offer including the Sponsor Banks, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	BRLMs	SBI Caps
6.	Preparation of road show presentation and frequently asked questions	BRLMs	Jefferies
7.	International institutional marketing of the Offer, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	BRLMs	Jefferies
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	BRLMs	Axis
9.	Non-institutional marketing of the Offer, which will cover, *inter alia*: • Finalising media, marketing and public relations strategy; and • Formulating strategies for marketing to Non-Institutional Bidders	BRLMs	Axis
10.	Retail marketing of the Offer, which will cover, *inter alia*: • Finalising media, marketing, public relations strategy and publicity; • budget including list of frequently asked questions at retail road shows; • Finalising collection centres; • Finalising application form; • Finalising centres for holding conferences for brokers etc.;	BRLMs	Axis

S. No.	Activity	Responsibility	Coordinator
	• Follow-up on distribution of publicity; and • Offer material including form, Red Herring Prospectus / Prospectus and deciding on the quantum of the Offer material		
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, payment of 1% security deposit, anchor coordination, anchor CAN and intimation of anchor allocation	BRLMs	SBI Caps
12.	Managing the book and finalization of pricing in consultation with our Company	BRLMs	Jefferies
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar to the Offer, SCSBs, Sponsor Banks and other Banker(s) to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Offer activities, which shall involve essential follow-up with Banker(s) to the Offer and SCSBs to get quick estimates of collection and advising our Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, unblocking of application monies, listing of instruments, dispatch of certificates or demat credit and refunds, and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Banker(s) to the Offer including Sponsor Banks, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and the SEBI for submission of all post-Offer reports including the final post-Offer report to SEBI, release of 1% security deposit post closure of the Offer	BRLMs	SBI Caps

Experts to the Offer

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received written consent dated April 11, 2024 from S.R. Batliboi & Associates LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) auditors report dated May 25, 2023, May 10, 2022 and June 30, 2021, respectively on our Audited Consolidated Financial Statements for the Financial Years ended March 31, 2023, 2022 and 2021; (ii) limited review reports each dated April 4, 2024 on our Special Purpose Interim Condensed Consolidated Financial Statements for the nine month period ended December 31, 2023 and December 31, 2022; and (iii) their report dated April 4, 2024 on the statement of special tax benefits available to our Company, its shareholders and its Material Subsidiaries in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated April 11, 2024 from the independent chartered accountant, namely Suresh Surana & Associates LLP, Chartered Accountants, to include their name in this Red Herring Prospectus, as an "expert" as defined under Section 2(38) and Section 26(1)(a)(v) of the Companies Act, 2013 to the extent and in their capacity as the Independent Chartered Accountant and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Book Building Process

The Book Building Process, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of this Red Herring Prospectus, the Bid Cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot size will be decided by our Company, in consultation with the Book Running Lead Managers, and will either be included in this Red Herring Prospectus or will be advertised in all editions of English national daily newspaper, Business Standard, all editions of Hindi national daily newspaper, Jansatta and regional edition of the Gujarati daily newspaper, Sandesh (Gujarati being the regional language of Gujarat, where our Registered office is located), each with wide circulation, at least one Working Day prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Managers after the Bid/Offer Closing Date. For details, see "*Offer Procedure*" on page 675.

All Bidders (other than Anchor Investors) shall participate in the Offer mandatorily through the ASBA process by providing the details of their respective ASBA Accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs (subject to their Bid Amount being up to ₹0.5 million) can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs, NIIs and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis.

For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on page 668, 673 and 675, respectively.

The process of Book Building prescribed under the SEBI ICDR Regulations and the Bidding process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

Bidders should note that, the Offer is also subject to (i) filing of the Prospectus with the RoC; and (ii) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building process and the price discovery process, see "*Offer Procedure"* on page 675.

FPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Offer.

Monitoring Agency

In compliance with Regulation 137(1) of the SEBI ICDR Regulations, our Company has appointed CARE Ratings Limited as the Monitoring Agency.

CARE Ratings Limited
4th Floor, Godrej Coliseum
Somaiya Hospital Road, off Eastern Express Highway
Sion (East), Mumbai 400 022
Maharashtra, India
Tel: +91 22 6754 3456
Email: maheshkumar.narhare@careedge.in
Contact Person: Maheshkumar Narhare
Website: www.careratings.com
SEBI Registration Number: IN/CRA/004/1999

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

Debenture Trustees

As this is an offer of Equity Shares, the appointment of trustees is not required.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares which they shall subscribe to on account of rejection of bids, either by themselves or by procuring subscription, at a price which shall not be less than the Offer Price:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

Name, address, telephone number and email address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]

The aforementioned underwriting commitments are indicative and will be finalised after determination of the Offer Price and finalisation of the Basis of Allotment and actual allocation, in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the aforementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The aforementioned Underwriters are merchant bankers registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Capital Raising Committee, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The Equity Share capital of our Company as at the date of this Red Herring Prospectus is set out below:

(in ₹, except share data)

		Aggregate value at face value (₹)	Aggregate value at Offer Price (₹)*
A	**AUTHORISED SHARE CAPITAL**[(1)]		
	70,000,000,000 Equity Shares (having face value of ₹10 each)	700,000,000,000	NA
	5,000,000,000 Preference Shares (having face value of ₹10 each)	50,000,000,000	NA
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	50,119,820,375[#] Equity Shares (having face value of ₹10 each)	501,198,203,750	NA
C	**PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS**		
	Offer of up to [●] Equity Shares at a premium of ₹ [●] per Equity Share, i.e., at a price of ₹ [●] per Equity Share aggregating up to ₹180,000 million [(2)]	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**[(2)]		
	[●] Equity Shares (having face value of ₹10 each)	[●]	NA
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer[(3)]	1,095,917,624,360	
	After the Offer	[●]**	

* *To be included upon finalisation of the Offer Price.*

** *Subject to finalisation of Basis of Allotment, Allotment and deduction of Offer expenses.*

\# *As on the date of this Red Herring Prospectus, only 48,679,820,375 Equity Shares are currently listed on the Stock Exchanges. Our Company has initiated corporate actions for the credit and listing of 1,440,000,000 Equity Shares allotted to ATC Telecom Infrastructure Private Limited on March 23, 2024 and has made listing applications to the Stock Exchanges, which is pending as on date.*

(1) Our Board has, its meeting held on April 6, 2024, approved an increase in the authorised share capital of our Company from ₹750,000 million (comprising of 70,000,000,000 Equity Shares of face value of ₹10 each and 5,000,000,000 Preference Shares of face value of ₹10 each) to ₹1,000,000 million (comprising of 95,000,000,000 Equity Shares of face value of ₹10 each and 5,000,000,000 Preference Shares of face value of ₹10 each). The proposed increase in authorised share capital is subject to the approval of our Shareholders.

(2) The Offer has been authorized by a resolution of our Board at their meeting held on February 27, 2024 and a special resolution dated April 2, 2024 passed by our Shareholders.

(3) As on the date of this Red Herring Prospectus.

Notes to the Capital Structure

1. **Issue of shares for consideration other than cash or by way of bonus issue or out of its revaluation reserves**

Except as disclosed below, our Company has not issued any Equity Shares (i) out of revaluation reserves; or (ii) for consideration other than cash or by way of bonus issue as on the date of this Red Herring Prospectus, since incorporation:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Offer price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company	Details of allottees
December 4, 2001	578,778,695	10	NA	Allotment pursuant to scheme of amalgamation of Tata Cellular Limited with our Company	The operations of our Company expanded to Andhra Pradesh Circle and became a joint venture with Tata Group	Allotment of 170,000,567 Equity Shares to Tata Industries Limited and its nominees and 408,778,128 Equity Shares to Tata Televentures (Holdings) Limited
December 4, 2001	38,456,441	10	NA			Allotment of 38,456,441 Equity Shares to AIG (Mauritius) LLC
March 17, 2010	199,153,469	10	NA	Allotment pursuant to scheme of amalgamation of Spice Communications Limited with our Company	The operations of our Company expanded to Karnataka and Punjab Circle and Axiata became a strategic investor into our Company	Allotment of 199,153,469 Equity Shares to the 29,016 shareholders of Spice Communications Limited pursuant to amalgamation of Spice Communications Limited with our Company

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Offer price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company	Details of allottees
August 31, 2018	4,375,199,464	10	NA	Allotment pursuant to scheme of amalgamation of Vodafone India Limited ("**Vodafone India**") and Vodafone Mobile Services Limited ("**VMSL**") with our Company (the "**Merger**")	Vodafone India and VMSL merged with and into our Company	Allotment of 3,893,927,522 Equity Shares to Vodafone India, in its capacity as the shareholder of VMSL to give effect to the merger of VMSL with our Company. Such Equity Shares were subsequently cancelled on August 31, 2018, to give effect to the merger of Vodafone India with our Company in terms of the Merger, subsequent to which 4,375,199,464 Equity Shares were allotted in the following manner: 247,074,233 Equity Shares to Al-Amin Investments Limited; 298,062,840 Equity Shares to Asian Telecommunication Investments (Mauritius) Limited; 135,602,165 Equity Shares to CCII (Mauritius), Inc.; 1,212,377,931 Equity Shares to Euro Pacific Securities Ltd; 509,502,318 Equity Shares to Mobilvest; 664,399,929 Equity Shares to Prime Metals Ltd; 444,187,567 Equity Shares to Trans Crystal Ltd; 493,851,584 Equity Shares to Vodafone Telecommunications (India) Limited; 7,592,136 Equity Shares to Jaykay Finholding (India) Private Limited (*now merged with Omega Telecom Holdings Private Limited*); 76,687,227 Equity Shares to Omega Telecom Holdings Private Limited; 194,738,421 Equity Shares to Telecom Investments India Private Limited (*now merged with Omega Telecom Holdings Private Limited*); and 91,123,113 Equity Shares to Usha Martin Telematics Limited
February 7, 2023	16,133,184,899	10	10	Allotment pursuant to conversion of an	Conversion of a debt amounting to	Department of Investment and Public

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Offer price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company	Details of allottees
				amount of ₹161,331.85 million, being the net present value of the interest amount related to the deferment of spectrum auction instalments and AGR dues that were due to the Government of India, in accordance with the order dated February 3, 2023 issued by the DoT under Section 62(4) of the Companies Act, 2013	₹161,331.85 million, being the net present value of the interest amount related to the deferment of spectrum auction instalments and AGR dues, being the debt due to the Government of India from our Company	Asset Management, Government of India (acting on behalf of President of India)

2. **Issue of Equity Shares pursuant to schemes of arrangement**

Except as disclosed in *"- Issue of shares for consideration other than cash or by way of bonus issue or out of its revaluation reserves"* on page 64, our Company has not allotted any Equity Shares in terms of any scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013, as applicable.

3. **Issue of Equity Shares under employee stock option schemes**

The following table sets forth details of the issuance of Equity Shares under employee stock option schemes of our Company:

Date / period of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Offer price / price range per Equity Share (₹)	Form of consideration	Reason / nature of allotment
February 25, 2010	372,400	10	39.30 – 45.55	Cash	Allotment of Equity Shares to eligible employees under ESOS 2006
March 27, 2010	216,714	10	39.30 – 45.55	Cash	
May 3, 2010 - June 23, 2010	393,514	10	39.30 – 45.55	Cash	
July 27, 2010 – September 29, 2010	751,973	10	39.30 – 45.55	Cash	
October 25, 2010 – December 24, 2010	577,162	10	39.30 – 45.55	Cash	
January 24, 2011 – March 21, 2011	1,711,064	10	39.30 – 57.55	Cash	
April 27, 2011 - June 23, 2011	485,151	10	39.30 – 57.55	Cash	
July 26, 2011 – September 22, 2011	2,252,546	10	39.30 – 57.55	Cash	
October 21, 2011 – December 22, 2011	1,418,638	10	39.30 – 57.55	Cash	
January 23, 2012 – March 22, 2012	1,417,270	10	39.30 – 68.86	Cash	
April 26, 2012 – June 26, 2012	905,774	10	39.30 – 68.86	Cash	
July 23, 2012 – September 21, 2012	1,094,887	10	39.30 – 68.86	Cash	
October 26, 2012 – December 21, 2012	1,063,049	10	39.30 – 68.86	Cash	
January 23, 2013 – March 21, 2013	2,412,946	10	39.30 – 68.86	Cash	
April 25, 2013 – June 25, 2013	1,249,370	10	39.30 – 68.86	Cash	
July 24, 2013 – September 24, 2013	1,406,900	10	39.30 – 68.86	Cash	
October 24, 2013 – December 23, 2013	1,187,177	10	39.30 – 68.86	Cash	
January 27, 2014 –	1,466,548	10	39.30 – 68.86	Cash	

Date / period of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Offer price / price range per Equity Share (₹)	Form of consideration	Reason / nature of allotment
March 24, 2014					
April 28, 2014 – May 22, 2014	432,144	10	39.30 – 68.86	Cash	
June 23, 2014	115,376	10	39.30 – 68.86	Cash	
July 25, 2014 – September 27, 2014	655,079	10	39.30 – 68.86	Cash	
October 22, 2014 – November 24, 2014	593,882	10	39.30 – 68.86	Cash	
December 29, 2014	336,999	10	39.30 – 68.86	Cash	Allotment of Equity Shares under ESOS 2006 and ESOS 2013
January 27, 2015	123,527	10	39.30 – 68.86	Cash	Allotment of Equity Shares under ESOS 2006
February 25, 2015- March 23, 2015	236,522	10	39.30 – 126.45	Cash	Allotment of Equity Shares under ESOS 2006 and ESOS 2013
April 28, 2015 – June 25, 2015	867,717	10	39.30 – 126.45	Cash	
August 31, 2015 – September 29, 2015	898,242	10	39.30 – 126.45	Cash	
November 24, 2015 – December 23, 2015	749,220	10	39.30 – 126.45	Cash	
January 21, 2016	57,450	10	39.30 – 126.45	Cash	
February 18, 2016 – March 21, 2016	92,322	10	39.30 – 68.86	Cash	
April 28, 2016	11,312	10	57.55	Cash	Allotment of Equity Shares under ESOS 2006
May 25, 2016	105,806	10	10-57.55	Cash	Allotment of Equity Shares under ESOS 2006 and ESOS 2013
June 22, 2016	177,228	10	39.30 – 68.86	Cash	
July 26, 2016 – August 30, 2016	227,515	10	39.30 – 68.86	Cash	Allotment of Equity Shares under ESOS 2006
October 24, 2016 – December 26, 2016	658,026	10	39.30 – 68.86	Cash	
February 28, 2017 – March 25, 2017	3,638,966	10	10 – 68.86	Cash	Allotment of Equity Shares under and ESOS 2006 and ESOS 2013
April 25, 2017 – June 21, 2017	1,083,171	10	10 – 68.86	Cash	
July 27, 2017 – September 26, 2017	762,769	10	10 – 68.86	Cash	
October 26, 2017 – December 27, 2017	324,866	10	10 – 68.86	Cash	
January 24, 2018	73,256	10	10 – 68.86	Cash	
February 27, 2018 – March 23, 2018	873,048	10	10 – 68.86	Cash	
April 28, 2018 - June 22, 2018	587,900	10	10 – 68.86	Cash	
July 23, 2018	31,099	10	10	Cash	Allotment of Equity Shares under ESOS 2013
October 1, 2018	247,349	10	10	Cash	
January 28, 2019	87,250	10	10	Cash	
February 27, 2019	84,337	10	10	Cash	
January 29, 2024	131,170	10	10	Cash	

4. **Issue of Equity Shares at a price lower than the Offer Price in the last one year**

Except as disclosed below, our Company has not issued any Equity Shares at a price that may be lower than the Offer Price during the last one year preceding the date of this Red Herring Prospectus.

Date of allotment	Name of the persons to whom Equity Shares were allotted	Number of Equity Shares allotted	Face value (₹)	Offer price per Equity Share (₹)	Form of consideration	Reasons for allotment	Whether allottee belongs to the Promoter Group
January 29, 2024	Allotment of Equity Shares to employees of our Company, which included allotment of 4,354 Equity	131,170	10	10	Cash	Allotment pursuant to exercise of vested restricted stock units by eligible employees under the Employee Stock	No

Date of allotment	Name of the persons to whom Equity Shares were allotted	Number of Equity Shares allotted	Face value (₹)	Offer price per Equity Share (₹)	Form of consideration	Reasons for allotment	Whether allottee belongs to the Promoter Group
	Shares to Gautam Pendse, 28,361 Equity Shares to Mohanrao Kumbhar, 19,405 Equity Shares to Pentamsetty Venkatramana, 16,171 Equity Shares to Priya Vasu, 34,518 Equity Shares to Rochak Kapur and 28,361 Equity Shares to Shyamji Agarwal					Option Scheme 2013	
March 23, 2024	ATC Telecom Infrastructure Private Limited	1,440,000,000	10	10	Cash	Allotment pursuant to conversion of 14,400 OCDs issued to ATC Telecom Infrastructure Private Limited	No

5. **History of the Equity Share capital held by our Promoters**

As on the date of this Red Herring Prospectus, our Promoters hold 20,144,175,635 Equity Shares, constituting 40.06% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis. The following table sets forth details of the history of Equity Share capital held by our Promoters since incorporation of our Company:

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	Percentage of fully diluted pre-Offer capital* (%)	Percentage of fully diluted post-Offer capital (%)
Kumar Mangalam Birla							
December 8, 2006	Acquired from Ghewar Investments and Trading Company Private Limited	100,000	Cash	10	62	Negligible	[●]
January 24, 2007	Further allotment pursuant to pre-IPO placement by our Company	133,333	Cash	10	75	Negligible	[●]
May 4, 2019	Further allotment pursuant to rights issue	631,573	Cash	10	12.50	Negligible	[●]
Sub-total (A)		**864,906**				**Negligible**	**[●]**
Hindalco Industries Limited							
May 7, 1996	Further allotment	76,500	Cash	10	10	Negligible	[●]
May 20, 1997	Further allotment	96,815,161	Cash	10	10	0.19	[●]
June 25, 1997	Further allotment	6,791,925	Cash	10	10	0.01	[●]
June 4, 1998	Further allotment	16,160,900	Cash	10	10	0.03	[●]
October 5, 1998	Further allotment	16,494,675	Cash	10	10	0.03	[●]
December 24, 1998	Further allotment	5,239,485	Cash	10	10	0.01	[●]
March 24, 1999	Further allotment	29,108,250	Cash	10	10	0.06	[●]
June 30, 1999	Further allotment	2,885,986	Cash	10	10	0.01	[●]
August 18, 2003	Acquisition pursuant to scheme of amalgamation of Indo Gulf Fertilisers Limited with Hindalco Industries Limited	36,767,344	Other than cash	10	-	0.07	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	Percentage of fully diluted pre-Offer capital* (%)	Percentage of fully diluted post-Offer capital (%)
November 18, 2003	Further allotment	18,000,000	Cash	10	10	0.04	[●]
May 4, 2019	Further allotment pursuant to rights issue	522,778,938	Cash	10	12.50	1.04	[●]
Sub-total (B)		**751,119,164**				**1.49**	**[●]**
Grasim Industries Limited							
May 7, 1996	Further allotment	76,500	Cash	10	10	Negligible	[●]
May 20, 1997	Further allotment	87,571,621	Cash	10	10	0.17	[●]
June 25, 1997	Further allotment	6,143,970	Cash	10	10	0.01	[●]
June 4, 1998	Further allotment	14,619,138	Cash	10	10	0.03	[●]
October 5, 1998	Further allotment	14,921,070	Cash	10	10	0.03	[●]
December 24, 1998	Further allotment	4,739,634	Cash	10	10	0.01	[●]
March 24, 1999	Further allotment	26,331,300	Cash	10	10	0.05	[●]
June 30, 1999	Further allotment	2,610,661	Cash	10	10	0.01	[●]
November 18, 2003	Further allotment	14,000,000	Cash	10	10	0.03	[●]
July 1, 2017	Acquisition from Aditya Birla Nuvo Limited pursuant to a composite scheme of arrangement	837,526,221	Other than cash	10	-	1.67	[●]
May 4, 2019	Further allotment pursuant to rights issue	2,309,026,052	Cash	10	12.50	4.59	[●]
Sub-total (C)		**3,317,566,167**				**6.60**	**[●]**
Birla TMT Holdings Private Limited							
December 4, 2001	Further allotment	168,000,000	Cash	10	10	0.33	[●]
June 20, 2002	Further allotment	97,280,000	Cash	10	10	0.19	[●]
January 14, 2004	Acquisition from M.C. Bagrodia	10	Cash	10	10	Negligible	[●]
	Acquisition from S.K. Saboo	10	Cash	10	10	Negligible	[●]
	Acquisition from G.K. Tulsian	10	Cash	10	10	Negligible	[●]
	Acquisition from G.K. Tulsian	10	Cash	10	10	Negligible	[●]
June 20, 2006	Acquisition from Tata Industries Limited	546,593,587	Cash	10	40.50	1.09	[●]
	Acquisition from Apex Investments (Mauritius) Holding Pvt. Ltd.	371,780,750	Cash	10	40.50	0.74	[●]
	Transfer to Aditya Birla Telecom Limited	(169,464,540)	Cash	10	(40.50)	(0.34)	[●]
September 13, 2006	Transfer to Adesh Gupta, G.K. Tulsian, Sushil Agarwal, Anil Chirania, Manoj Kedia, Anil Rustogi and Devendra Bhandari	(7)	Cash	10	(40.50)	Negligible	[●]
October 26, 2006	Transfer to N.S.S. Venture Limited	(537,300,000)	Cash	10	(41.50)	(1.07)	[●]
November 1, 2006	Transfer to N.S.S. Venture Limited	(40,196,178)	Cash	10	41.50	(0.08)	[●]
November 2, 2006	Transfer to N.S.S. Venture Limited	(171,413,619)	Cash	10	41.50	(0.34)	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	Percentage of fully diluted pre-Offer capital* (%)	Percentage of fully diluted post-Offer capital (%)
January 24, 2007	Further allotment pursuant to pre-IPO placement by our Company	18,285,340	Cash	10	75	0.04	[●]
February 12, 2018	Further allotment	233,165	Cash	10	99.50	Negligible	[●]
August 31, 2018	Acquisition from Euro Pacific Securities Ltd, pursuant to the Merger	70,000,000	Cash	10	62.91	0.14	[●]
Sub-total (D)		**353,798,538**				**0.70**	**[●]**
Al-Amin Investments Limited							
August 31, 2018	Allotment pursuant to the Merger	247,074,233	Other than cash	10	-	0.49	[●]
May 4, 2019	Further allotment pursuant to rights issue	565,669,953	Cash	10	12.50	1.13	[●]
Sub-total (E)		**812,744,186**				**1.62**	**[●]**
Asian Telecommunication Investments (Mauritius) Limited							
August 31, 2018	Allotment pursuant to the Merger	298,062,840	Other than cash	10	-	0.59	[●]
May 4, 2019	Further allotment pursuant to rights issue	682,407,028	Cash	10	12.50	1.36	[●]
Sub-total (F)		**980,469,868**				**1.95**	**[●]**
CCII (Mauritius), Inc.							
August 31, 2018	Allotment pursuant to the Merger	135,602,165	Other than cash	10	-	0.27	[●]
May 4, 2019	Further allotment pursuant to rights issue	310,457,587	Cash	10	12.50	0.62	[●]
Sub-total (G)		**446,059,752**				**0.89**	**[●]**
Euro Pacific Securities Ltd							
August 31, 2018	Allotment pursuant to the Merger	1,212,377,931	Other than cash	10	-	2.41	[●]
	Transfer to IGH Holdings Private Limited pursuant to the Merger	(349,623,009)	Cash	10	(62.91)	(0.70)	[●]
	Transfer to Birla TMT Holdings Private Limited pursuant to the Merger	(70,000,000)	Cash	10	(62.91)	(0.14)	[●]
May 4, 2019	Further allotment pursuant to rights issue	2,406,231,184	Cash	10	12.50	4.79	[●]
March 31, 2022	Further allotment pursuant to preferential issue	1,966,635,338	Cash	10	13.30	3.91	[●]
February 14, 2023	Allotment pursuant to exercise of right of conversion attached to warrants	427,656,421	Cash	10	10.20	0.85	[●]
Sub-total (H)		**5,593,277,865**				**11.12**	**[●]**
Vodafone Telecommunications (India) Limited							
August 31, 2018	Allotment pursuant to the Merger	493,851,584	Other than cash	10	-	0.98	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	Percentage of fully diluted pre-Offer capital* (%)	Percentage of fully diluted post-Offer capital (%)
May 4, 2019	Further allotment pursuant to rights issue	1,130,660,204	Cash	10	12.50	2.25	[●]
Sub-total (I)		**1,624,511,788**				**3.23**	**[●]**
Mobilvest							
August 31, 2018	Allotment pursuant to the Merger	509,502,318	Other than cash	10	-	1.01	[●]
May 4, 2019	Further allotment pursuant to rights issue	1,166,492,148	Cash	10	12.50	2.32	[●]
Sub-total (J)		**1,675,994,466**				**3.33**	**[●]**
Prime Metals Ltd							
August 31, 2018	Allotment pursuant to the Merger	664,399,929	Other than cash	10	-	1.32	[●]
May 4, 2019	Further allotment pursuant to rights issue	1,521,126,152	Cash	10	12.50	3.03	[●]
March 31, 2022	Further allotment pursuant to preferential issue	570,958,646	Cash	10	13.30	1.14	[●]
Sub-total (K)		**2,756,484,727**				**5.49**	**[●]**
Trans Crystal Ltd							
August 31, 2018	Allotment pursuant to the Merger	444,187,567	Other than cash	10	-	0.88	[●]
May 4, 2019	Further allotment pursuant to rights issue	1,016,955,744	Cash	10	12.50	2.02	[●]
Sub-total (L)		**1,461,143,311**				**2.90**	**[●]**
Omega Telecom Holdings Private Limited							
August 31, 2018	Allotment pursuant to the Merger	76,687,227	Other than cash	10	-	0.15	[●]
July 4, 2020	Acquisition from Jaykay Finholding (India) Private Limited and Telecom Investments India Private Limited with Omega Telecom Holdings Private Limited pursuant to merger	202,330,557	Other than cash	10	-	0.40	[●]
Sub-total (M)		**279,017,784**				**0.55**	**[●]**
Usha Martin Telematics Limited							
August 31, 2018	Allotment pursuant to the Merger	91,123,113	Other than cash	10	-	0.18	[●]
Sub-total (N)		**91,123,113**				**0.18**	**[●]**
Total (A+B+C+D+E+F+G+H+I+J+K+ L+M+N)		**20,144,175,635**				**40.06**	**[●]**

**Assuming full conversion of 1,600 OCDs held by ATC Telecom Infrastructure Private Limited into 160,000,000 Equity Shares and issuance of 383,726 Equity Shares upon exercise of vested options and restricted stock units under ESOS 2013. For details, see "Capital Structure" beginning on page 64.*

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares. As of the date of this Red Herring Prospectus, none of the Equity Shares held by our Promoters are subject to any pledge. However, there is an indirect encumbrance on 15,720,826,860 Equity Shares collectively held by some of our Promoters, namely Omega Telecom Holdings Private Limited, Usha Martin Telematics Limited, Euro Pacific Securities Ltd, Vodafone Telecommunications (India) Limited, CCII (Mauritius), Inc., Trans Crystal Ltd, Mobilvest, Prime Metals Ltd, Asian Telecommunication Investments (Mauritius) Limited and

Al-Amin Investments Limited, due to the pledge of the equity shares of their respective promoter companies.

6. **Details of Promoters' Contribution and Lock-in**

Pursuant to the satisfaction of conditions prescribed under Regulation 112(b) of the SEBI ICDR Regulations, there is no requirement of minimum promoters' contribution for the purposes of the Offer.

Further, pursuant to Regulation 115(b) of the SEBI ICDR Regulations, all Equity Shares held by our Promoters will be locked-in for a period of one year from the date of allotment in the Offer.

7. **Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors**

There shall be a lock-in of 90 days on 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment.

8. **Recording of non-transferability of Equity Shares that are locked-in**

As required under Regulation 118 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares that are locked-in are recorded by the relevant depository.

9. **Equity Shares held by our Promoters and Promoter Group**

The details of the shareholding of our Promoters, and the members of the Promoter Group as on the date of this Red Herring Prospectus, are set forth below:

S. No.	Name of the shareholder	Pre-Offer number of Equity Shares	Percentage of the pre-Offer Equity share capital* (%)	Post-Offer number of Equity Shares	Percentage of fully diluted post-Offer Equity share capital (%)
Promoters					
1.	Kumar Mangalam Birla	864,906	Negligible	[●]	[●]
2.	Hindalco Industries Limited	751,119,164	1.49	[●]	[●]
3.	Grasim Industries Limited	3,317,566,167	6.60	[●]	[●]
4.	Birla TMT Holdings Private Limited	353,798,538	0.70	[●]	[●]
5.	Vodafone International Holdings B.V.	Nil	NA	-	-
6.	Al-Amin Investments Limited	812,744,186	1.62	[●]	[●]
7.	Asian Telecommunication Investments (Mauritius) Limited	980,469,868	1.95	[●]	[●]
8.	CCII (Mauritius), Inc.	446,059,752	0.89	[●]	[●]
9.	Euro Pacific Securities Ltd	5,593,277,865	11.12	[●]	[●]
10.	Vodafone Telecommunications (India) Limited	1,624,511,788	3.23	[●]	[●]
11.	Mobilvest	1,675,994,466	3.33	[●]	[●]
12.	Prime Metals Ltd	2,756,484,727	5.49	[●]	[●]
13.	Trans Crystal Ltd	1,461,143,311	2.90	[●]	[●]
14.	Omega Telecom Holdings Private Limited	279,017,784	0.55	[●]	[●]
15.	Usha Martin Telematics Limited	91,123,113	0.18	[●]	[●]
Sub-Total (A)		**20,144,175,635**	**40.06**	**[●]**	**[●]**
Promoter Group					
1.	Elaine Investments Pte. Ltd.	861,128,643	1.71	[●]	[●]
2.	Oriana Investments Pte. Ltd.(1)	2,993,171,886	5.95	[●]	[●]
3.	IGH Holdings Private Limited	407,528,454	0.81	[●]	[●]
4.	Pilani Investment and Industries Corporation Limited	109,028,530	0.22	[●]	[●]
Sub-Total (B)		**4,370,857,513**	**8.69**	**[●]**	**[●]**
Total (A+B)		**24,515,033,148**	**48.75**	**[●]**	**[●]**

**Assuming full conversion of 1,600 OCDs held by ATC Telecom Infrastructure Private Limited into 160,000,000 Equity Shares and issuance of 383,726 Equity Shares upon exercise of vested options and restricted stock units under ESOS 2013. For details, see "Capital Structure" beginning on page 64.*

(1) Our Board has, in its meeting held on April 6, 2024, approved the issuance of up to 1,395,427,034 Equity Shares at an issue price of ₹14.87 per Equity Share, aggregating to ₹20,750 million, to one of the entities forming part of our Promoter Group, namely Oriana Investments Pte. Ltd, on a preferential basis, in accordance with Chapter V of the SEBI ICDR Regulations. The proposed issuance is subject to the approval of our Shareholders.

10. There are no financing arrangements whereby the members of the Promoter Group, the Directors of our Company, and their relatives have financed the purchase by any other person of securities of our Company in the six months immediately preceding the date of filing this Red Herring Prospectus.

11. As on April 10, 2024, the total number of Shareholders of our Company is 3,740,875.

12. All preferential allotments, bonus issues and qualified institutional placements of Equity Shares by our Company in the ten years preceding the date of this Red Herring Prospectus have been compliant with the relevant provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as applicable.

13. Except as disclosed below, there are no outstanding convertible securities or any other instrument which would entitle any person any option to receive Equity Shares, as on the date of this Red Herring Prospectus:

    Pursuant to the resolutions passed by our Board and Shareholders dated January 31, 2023 and February 25, 2023, respectively, our Company has issued and allotted 16,000 unsecured, unrated and unlisted optionally convertible debentures of face value of ₹1,000,000 each at an issue price of ₹1,000,000, aggregating to ₹16,000 million ("**OCDs**"), each convertible into 100,000 fully paid-up Equity Shares, to ATC Telecom Infrastructure Private Limited ("**ATC**"). The OCDs were issued to ATC through two tranches on February 27, 2023 and February 28, 2023 and were required to be redeemed by our Company upon the expiry of 18 months from the date of allotment of the first tranche of the OCDs ("**Term**"). The OCDs carry an interest of 11.20% per annum, payable semi-annually. Pursuant to the terms of the OCDs, ATC may exercise the conversion option in relation to the OCDs in one or more tranches at any time during the Term, at a conversion price of ₹10 per Equity Share, without payment of additional consideration. However, after the completion of 12 months from the date of allotment of the OCDs, our Company has the right to convert up to 8,000 OCDs into Equity Shares if the share price of our Equity Shares on the Stock Exchanges for an agreed period is equal to or higher than the share price agreed between our Company and ATC. In such a situation, ATC also has the right to request conversion of the remaining OCDs within an agreed time period.

    Pursuant to the issuance of a conversion notice dated March 18, 2024 by ATC to our Company requesting for conversion of 14,400 OCDs into fully paid-up Equity Shares, our Company allotted 1,440,000,000 Equity Shares to ATC on March 23, 2024 at an issue price of ₹10 per Equity Share. For details, see *"- Issue of Equity Shares at a price lower than the Offer Price in the last one year"* on page 67. Accordingly, as on the date of this Red Herring Prospectus, 1,600 OCDs issued by our Company convertible into 160,000,000 Equity Shares to ATC are still outstanding.

14. Except for allotment of Equity Shares pursuant to the ESOS Scheme and potential conversion of outstanding OCDs convertible into applicable Equity Shares to ATC, there will not be any further issue of Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Red Herring Prospectus with the RoC until the Equity Shares issued pursuant to the Offer have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be, other than in connection with the Offer.

15. Except for (a) allotment of Equity Shares pursuant to the Offer; (b) proposed issuance and allotment of securities on a preferential basis to one or more entities forming part of the Promoter Group including proposed issuance and allotment of up to 1,395,427,034 Equity Shares at an issue price of ₹14.87 per Equity Share, aggregating to ₹20,750 million, to one of the entities of our Promoter Group, Oriana Investments Pte. Ltd by way of a preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations, subject to the approval of our Shareholders; (c) potential issuance and allotment of securities to certain vendors in lieu of their outstanding dues (in full or in part); (d) potential conversion of outstanding OCDs convertible into applicable Equity Shares to ATC (to the extent not converted); and (e) allotment of Equity Shares pursuant to the ESOS Scheme, and (f) potential allotment of Equity Shares or securities exchangeable or convertible into Equity Shares by way of a private placement including through a qualified institutions placement, our Company does not have any proposal at this stage to alter its capital structure for a period of six months from the Bid / Offer Opening Date, by way of consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

16. Except for the sale of 3,500 Equity Shares by Sunil Sood, one of our Directors, none of our Promoter Group, directors of our Promoters, our Directors or their relatives have purchased or sold any Equity Shares during a period of six months preceding the date of this Red Herring Prospectus.

17. None of the BRLMs or their respective associates, as defined in the SEBI Merchant Bankers Regulations, hold any Equity Shares in our Company as on the date of this Red Herring Prospectus.

18. Any oversubscription to the extent of 1% of the Offer size can be retained for the purposes of rounding off to the nearest multiple of minimum allotment lot while finalizing the Basis of Allotment.

19. There are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.

20. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, the Directors, Promoters, members of their respective Promoter Group, shall offer or make payment of any incentive, direct or indirect, in the nature of discount, commission and allowance, fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

21. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

22. Our Company shall ensure that transactions in the Equity Shares by our Promoters and the Promoter Group between the date of filing of this Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.

23. Except as disclosed under "*-Equity Shares held by our Promoters and Promoter Group*" and *"Our Management"*, none of our Directors hold any Equity Shares in our Company as on the date of this Red Herring Prospectus.

24. Neither our Company, nor any of our Directors, have entered into any buy-back arrangements for purchase of Equity Shares. Further, the BRLMs have not made any buy-back arrangements for purchase of Equity Shares.

25. **ESOS Schemes of our Company**

Our Company has instituted the Employee Stock Option Scheme – ESOS 2013 ("**ESOS 2013**") pursuant to the resolution of the ESOS Compensation Committee of our Board of Directors dated May 10, 2013 and of our shareholders' dated September 16, 2013. ESOS 2013 became effective from October 24, 2013 and continues to be in force as at the date of this Red Herring Prospectus.

Our Company has also started process of instituting the Vodafone Idea Limited Employee Stock Option Scheme 2018 ("**ESOS 2018**"), pursuant to the resolution of our Board of Directors dated November 14, 2018 and of our shareholders' dated December 22, 2018. ESOS 2018 is yet to be made effective as at the date of this Red Herring Prospectus. Our Company had previously also instituted and implemented the Employee Stock Option Scheme – ESOS 2006 ("**ESOS 2006**"), under which our Company allotted 26,939,353 Equity Shares to eligible employees upon exercise of vested options. As on the date of this Red Herring Prospectus, there are no outstanding options under ESOS 2006.

ESOS 2013 have been instituted and implemented in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (the "**SEBI SBEB Regulations**") and the Companies Act, 2013, as amended.

Set out below are details of options granted, exercised and lapsed, pertaining to ESOS 2013, as on the date of the Red Herring Prospectus on a cumulative basis:

ESOS 2013

Particulars	Total
Total options/ RSUs granted	29,588,559
Options/ RSUs forfeited/ lapsed/ cancelled	21,497,555
Options/ RSUs exercised	7,707,278
Total number of Equity Shares arising as a result of exercise of options/ RSUs	7,707,278
Options/ RSUs vested (excluding options that have been exercised)	383,726
Total number of options/ RSUs in force	383,726

Our Company has not granted any options under ESOS 2013 in the three years preceding the date of this Red Herring Prospectus.

OBJECTS OF THE OFFER

The Offer comprises of a fresh issue of up to [●] Equity Shares aggregating up to ₹ 180,000 million ("**Fresh Issue**"). The proceeds of the Offer, after deducting the Offer related expenses, are estimated to be ₹ [●] million ("**Net Proceeds**").

Net Proceeds

The details of the Net Proceeds are summarised in the following table:

(*₹ in million*)

Particulars	Estimated amount(2)
Gross Proceeds	180,000.00
(Less) Estimated Offer related expenses in relation to the Offer(1)(2)	[●]
Net Proceeds(2)	[●]

(1) For further details, see "— Offer Expenses" on page 82.
(2) To be finalised upon determination of the Offer Price and updated in the Prospectus, prior to filing with the RoC.
** Assuming full subscription and allotment and receipt of all monies with respect to the Equity Shares.*

Requirement of funds and utilization of Net Proceeds

Our Company proposes to utilise the Net Proceeds towards funding of the following objects:

1. Purchase of equipment for the expansion of our network infrastructure by: (a) setting up new 4G sites; (b) expanding the capacity of existing 4G Sites and new 4G sites; and (c) setting up new 5G sites;

2. Payment of certain deferred payments for spectrum to the DoT and the GST thereon; and

3. General corporate purposes.

(collectively, referred to herein as the "**Objects**").

The main objects clause of the Memorandum of Association enables our Company to: (i) undertake the activities presently carried out by our Company; and (ii) undertake the activities proposed to be funded from the Net Proceeds, as applicable.

Pursuant to a resolution passed by the Board dated April 11, 2024, our Company has approved the utilisation of the Net Proceeds for the Objects, in accordance with the schedule of deployment and implementation, as set out below.

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided in the following table:

(*₹ in million*)

Particulars	Amount(2)
Purchase of equipment for the expansion of our network infrastructure by: (a) setting up new 4G sites; (b) expanding the capacity of existing 4G Sites and new 4G sites; and (c) setting up new 5G sites	127,500.00
Payment of certain deferred payments for spectrum to the DoT and the GST thereon	21,753.18
General corporate purposes(1)	[●]
Net Proceeds(2)	[●]

(1) Subject to the finalization of the basis of Allotment and the allotment of the Equity Shares. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.
(2) Assuming full subscription and allotment and receipt of all monies with respect to the Equity Shares.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹ million)

Particulars	Estimated amount proposed to be financed from Net Proceeds	Estimated utilisation of Net Proceeds	
		Fiscal 2025	Fiscal 2026
Purchase of equipment for the expansion of our network infrastructure by: (a) setting up new 4G sites; (b) expanding the capacity of existing 4G Sites and new 4G sites; and (c) setting up new 5G sites	**127,500.00**	66,200.00	61,300.00
Payment of certain deferred payments for spectrum to the DoT and the GST thereon	**21,753.18**	21,458.88	294.30(2)
General corporate purposes(1)	**[●]**	[●]	[●]
Total	**[●]**	**[●]**	**[●]**

(1) The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds. To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

(2) The GST payment, amounting to ₹ 294.30 million due on the annual instalment proposed to be paid in March 2025 pursuant to the 2021 Spectrum (as defined below in this section) is proposed to be made in Fiscal 2026.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, payment schedule for the deferred payment instalments prescribed by the DoT in terms of the frequency allotment letters and demand notes, terms and repayment schedules of the financing arrangement entered into by the Company, quotations obtained from original equipment manufacturers, our own past experience, applicable payment terms and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution or independent agency or the Book Running Lead Managers in connection with the Offer. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, government policies or orders by any judicial authority, business and commercial considerations, changes to the payment schedule for our deferred payment liabilities to the DoT, commercial arrangements with our original equipment manufacturers including payment terms, competition and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. Our historical expenditure may not be reflective of our future expenditure plans.

In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal is not completely met (in full or in part), due to factors stated above and other factors, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws. If the actual utilisation towards the Objects is lower than the proposed deployment, such balance will be used for future growth opportunities including funding other existing Objects, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations. Further, our Board retains the right to change the above schedule of implementation and deployment of Net Proceeds, including the manner, method, and timing of deployment of the Net Proceeds, in case of any delay and/or change in our business requirements and other commercial considerations, in accordance with SEBI ICDR Regulations. For details on risks involved, see "*Risk Factors – Our funding requirements have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected*." on page 42.

Details of the Objects

I. Purchase of equipment for the expansion of our network infrastructure by: (a) setting up new 4G sites; (b) expanding the capacity of existing 4G sites and new 4G sites; and (b) setting up new 5G sites

As of December 31, 2023, we have an aggregate of 8,005.2 MHz of spectrum holdings across different frequency bands, of which 7,975.2 MHz spectrum is liberalized and can be used towards deployment of any technology, including 4G and 5G technology. This includes the mid-band 5G spectrum (3300 MHz band) in 17 priority service areas and mmWave 5G spectrum (26 GHz band) in 16 service areas. We also offer 4G and voice over LTE ("**VoLTE**") services across all 22 service areas to provide an enhanced voice experience to our 4G subscribers with voice over WiFi ("**VoWiFi**") in several service areas. For details, see "*Our Business – Description of our Business – Our Products and Services*" on page 129. Our large spectrum portfolio enables us to offer a superior experience to our customers as we have the highest 4G spectrum available per million subscribers and sufficient capability to support migration of our entire 4G subscriber base to 5G.

As of December 31, 2023, we had approximately 183,400 unique tower locations and over 438,900 broadband (3G and 4G) sites, with all our 4G sites enabled for the provision of voice over LTE ("**VoLTE**") services. Our 4G network has been strategically deployed with a future-proof architecture, and all our new basebands and over 90% of our time division duplex ("**TDD**") 2500 MHz band radio units are 5G-ready with 10G bandwidth capability. We have also deployed various advanced 5G technologies including massive multiple-input multiple-output ("**Massive MIMO**") for improved capacity and open radio access network ("**ORAN**") for increased flexibility. For further details, see "*Our Business - Extensive Telecommunication Network*" and "*Our Business - Existing Network Built on 5G-Ready Architecture*" on page 125 of this Red Herring Prospectus.

As on December 31, 2023, we had deployed 4G technology through 379,815 existing 4G sites ("**Existing 4G Sites**"). We have set up and upgraded the capacity of 100, 355 4G sites over the nine months ended December 31, 2023, and Fiscals 2023, 2022 and 2021, and have incurred a total capital expenditure of ₹ 52,857 million, in this respect. The details of the number of 4G sites set up and upgraded and expenditure incurred thereon by our Company towards setting up/upgrading such 4G sites are set out below:

Particulars	As at and for the nine-month period ended December 31, 2023	As at and for the Fiscal 2023	As at and for the Fiscal 2022	As at and for the Fiscal 2021
Number of 4G sites, at end of each relevant period/fiscal	379,815	376,548	361,539	326,528
Number of 4G sites set up/upgraded during the relevant period/fiscal	3,267	15,009	35,011	47,068
Total capital expenditure incurred on the 4G sites opened (in ₹ million)	2,162.00	12,180.00	19,487.00	19,029.00

As on December 31, 2023, we have deployed 5G technology through 50 existing sites ("**Existing 5G Sites**"). Our Existing 5G Sites have been deployed in two services areas, namely, Maharashtra and Delhi and we have incurred a total capital expenditure of ₹ 132 million, in this respect.

We plan to leverage our existing liberalized spectrum portfolio to improve and expand our offerings across 4G and 5G technologies. We plan to improve our 4G coverage and capacity to enhance customer experience. Our network investments are focused on refarming our existing 2G and 3G spectrum allocation (900 MHz and 2100 MHz) to 4G, resulting in additional 4G sites with minimal capital expenditure. The emergence of 5G technology further enables us to strengthen our enterprise offerings and provide new opportunities for business growth. Accordingly, we aim to continue enhancing our network infrastructure to meet the growing demand for data connectivity and providing 5G technology to our customers. For details, please see "*Our Business – Our Strategy – Focused Investments to Drive Coverage and Capacity Expansion*", on page 127. Further to this strategy, we plan to set up or expand 4G sites and 5G sites and propose to fund a part of this expansion through the Net Proceeds.

For this purpose, we intend to utilise ₹ 127,500.00 million out of the Net Proceeds for purchasing equipment for expanding our network infrastructure by: (A) setting up new 4G sites; (B) expanding the capacity of Existing 4G Sites and new 4G sites; and (C) setting up new 5G sites.

The quantities of equipment proposed to be purchased and the estimated cost of capital expenditure to be incurred for purchasing equipment for setting up of 4G and 5G sites, including for expanding the capacity of 4G sites has been calculated on the basis of management estimates, our past experience in relation to equipment deployed at our Existing 4G Sites and Existing 5G Sites, market knowledge and quotations received from various original equipment manufacturers of equipment ("**OEMs**"). We have obtained quotations from various OEMs, including Nokia Solutions and Networks India Private Limited, Ericsson India Private Limited, Samsung Electronics Co., Ltd., and Mavenir Systems Private Limited, and these quotations have been confirmed as valid by way of communications received from the OEMs, between March 22, 2024 and April 9, 2024. While these quotations are valid on the date of this Red Herring Prospectus, there is no assurance that they will continue to be valid at the time of placing the orders. Further, the prices quoted in certain quotations are: (a) exclusive of all applicable duties and taxes; (b) subject to price fluctuations; (c) applicable only to some of our service areas; and (d) applicable only in case the equipment purchased is deployed at a minimum number of sites. If there is any increase in the costs of equipment, on account of these factors or any additional factors, we may set up or expand a lower number of 4G or 5G sites, as applicable, than the number disclosed in this section. Our Company has not entered into any definitive agreements with the OEMs and there can be no assurance that the same OEM would be engaged eventually to supply the requisite equipment or supply at the same costs. For details, see "*Risk Factors – We intend to utilise a portion of the Net Proceeds for funding the purchase of certain equipment which is subject to cost escalation. We are yet to place orders for purchase of such equipment and there can be no assurance that we will be able to place orders for such equipment and machinery, in a timely manner or at all*" on page 34. Our Company may seek new quotations or engage new OEMs, which may result in additional costs to be incurred per site. The below estimates have been prepared on the basis of existing technologies, available equipment, the expected capacity requirement in our service areas, technologies offered by competitors and the requirements of the customers. Accordingly, our Company may be required to modify the categories or quantities of a particular equipment deployed at each site, such that we will utilise the excess Net Proceeds available in one category of equipment in increasing the deployment of other categories of equipment deployed at each site, keeping the total Net Proceeds to be utilised towards this Object unchanged.

Additionally, the estimated use of Net Proceeds for the purchase of equipment for the 4G and 5G sites and the number of sites proposed to set up/expanded, has been estimated assuming certain payments terms with our OEMs, including the requirement of 100% of the payment on delivery or prior to delivery of the equipment or the issuance of a letter of credit for the full value of the equipment. Our Company will negotiate with the OEMs, to obtain better pricing and payment terms. Depending on the finalisation of better pricing and/or payment terms than those indicated in the budgetary quotations provided by the OEMs, the surplus Net Proceeds, if any, allocated for this Object will be utilised, by our Company, for purchasing equipment for setting up additional 4G and 5G sites as well as expanding Existing 4G Sites or new 4G sites, during the relevant Financial Year.

Further, our Company may explore setting up and expanding a higher number of 4G or 5G sites, than disclosed in this section, utilising the Net Proceeds and a combination of our internal accruals, equity or debt funding.

The estimated costs may increase or decrease depending on the revised commercial terms, modifications in the rates being charged by the OEMs than those provided in the quotations, rate of inflation or other macroeconomic factors, amongst others. In the event of any increase in the estimated cost, we may set up or expand a lower number of 4G or 5G sites, as applicable, than disclosed in this section.

Our Company has been granted unified licenses (with access service authorization) in 22 service areas by way of license agreement by the DoT in order to provide access services which include wireline, wireless, internet, internet telephony and value-added services, which was last amended on November 3, 2021. Further, our Company has acquired access spectrum in 22 service areas by the DoT in different quantities for different spectrum bands ranging between 900 MHz to 26 GHz, which cater to 2G, 3G, 4G and 5G technologies. Accordingly, we have the requisite spectrum related approvals and licenses to set and expand 4G and 5G sites, as detailed below. For further details, see "*Government and Other Approvals*" and "*Our Business – Description of our Business – Our Service Areas and Subscribers*" on pages 649 and 133, respectively.

Details of these objects are set out below:

A. Setting up new 4G sites

We propose to utilize ₹ 37,700.00 million out of ₹ 127,500.00 million for purchasing equipment towards setting up 26,000 new 4G sites. These new 4G sites are proposed to be set up in our existing 22 service areas catering to 4G technology, on locations available with passive infrastructure providers, basis long term lease agreements. For details of our service areas, please see "*Our Business – Description of our Business – Our Service Areas and Subscribers*" on page 133. However, as on date our Company is yet to identify the exact location where these new 4G sites will be set up. The locations of our proposed 4G sites will be determined by our Company, based on a number of factors, including, (a) improving and expanding our existing geographical coverage by setting up the 4G sites in new towns, cities and villages; and (b) enhancing our customer experience, by setting up 4G sites in locations near Existing 4G Sites, to supplement the 4G coverage offered by our Existing 4G sites.

Details of expenditure for setting up 4G sites

A detailed break-up of the total estimated costs to be incurred for setting up 4G sites of the Net Proceeds, is as follows:

Particulars	Fiscal 2025	Fiscal 2026	Total
Number of 4G sites proposed to be set up out of Net Proceeds	12,000	14,000	**26,000**
Amount proposed to be utilized out of the Net Proceeds for setting up 4G sites (in ₹ million)	17,400.00	20,300.00	**37,700.00**

Estimated cost to set up one 4G site

The estimated costs set out below, for setting up a 4G site, are based on: (a) the quotations received from various OEMs, as listed above; and (b) our management estimates:

S. No.	Particulars	Average cost, basis quotations received(3)(4)(5) (in ₹ million)*
1.	Equipment (consisting of hardware equipment, software and installation materials)(1)	1.30
2.	Services(2)	0.15
3.	**Total**	**1.45**

**As certified by Suresh Surana & Associates LLP, Chartered Accountants, by way of their certificate dated April 11, 2024.*
Notes:
(1) Includes hardware such as radio hardware, basebands, baseband OD cabinets and modules, software including LTE software and OSS software and installation materials including power cables, jumpers and GPS kits.
(2) Includes site survey, planning and design, implementation and control, antenna installation, logistics and project management services.
(3) Inclusive of GST, chargeable at applicable rates. We have estimated the applicable GST rate to be 18%. Any additional taxes, duties and levies, as may be payable, will be paid out of our internal accruals.
(4) Excludes lease rentals for the site and other ancillary operational costs.
(5) The prices for equipment and services, are generally in USD. A currency conversion rate of 1 USD = ₹ 83.00 has been considered, for this purpose.

Approvals required for setting up new 4G sites

Our Company will have to obtain certain mandatory approvals to set up each 4G site, including: (a) certificate from the DoT, which is required to import certain wireless transmitting and/or receiving equipment into India; (b) clearance from the Standing Advisory Committee for Frequency Allocation ("**SACFA**"), under the DoT; (c) certificate of compliance with electro-magnetic field ("**EMF**") exposure levels, issued by the Tarang Sanchar – National EMF Portal, for installation of equipment emitting electromagnetic radiation; and (d) clearance from the National Security Council Secretariat, Trusted Telecom Portal ("**NSCT**"), that the equipment purchased are from a 'trusted source'. For further details, please see "*Government and Other Approvals*" on page 649.

B. Expanding the capacity of Existing 4G Sites and new 4G sites

We propose to utilize ₹ 32,600.00 million out of ₹ 127,500.00 million for purchasing equipment towards expanding the 4G capacity of 40,750 4G sites, which may include Existing 4G Sites and the new 4G sites, proposed to be set up out of Net

Proceeds. The capacity expansion of Existing 4G Sites and new 4G sites is proposed to be done through either: (a) installation of an additional frequency division duplex ("**FDD**") band, on top of the bands already deployed at our Existing 4G sites or new 4G sites; (b) upgrading our Existing 4G Sites or new 4G sites with 2,300 or 2,500 MHz TDD bands; or both (a) and (b), in order to improve our customer experience and 4G connectivity.

As on date our Company is yet to identify the exact Existing 4G Sites or new 4G sites, where the capacity expansion is proposed to be carried out. The locations of these 4G Sites will be determined by our Company, based on a number of factors, including identifying 4G sites which are experiencing high levels of capacity utilisation. These 4G sites where we propose to expand capacity, will be determined at the time of utilising the Net Proceeds, depending on the factors identified herein.

Details of expenditure for expanding the capacity of existing 4G sites and new 4G sites

A detailed break-up of the total estimated costs to be incurred for expanding the capacity of Existing 4G Sites and new 4G sites, out of the Net Proceeds, is as follows:

Particulars	Fiscal 2025	Fiscal 2026	Total
Number of 4G sites to be expanded out of Net Proceeds	28,500	12,250	**40,750**
Amount proposed to be utilized out of the Net Proceeds for expanding 4G sites (in ₹ million)	22,800.00	9,800.00	**32,600.00**

Estimated cost to expand the capacity of a 4G site

The estimated costs set out below, for expanding the capacity of a 4G site, are based on: (a) the quotations received from various OEMs, as listed above; and (b) our management estimates:

S. No.	Particulars	Average cost, basis quotations received (3)(4)(5) (in ₹ million)
1.	Equipment (consisting of hardware equipment, software and installation materials)(1)	0.66
2.	Services(2)	0.14
3.	**Total**	**0.80**

**As certified by Suresh Surana & Associates LLP, Chartered Accountants, by way of their certificate dated April 11, 2024.*
Notes:
(1) Includes hardware such as radio hardware, basebands, and modules, software including LTE software and OSS software and installation materials including power cables.
(2) Includes site survey, planning and design, implementation and control, EMF measurement, logistics and project management services.
(3) Inclusive of GST, chargeable at applicable rates. We have estimated GST rates to be 18%. Any additional taxes, duties and levies, as may be payable, will be paid out of our internal accruals.
(4) Excludes lease rentals for the site and other ancillary operational costs.
(5) The prices for equipment and services, are generally in USD. A currency conversion rate of 1 USD = ₹ 83.00 has been considered, for this purpose.

Approvals required for expanding 4G sites

Our Company will have to obtain certain mandatory approvals to expand the capacity of each 4G site, including: (a) certificate from the DoT, which is required to import certain wireless transmitting and/or receiving equipment into India; (b) clearance from the SACFA, under the DoT; (c) certificate of compliance with EMF exposure levels, issued by the Tarang Sanchar – National EMF Portal, for installation of equipment emitting electromagnetic radiation; and (d) clearance from NSCT, that the equipment purchased are from a 'trusted source'. For further details, please see "*Government and Other Approvals*" on page 649.

C. Setting up new 5G Sites

We propose to utilize ₹ 57,200.00 million out of ₹ 127,500.00 million, which will, in turn be utilized for setting up approximately 22,000 new 5G sites.

These new 5G sites are proposed to be set up in the 17 services areas where we acquired 5G spectrum in the spectrum auction conducted in 2022. For further details of the spectrum acquired in the 2022 auction, please see "*History and Certain Corporate Matter – Major events and milestones*" and "*II. Payment of certain deferred payments for spectrum to the DoT and the GST thereon*" on pages 146 and 80. However, as on date our Company is yet to identify the exact location where these 5G sites will be set up or enter into agreements for setting up these 5G sites on towers leased from passive infrastructure providers. The locations of our proposed 5G sites will be determined by our Company, based on a number of factors, (a) improving the geographical footprint of our 5G coverage in India and (b) tapping into services areas having high traffic density and high number of handsets capable of utilising 5G technology.

Details of expenditure for setting up 5G sites

A detailed break-up of the total estimated costs to be incurred for setting up 5G sites out of the Net Proceeds, is as follows:

Particulars	Fiscal 2025	Fiscal 2026	Total
Number of 5G sites proposed to be set up out of Net Proceeds	10,000	12,000	**22,000**
Amount proposed to be utilized out of the Net Proceeds (in ₹ million)	26,000	31,200	**57,200**

Estimated cost to set up a 5G site

The estimated costs set out below, for setting up a 5G site, are based on: (a) the quotations received from various OEMs, as listed above; and (b) our management estimates:

S. No.	Particulars	Average cost, basis quotations received (3)(4)(5) (in ₹ million)
1.	Equipment (consisting of hardware equipment, software and installation materials)(1)	2.40
2.	Services(2)	0.20
3.	**Total**	**2.60**

**As certified by Suresh Surana & Associates LLP, Chartered Accountants, by way of their certificate dated April 11, 2024.*

Notes:

(1) Includes equipment hardware such as radio hardware, basebands, baseband OD cabinets and modules, software including LTE software, network slicing and network sharing software and OSS software and installation materials including power cables, jumpers and GPS kits.

(2) Includes site survey, planning and design, implementation and control, antenna installation, logistics and project management services.

(3) Inclusive of GST, chargeable at applicable rates. We have estimated GST rates to be 18%. Any additional taxes, duties and levies, as may be payable, will be paid out of our internal accruals.

(4) Excludes lease rentals for the site and other ancillary operational costs.

(5) The prices for equipment and services, are generally in USD. A currency conversion rate of 1 USD = ₹ 83.00 has been considered, for this purpose.

Approvals required for setting up new 5G sites

Company will have to obtain certain mandatory approvals to set up each 5G site, including: (a) certificate from the DoT, which is required to import certain wireless transmitting and/or receiving equipment into India; (b) clearance from the SACFA, under the DoT; (c) certificate of compliance with EMF exposure levels, issued by the Tarang Sanchar – National EMF Portal, for installation of equipment emitting electromagnetic radiation; and (d) clearance from the NSCT, that the equipment purchased are from a 'trusted source'. For further details, please see "*Government and Other Approvals*" on page 649.

II. Payment of certain deferred payments for spectrum to the DoT and the GST thereon

Our Company has been allotted spectrum to offer telecom services in 22 service areas across India ("**Spectrum**"), pursuant to auctions conducted by the DoT. We provide voice and data services on various technologies, including 3G, 4G and 5G technologies, across all 22 service areas. For further details about our Spectrum, service areas and licenses, see "*Our Business – Our Service Areas and Subscribers*" and "*Our Business – Our Licenses and Spectrum*" each on page 133 and "*Government and other Approvals*" on page 649.

Pursuant to a Spectrum auction held in March 2021, by way of a frequency assignment letter dated April 16, 2021 issued by the DoT, Wireless Planning and Coordination Wing, our Company was allotted Spectrum blocks in a total of five services areas ("**Service Areas**"), across 900 MHz and 1800 MHz bands, aggregating to a total value of ₹ 19,934.00 million, ("**Total 2021 Payment**"), excluding applicable goods and services tax ("**2021 Spectrum**"). By way of a demand note dated March 8, 2021 issued by the DoT (Wireless Planning and Finance), the Total 2021 Payment was payable, by our Company, either: (a) as a one-time payment; and (b) alternatively, in the form of an immediate upfront payment of ₹ 5,746.50 million, a second upfront payment of ₹ 1,035.00 million payable in August and September 2021, with the balance amount being payable in annual instalments of approximately ₹ 1,635.00 million, beginning three years after scheduled date for the first immediate upfront payment, with the annual instalments being due on the same date of each subsequent year.

Pursuant to a Spectrum auction held between July and August, 2022, by way of a frequency assignment letter dated August 17, 2022 ("**Frequency Assignment Letter**"), issued by the DoT, Wireless Planning and Coordination Wing, our Company was allotted Spectrum blocks in a total of 17 Service Areas, across the 1800 MHz, 2100 MHz, 2500 MHz, 3300 MHz and 26 GHz bands, for an aggregate value of ₹ 187,862.52 million ("**Total 2022 Payment**" and together with Total 2021 Payment, the "**Spectrum Payments**"), excluding applicable goods and services taxes ("**2022 Spectrum**"). By way of a demand note dated August 5, 2022 issued by the DoT (Wireless Planning and Finance), the Total 2022 Payment was payable by our Company, either: (a) as a full one-time payment; or (b) in the form of 20 equal annual instalments of approximately ₹ 16,799.90 million, beginning from the 'effective date', being August 17, 2022 as indicated in the Frequency Assignment Letter, with the annual instalments being due on the same date of each subsequent year.

Accordingly, under the terms of the demand notes issued pursuant to the (i) 2021 Spectrum; and (ii) 2022 Spectrum, respectively, we have opted to make, annual equated instalment payments to the DoT as a deferred payment liability towards Spectrum Payments.

We intend to utilize a portion of the Net Proceeds towards payment of such deferred payment liabilities to the DoT which are due and payable in Financial Year 2025, as identified below.

S. No.	Year of auction	Date of upfront payment against Spectrum auction	Nature of Spectrum allotted(1)(2)	Number of Services Areas in Spectrum was allotted(1)(2)	Validity period(1)(2)	Payment schedule(1)(2)	Annual instalment amount due in each year (₹ in million)	GST payment on instalment amount due in each year (₹ in million)(3)	Total amount due in each year (₹ in million)
2021 Spectrum									
1.	2021(1)	March 18, 2021	900 Mhz Band	2	20 years, starting from April 16, 2021	Annual equated instalments starting from March 18, 2024, due on March 18th of each subsequent year	1,635.00(1)	294.30	**1,929.30**
			1800 Mhz Band	3	20 years, starting from April 16, 2021				
					20 years, starting from September 26, 2021				
					20 years, starting from October 5, 2021				
2022 Spectrum									
2.	2022(2)	August 17, 2022	1800 Mhz Band	1	20 years starting from August 17, 2022	Annual equated instalments starting from August 17, 2022, due on August 17th of each subsequent year	16,799.90(2)	3,023.98	**19,823.88**
			2100 Mhz Band	1	20 years starting from August 17, 2022				
			2500 Mhz Band	2	20 years starting from August 17, 2022				
			3300 Mhz Band	17	20 years starting from August 17, 2022				
			26 Ghz Band	16	20 years starting from August 17, 2022				
Total							**18,434.90**	**3,318.28**	**21,753.18**

**As certified by Suresh Surana & Associates LLP, Chartered Accountants, by way of their certificate dated April 11, 2024.*

Notes:

(1) Details included basis demand note dated March 8, 2021 and frequency assignment letter dated April 16, 2021.

(2) Details included basis demand note dated August 5, 2022 and frequency assignment letter dated August 17, 2022.

(3) We have estimated the applicable GST rate to be 18%. Any additional taxes, as may be payable, will be paid out of our internal accruals

Our Company proposes to utilise ₹ 21,753.18 million towards the payment of such deferred payment liabilities to the DoT for the Fiscal 2025, along with the payment of the applicable goods and services tax thereon.

III. General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating up to ₹ [●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise Net Proceeds include, *inter alia*, the following:

(a) funding working capital requirements;

(b) strengthening marketing capabilities and brand-building exercises;

(c) strategic initiatives, inorganic acquisitions, partnerships and joint ventures;

(d) investment in our Subsidiaries and Associate;

(e) meeting exigencies which our Company may face in the ordinary course of business; and

(f) meeting payment obligations including payment of liabilities or remaining debt obligations (including principal and/or interest payments).

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law, including necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our management, based on the amount actually available under this head and the business requirements of our Company, from time to time.

Our Company's management shall have flexibility in utilising surplus amounts, if any, subject to approvals, if applicable. In case of variation in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, which are not applied to the other purposes set out above.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million.

The Offer related expenses primarily include fees payable to the Book Running Lead Managers and financial advisors to the Company, legal counsels, fees payable to the Statutory Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Banks's fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses relating to the Offer and the listing of the Equity Shares on the Stock Exchanges. Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, our Company shall be reimbursed for any expenses in relation to the Offer paid by our Company at the first instance directly from the Public Offer Accounts.

The estimated Offer related expenses are as under:

Activity	Estimated expenses(1) (₹ in million)	As a % of total estimated Offer related expenses(1)	As a % of Offer size(1)
BRLM's fees (including brokerage and selling commission) and fees payable to financial advisors to the Company	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs.(1)(2)(3)	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Others	[●]	[●]	[●]
• Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
• Fees payable to legal counsel	[●]	[●]	[●]
• Printing and stationery	[●]	[●]	[●]
• Advertising and marketing expenses	[●]	[●]	[●]
• Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	**[●]**	**[●]**	**[●]**

(1) Amounts will be finalised and incorporated in the Prospectus on determination of the Offer Price.

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured and uploaded by the SCSBs would be as follows:

*Portion for RIIs**	*0.35% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*0.15% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE.

(3) No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.

Processing fees payable to the SCSBs on the portion for RIIs and NIIs (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

*Portion for RIIs and NIIs**	*₹10 per valid application (plus applicable taxes)*

** Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate (Broker)/Sub-broker code on the ASBA Form for Non-Institutional Investors and Qualified Institutional Bidders with bids above ₹0.5 million each would be ₹10 plus applicable taxes, per valid application, will be subject to maximum cap of ₹10 Lacs (plus applicable taxes).*

(4) Selling commission on the portion for RIIs (up to ₹0.2 million each) and NIIs which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

*Portion for RIIs**	*0.35% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*0.15% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The Selling commission payable to the Syndicate / sub-Syndicate Members will be determined (i) for RIIs and NIIs (up to ₹0.5 million), on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member, and (ii) for NIIs (above ₹0.5 million), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

Bidding charges payable to members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts would be ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members). Bidding charges payable to SCSBs on the QIB Portion and NIIs (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹10/- per valid application (plus applicable taxes), will be subject to maximum cap of ₹15 Lacs (plus applicable taxes).
The selling commission and bidding charges payable to Registered Brokers, the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

Selling commission / bidding charges payable to the Registered Brokers on the portion for RIIs and NIIs which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

Portion for RIIs and NIIs	*₹10 per valid application (plus applicable taxes)*

Bidding charges / processing fees for applications made by UPI Bidders would be as below:

Members of the Syndicate / CRTAs / CDPs	*₹30 per valid application (plus applicable taxes)*
Axis Bank Limited and HDFC Bank Limited	*Nil per valid Bid cum Application Form*

The total uploading charges / processing fees payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers will be subject to a maximum cap of ₹ 3 crore (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹ 3 crore, then the amount payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ 3 crore.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 2, 2021 read with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Interim use of Net Proceeds

In accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. The Net Proceeds shall be retained in the Public Offer Accounts until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board or a duly constituted committee thereof or as per the applicable regulatory framework, at the relevant point of time.

In accordance with the Companies Act, we confirm that we shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Means of Finance

The Objects are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the Net Proceeds to be raised from the Fresh Issue and existing identifiable internal accruals, as prescribed under the SEBI ICDR Regulations.

Appraising entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency, including any bank or financial institutions. For further details, see "*Risk Factors – Our funding requirements have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.*" on page 42.

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring of utilisation of funds

Our Company has appointed CARE Ratings Limited as the monitoring agency in accordance with Regulation 137 of the SEBI ICDR Regulations and the Monitoring Agency will submit a quarterly report to our Company in terms of Regulation 137 (2) of the SEBI ICDR Regulations till the entire Net Proceeds are utilised. The quarterly report shall provide item by item description for all the expense heads under each Object. For details, see "- *Details of the Objects*" on page 76.

Our Company will disclose, and continue to disclose, the utilisation of the Net Proceeds, including interim use, under a separate head in our financial statements for such financial years as required under applicable law, specifying the purposes for which the Net Proceeds have been utilised, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its financial statements for the applicable financial years, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our quarterly consolidated results.

Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the utilisation of the Net Proceeds. The Audit Committee will make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement indicating (a) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects; and (b) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects. This information will also be published in newspapers, one in English, one in Hindi and one in Gujarati, the regional language of the jurisdiction where our Registered Office is located, simultaneously with the quarterly or annual financial results and explanation for such variation (if any) will be included in our directors' report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by our Shareholders by way of a special resolution.

In addition, the notice issued to our Shareholders in relation to the passing of such special resolution (the "**Notice**") shall specify the prescribed details, including justification for such variation and be published and placed on website of our Company, in accordance with the Companies Act, read with relevant rules.

The Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Gujarati, the regional language of the jurisdiction where our Registered Office is situated. Pursuant to Section 13(8) of the Companies Act, our Promoters will be required to provide an exit opportunity to our Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act and the SEBI ICDR Regulations.

Other confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, Promoter Group, Directors, KMPs, SMPs or our Group Companies. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with our Promoters, Promoter Group, Directors, our KMPs, SMPs or our Group Companies in relation to the utilization of the Net Proceeds of the Offer. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue as set out above.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Investors should also see "*Our Business*", "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Consolidated Financial Statements*" beginning on pages 124, 23, 577 and 204, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the following business strengths allow us to successfully compete in the industry:

- Large subscriber base;
- Extensive telecommunication network;
- Existing network built on 5G-ready architecture;
- Large enterprise customer base with longstanding relationships;
- Extensive distribution and service network;
- Trusted brand with strong proposition;
- Strong promoter support; and
- Experienced management team.

For details, see "*Our Business – Competitive Strengths*" on page 125.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statements, as applicable. For details, see "*Consolidated Financial Statements*" beginning on page 204. Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

A. Basic and Diluted Earnings / (Loss) Per Share ("EPS") as adjusted for change in capital:

Fiscal Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight*
March 31, 2023	(8.43)	(8.43)	3
March 31, 2022	(9.83)	(9.83)	2
March 31, 2021	(15.40)	(15.40)	1
Weighted Average	**(10.06)**	**(10.06)**	
For the nine months period ended December 31, 2023*	(4.84)	(4.84)	
For the nine months period ended December 31, 2022*	(7.16)	(7.16)	

* *Not annualized*

Notes:

(1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. Total of (EPS x Weight) for each year/Total of weights.

(2) Basic Earnings per Share (₹) = Net profit after tax and adjustments, attributable to equity shareholders of the Company and its subsidiaries / Weighted average no. of equity shares outstanding during the year.

(3) Diluted Earnings per Share (₹) = Net profit after tax and adjustments, attributable for equity shareholders of the Company and its Subsidiaries (after adjusting profit impact of dilutive potential Equity Shares, if any) / the aggregate of weighted average number of Equity Shares outstanding during the year and the weighted average number of Equity Shares that would be issued on conversion of all the dilutive potential Equity Shares into Equity share.

(4) Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33 'Earnings per Share', notified accounting standard by the Companies (Indian Accounting Standards) Rules of 2015 (as amended).

(5) The figures for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 are based on the consolidated audited financial statements and for the nine months ended December 31, 2023 and December 31, 2022 are based on the special purpose interim condensed consolidated financial statements.

B. Price/Earning ("P/E") ratio in relation to the Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)
Based on basic EPS for financial year ended March 31, 2023	[●]	[●]
Based on diluted EPS for financial year ended March 31, 2023	[●]	[●]

C. Industry Peer Group P/E ratio

Particulars	Name of the Company	P/E
Highest	Bharti Airtel Limited	84.37x
Lowest	Bharti Hexacom Limited	51.91x
Industry Composite		68.14x

Notes:

(1) The industry high and low has been considered from the industry peer set. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.

(2) P/E Ratio of peers has been computed based on the closing market price (i.e., April 10, 2024) of equity shares on BSE, divided by the Diluted EPS provided under Note 1 above. Further, with respect to Bharti Hexacom Limited, issue price of Rs.570/share is divided with diluted EPS.

D. Return on net worth ("RoNW")

Fiscal Year ended	RoNW (%)*	Weight
March 31, 2023	NA	3
March 31, 2022	NA	2
March 31, 2021	NA	1
Weighted Average	NA	
For the nine months period ended December 31, 2023	NA	NA

Notes:

The Company has negative net worth as well as net loss for the nine months period ended December 31, 2023 derived from the Special Purpose Interim Condensed Consolidated Financial Statements and for Financial Years ended on March 31, 2023, March 31, 2022 and March 31, 2021 derived from the Audited Consolidated Financial Statements, as applicable, and hence, RoNW has not been calculated.

E. Net Asset Value ("NAV") per Equity Share of face value of ₹10 each:

Fiscal year ended/ Nine months ended	NAV per Equity Share (₹)
As on March 31, 2023#	(15.28)
As on December 31, 2023*$	(20.12)
After the completion of the Offer	
- At Floor Price**	[●]
- At Cap Price**	[●]
Offer Price**	[●]

* *Not annualized*

** *To be populated in the Prospectus.*

Notes:

 # Net Asset Value per equity share represent sum of equity share capital and other equity as at March 31, 2023, divided by the number of Equity Shares outstanding as on March 31, 2023 derived from Audited Consolidated Financial Statements.

$ Net Asset Value per equity share represent sum of equity share capital and other equity as at, December 31, 2023 divided by the number of Equity Shares outstanding as on December 31, 2023 derived from Special Purpose Interim Condensed Consolidated Financial Statements for the nine months period ended December 31, 2023.

F. Key Performance Indicators

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated April 9, 2024 and the Audit Committee has confirmed that verified and audited details by the Audit Committee of all the KPIs pertaining to the Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus have been disclosed in this section. Further, the KPIs herein have been certified by the independent chartered accountant, namely Suresh Surana & Associates LLP, Chartered Accountants, pursuant to their certificate dated April 11, 2024.

A list of our KPIs for the nine months period ended December 31, 2023 and December 31, 2022 and for the and Fiscals 2023, 2022 and 2021 is set out below:

Particulars	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Fiscal 2023	Fiscal 2022	Fiscal 2021
Revenue from operations (₹ in million)	320,449	316,453	421,772	385,155	419,522
EBITDA (₹ in million)	127,902	126,067	168,170	160,361	169,457
EBITDA Margin(1) (in %)	39.91%	39.84%	39.87%	41.64%	40.39%

Particulars	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Fiscal 2023	Fiscal 2022	Fiscal 2021
Average Revenue Per User (ARPU) (₹)[(2)]	145	135	135	124	107
Customer base for mobile services (in millions)	215.20	228.60	225.90	243.80	267.80

[(1)]EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations.
[(2)]ARPU and customer base is for exit quarters of the respective periods.

For details of our other operating metrics disclosed elsewhere in this Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 124 and 577, respectively.

G. Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Consolidated Financial Statements. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results, when taken collectively with financial measures prepared in accordance with Ind AS.

S. No	List of KPIs as identified by our Company	Explanations provided by our Company
1	Revenue from operations (in ₹ million)	Revenue from operations comprises revenue arising from core business offerings in consumer mobile services, fixed line and broadband services
2	EBITDA (in ₹ million)	EBITDA of the Company is calculated as profit/ (loss) after tax added by current and deferred tax, finance costs, depreciation, amortization, exceptional items (net), share in profit / loss of joint venture, less other income
3	EBITDA Margin (in %)	EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations
4	Average Revenue Per User (ARPU) for mobile services (₹)	ARPU is calculated by dividing services revenue (exclusive of infrastructure, fixed line and device revenues) for the relevant period by the average number of subscribers during the period. The result obtained is divided by the number of months in that period to arrive at the ARPU per month figure.
5	Customer Base for mobile services (in millions)	Company recognizes its subscribers based on certain usage threshold.

H. Comparison of Accounting Ratios with Listed Industry Peers

The following peer group has been determined on the basis of companies listed on Indian stock exchanges and globally, whose business profile is comparable to our businesses in terms of our size and our business model:

Name of the company	Type of Financials	Face Value (₹)	Closing price as on April 10, 2024 as per BSE data (₹)	Revenue from operations for Financial Year 2023 (₹ in million)	Basic EPS for Financial Year 2023 (₹)	Diluted EPS for Financial Year 2023 (₹)	NAV per Equity Share as at March 31, 2023 (₹)	P/E for Financial Year 2023	RoNW for Financial Year 2023 (%)
Vodafone Idea Limited	Consolidated	10	12.93	421,772	(8.43)	(8.43)	(15.28)	NA	NA
Listed Peers									
Bharti Airtel Limited	Consolidated	5	1,229.30	1,391,448	14.80	14.57	136.72	84.37	15.84
Bharti Hexacom Limited***	Standalone	5	570.00	65,790	10.98	10.98	84.19	51.91[$]	13.83
Reliance Jio Infocomm Limited**	Standalone	10	NA	907,860	4.05	1.07	48.00	NA^	8.43

***All the information for Reliance Jio Infocomm Limited as disclosed above is based on annual report or quarterly public disclosures. (₹ in crore has been converted to million by multiplying with 10).*

**** All the information of Bharti Hexacom Limited as disclosed above is based on restated financial statements as disclosed in the prospectus dated April 5, 2024.*
^Since the equity shares of this Peer Company are not listed, P/E ratio has not been calculated.
$ P/E has been calculated based on the issue price as per prospectus, as the Company is not yet listed on stock exchanges.

Notes:

a) *The financial information for our Company and listed/to be listed industry peers mentioned above is based on annual reports for the year ended March 31, 2023 submitted to stock exchanges.*
b) *Closing price for Bharti Airtel Limited is taken for the fully paid-up equity share of ₹ 5 each.*
c) *The Company has negative net worth as well as net loss for the year ended on March 31, 2023, hence RoNW has not been calculated.*
d) *Basic and Diluted EPS refers to the Basic and Diluted EPS sourced from the publicly available financial results of the Bharti Airtel Limited for the year ended March 31, 2023.*
e) *P/E Ratio of peers has been computed based on the closing market price (i.e., April 10, 2024) of equity shares on BSE, divided by the Diluted EPS provided under Noted above. Further, with respect to Bharti Hexacom Limited, issue price of Rs.570/ share is divided with diluted EPS.*
f) *Return on Net Worth (%) = Net profit/(loss) after tax / Net worth at the end of the financial year ended March 31, 2023.*
g) *'Net worth' under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2021; March 31, 2022 and March 31, 2023, and for nine months period ended December 31, 2023 is in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.*
h) *NAV of the peer is computed as total of equity share capital and other equity (excluding non-controlling interest, if any) at the end of the year / total number of equity shares outstanding at the end of the year. Further for Bharti Airtel Limited, the partly paid up shares are converted into fully paid up by giving weight of 25%.*

I. Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any additions or dispositions to its business during the Fiscals 2023, 2022 and 2021, or during the nine months period ended December 31, 2023 and December 31, 2022.

J. Comparison of its KPIs with Industry Peers

The following table provides a comparison of the KPIs of our Company with our peer group. The peer group has been determined on the basis of companies, whose business profile is comparable to our businesses in terms of our size and our business model:

Particulars	Vodafone Idea Limited					Bharti Airtel Limited*					Bharti Hexacom Limited**					Reliance Jio Infocomm Limited***				
	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Fiscal 2023	Fiscal 2022	Fiscal 2021	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Fiscal 2023	Fiscal 2022	Fiscal 2021	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Fiscal 2023	Fiscal 2022	Fiscal 2021	Nine months ended December 31, 2023	Nine months ended December 31, 2022	Fiscal 2023	Fiscal 2022	Fiscal 2021
Revenue from operations (₹ In Million)	320,449	316,453	421,772	385,155	419,522	811,801	726,137	978,640	821,318	723,083	52,208	48,465	65,790	54,052	46,023	741,600	673,920	907,860	769,770	698,880
EBITDA (₹ in million)	127,902	126,067	168,170	160,361	169,457	437,157	376,544	510,570	409,738	328,280	25,764	20,910	28,884	18,985	11,373	388,050	344,620	466,720	376,300	309,130
EBITDA Margin (in %)	39.91	39.84	39.87	41.64	40.39	53.85	51.86	52.17	49.89	45.4	49.35	43.14	43.9	35.12	24.71	52.33	51.14	51.41	48.88	44.23
Average Revenue Per User (ARPU) for mobile services (₹)#	145	135	135	124	107	208	193	193	178	145	197	184	185	155	135	182	178	179	168	138
Customer base for mobile services (in million)#	215.20	228.60	225.90	243.80	267.80	345.57	332.24	335.41	326.04	321.37	26.78	25.48	25.83	24.77	24.98	470.90	432.90	439.30	410.20	426.20

**All the financial information for Bharti Airtel Limited mentioned above is India segment operations as reported in their quarterly IR Pack / report.*
*** All the information of Bharti Hexacom Limited as disclosed above is based on restated financial statements as disclosed in the prospectus dated April 5, 2024.*
#ARPU and customer base of peer companies for mobile services is for exit quarters of the respective periods as appearing in their quarterly IR Pack / report.
**** All the information for Reliance Jio Infocomm Limited is on standalone basis and is based on annual report or quarterly public disclosures. Wherever appropriate, ₹ in crore has been converted to million by multiplying with 10.*

Note 1: Revenue from operations of the companies means the revenue from operations.
Note 2: EBITDA of the Company is calculated as profit/ (loss) after tax added by current and deferred tax, finance costs, depreciation, amortization, exceptional items (net), share in profit / loss of joint venture, less other income for the year/period.
Note 3: EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations.
Note 4: ARPU Is calculated by dividing services revenue (exclusive of infrastructure, fixed line and device revenues) for the relevant period by the average number of subscribers during the period. The result obtained is divided by the number of months in that period to arrive at the ARPU per month figure.
Note 5: Company recognises its subscribers based on certain usage threshold.
Note 6: The information of the peer companies is extracted from the annual reports and public disclosures as available of the respective peers.

K. Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOS Scheme and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Sr. No.	Name of the allottees	Date of allotment of Equity Shares	Number of Equity Shares allotted	% of paid-up share capital	Issue price per Equity Share (₹)	Nature of allotment	Nature of consideration	Total consideration (in ₹ million)
1.	Central Government - Department of Investment and Public Asset Management(acting through President of India)	February 7, 2023	16,133,184,899	33.44%(1)	10	Allotment of Equity Shares pursuant to issuance of an order under Section 62(4) of the Companies Act, 2013, directing conversion of NPV amount related to deferment of Spectrum auction instalments and AGR dues, being due to the Government of India	Other than cash	NA
	Total		**16,133,184,899**					
	Weighted average cost of acquisition							**₹10.00**

(1) Based on paid-up share capital post issue as of the date of the allotment.

L. Price per share of the Company based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group or Shareholders with rights to nominate directors during the 18 months preceding the date of filing of this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities ("**Securities**"), where the Promoter, members of the Promoter Group, or the Shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

M. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on Primary Issuances/ Secondary Transactions, as set out above in paragraph L and M above, are set out below:

Past Transactions	Weighted average cost of acquisition (in ₹)	Floor Price	Cap Price
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of this certificate, where such issuance is equal to or more than five per cent of the fully diluted paid-up share	10.00	[●] times	[●] times

Past Transactions	Weighted average cost of acquisition (in ₹)	Floor Price	Cap Price
capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days			
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where promoter / promoter group entities or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	NA^	[●] times	[●] times

^ There were no secondary sales / acquisition of shares of shares (equity/ convertible securities) transactions in last 18 months prior to the date of this certificate.

N. Justification for Basis for Offer price

1. **The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoters, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three years preceding the date of this Red Herring Prospectus compared to our Company's KPIs and financial ratios for the nine months ended December 31, 2023 and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021**

   [•]*

   **To be included on finalisation of Price Band*

2. **The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoters, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three years preceding the date of this Red Herring Prospectus in view of external factors, if any**

   [•]*

   **To be included on finalisation of Price Band*

O. The Offer Price is [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company in consultation with the Book Running Lead Managers, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Consolidated Financial Statements*" on pages 23, 124, 577 and 204, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section entitled "*Risk Factors*" or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARIES AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

The Board of Directors
Vodafone Idea Limited
10th Floor, Birla Centurion,
Century Mills Compound,
Pandurang Budhkar Marg,
Worli, Mumbai 400 030

Dear Sirs/ Madam,

Statement of Special Tax Benefits available to Vodafone Idea Limited, its Material Subsidiaries and its shareholders under the Indian tax laws

1. We hereby confirm that the enclosed Annexure 1 to Annexure 8 (together the "**Annexures**"), prepared by Vodafone Idea Limited (the "**Company**"), provides the special tax benefits available to the Company, its material Subsidiaries namely Vodafone Idea Manpower Services Limited, Vodafone Idea Shared Services Limited and Vodafone Idea Communications Systems Limited and its shareholders under:

- the Income-tax Act, 1961 read with rules, circulars and notifications thereunder ('**the IT Act**') as amended by the Finance Act 2023, i.e. applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India (together referred as "**Direct Tax Laws**") (Annexure 1, 3, 5 and 7); and

- the Central Goods and Services Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State / Union Territory Goods and Services Tax Act read with rules, circulars, and notifications (collectively, the "**GST Acts**"), the Customs Act, 1962 ("**Customs Act**") and the Customs Tariff Act, 1975 ("**Tariff Act**") read with rules, circulars, and notifications, each as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25 presently in force in India (together referred as "**Indirect Tax Laws**") (Annexure 2, 4, 6 and 8)

2. Several of these benefits are dependent on the Company, its Material Subsidiaries and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Direct Tax Laws and Indirect Tax Laws (collectively referred as "**Tax laws**"). Hence, the ability of the Company, its material subsidiaries and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company, its material subsidiaries and its shareholders may or may not choose to fulfil.

3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed security offerings of the Company through further public offer (the "**Offer**").

4. We do not express any opinion or provide any assurance as to whether:

   i) the Company, its Material Subsidiaries or its shareholders will continue to obtain these benefits in future;
   ii) the conditions prescribed for availing the benefits have been *I* would be met with; and
   iii) the revenue authorities/courts will concur with the views expressed herein.

5. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company and its Material Subsidiaries.

6. This Statement is issued solely in connection with the Offer and is not to be used, referred to or distributed for any other purpose.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Nilangshu Katriar
Partner
Membership No: 58814
UDIN: 24058814BKGSNO5208

Place: Mumbai
Date: April 4, 2024

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS and ITS MATERIAL SUBSIRIARIES UNDER THE APPLICABLE TAX LAWS IN INDIA

Management of Vodafone Idea Limited (the "Company") has been identified following subsidiaries as material subsidiary as at March 31, 2023 as per regulation 16(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations), 2015 ("LODR");

1. Vodafone Idea Manpower Services Limited
2. Vodafone Idea Shared Services Limited
3. Vodafone Idea Communications Systems Limited

Below Annexure 1 to 8 are prepared by the Company to provide details of special tax benefits available to the Company, its material Subsidiaries (as defined above) and its shareholders.

ANNEXURE "1" TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 ('the Act') read with rules, circulars and notifications thereunder as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India.

1. Special tax benefits available to the Company under the Act

1.1 Deduction under section 35ABB of the Act

The Company, being engaged in telecommunication business, is eligible under section 35ABB of the Act for amortisation of the amount, being capital expenditure, incurred for acquiring right to operate telecommunication services, over the period of the license.

1.2 Deduction under section 35ABA of the Act

Similarly, the Company is eligible under section 35ABA of the Act for amortization of the amount, being expenditure incurred on or after April 1, 2016, for obtaining the right to use spectrum, over the period for which the right is obtained.

1.3 Deduction under section 35DD of the Act

The Company is eligible for amortisation of expenditure incurred in connection with the amalgamation/ demerger under section 35DD of the Act. The Company is entitled to claim deduction of an amount equal to 1/5th of such expenditure for each of the five successive years beginning with the year in which the amalgamation/ demerger takes place.

1.4 Deduction in respect of inter corporate dividends Section 80M of the Act

With respect to a resident corporate shareholder, a new section 80M has been inserted by the Finance Act, 2020 with effect from April 1, 2020 to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter.

Section 80M provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before one month prior to the date of filing its tax return as prescribed under Section 139(1) of the Act.

Where the Company receives any such dividend during a Financial Year and also, distributes dividend to its shareholders before the aforesaid date, as may be relevant to the said Financial Year, it shall be entitled to the deduction under Section 80M of the Act.

With respect to non-resident shareholder, the provision of the Agreement for Avoidance of Double Taxation (tax treaty) entered by the Government of India with the country of residence of the non-resident shareholder will be applicable to the extent more beneficial to the non-resident. Accordingly, non-resident shareholder may, subject to conditions, be subject to tax at a concessional rate for divided income, if any, provided under the relevant tax treaty.

Due to impending losses, the Company has not availed any deduction under Section 80M of the Act.

2. Special tax benefits available to Shareholders

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not, surcharge would be restricted to 15%, irrespective of the amount of dividend.

As per section 112A of the Act, long-term capital gains (exceeding Rs. 1 lakhs) from sale of equity shares of a company listed on a recognized stock exchange is taxable at the rate of 10% (plus surcharge and cess) provided securities transaction tax ('STT') is paid on acquisition as well as transfer, while continuing to exempt the unrealized capital gains earned upto January 31, 2018. Long term capital gains to be taxed at aforesaid 10% without indexation benefit and without foreign currency fluctuation benefit.

Further, as per section 111A of the Act, short-term capital gain (i.e. where the period of holding of shares is 12 months or less) on sale of aforesaid shares is taxable at the rate of 15%. STT will be levied on and collected by a recognized stock exchange on which such equity shares are transacted.

In case of transfer of shares where capital gains are not covered under section 112A and 111A above, long term capital gain is taxable at the rate of 20% with indexation (inflation adjustment) or 10% without indexation whichever is more beneficial. The aforesaid exemption of INR 1 lakhs shall not be available in such case. Short term capital gain arising in case of transfer of shares which are not chargeable to STT is taxable at applicable slab rates to individuals and in case of corporate shareholder at the applicable corporate tax rate.

Further, as per Section 2(31), the definition of 'person' does not include Central Government. Therefore, Capital Gains, if any arising to the Government in future on sale of its stake will also be exempt from tax.

Notes:

- The above statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- The above statement covers only certain relevant benefits under the Act and does not cover benefits under any other law.
- The above statement of possible tax benefits are as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant tax laws.
- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
- The special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfill.
- In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Vodafone Idea Limited

(Authorised Signatory)

Date: April 4, 2024

ANNEXURE "2" TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act read with rules, circulars, and notifications (collectively, the "GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") read with rules, circulars, and notifications, each as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India.

There are no special tax benefits available to the Company or to its shareholders under the above laws.

Notes:

- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
- The special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the indirect tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfill.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Vodafone Idea Limited

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(Authorised Signatory)

Date: April 4, 2024

ANNEXURE "3" TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VODAFONE IDEA MANPOWER SERVICES LIMITED ("VIMSL") (BEING THE MATERIAL SUBSIDIARY OF VODAFONE IDEA LIMITED) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The statement of special tax benefit enumerated below is as per the Income-tax Act, 1961 ('the Act') read with rules, circulars and notifications thereunder as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India.

1. Special tax benefits available to VIMSL under the Act

1.1 Lower corporate tax rate under section 115BAA of the Act

Section 115BAA has been inserted in the Act with effect from April 1, 2020 (AY 2020-21). Section 115BAA of the Act grants an option to a Domestic Company to be governed by this section from a particular assessment year. If a Company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic Companies availing the said option will not be required to pay Minimum Alternate Tax ('MAT') on their 'book profits' under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions/incentives under the Act and will also need to comply with the other conditions specified in section 115BAA of the Act. Also, if a Company opts for section 115BAA of the Act, the tax credit (under section 115JAA of the Act), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

VIMSL has opted to apply section 115BAA of the Act.

2. Special tax benefits available to Shareholders

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above).

In case of transfer of shares, long term capital gain is taxable at the rate of 20% with indexation. Short term capital gain arising in case of transfer of shares which are not chargeable to STT is taxable at applicable corporate tax rate.

Notes:

- The above statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- The above statement covers only certain relevant benefits under the Act and does not cover benefits under any other law.
- The above statement of possible tax benefits are as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on VIMSL or its shareholders fulfilling the conditions prescribed under the relevant tax laws.
- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of VIMSL.
- The special tax benefits are dependent on VIMSL or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of VIMSL or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, VIMSL or its shareholders may or may not choose to fulfill.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Vodafone Idea Manpower Services Limited

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(Authorised Signatory)

Date: April 4, 2024

ANNEXURE "4" TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VODAFONE IDEA MANPOWER SERVICES LIMITED ("VIMSL") (BEING THE MATERIAL SUBSIDIARY OF VODAFONE IDEA LIMITED) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The statement of tax benefit enumerated below is as per the Central Goods and Services Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act read with rules, circulars, and notifications (collectively, the "GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") read with rules, circulars, and notifications, each as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India.

There are no special tax benefits available to VIMSL and its shareholders under the above laws.

Notes:

- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of VIMSL.
- The special tax benefits are dependent on VIMSL or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of VIMSL or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, VIMSL or its shareholders may or may not choose to fulfill.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Vodafone Idea Manpower Services Limited

(Authorised Signatory)

Date: April 4, 2024

ANNEXURE "5" TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VODAFONE IDEA SHARED SERVICES LIMITED ("VISSL") (BEING THE MATERIAL SUBSIDIARY OF VODAFONE IDEA LIMITED) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The statement of tax benefit enumerated below is as per the Income-tax Act, 1961 ('the Act') read with rules, circulars and notifications thereunder as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India.

1. Special tax benefits available to VISSL under the Act

1.1 Lower corporate tax rate under section 115BAA of the Act

Section 115BAA has been inserted in the Act with effect from April 1, 2020 (AY 2020-21). Section 115BAA of the Act grants an option to a Domestic Company to be governed by this section from a particular assessment year. If a Company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic Companies availing the said option will not be required to pay Minimum Alternate Tax ('MAT') on their 'book profits' under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions/incentives under the Act and will also need to comply with the other conditions specified in section 115BAA of the Act. Also, if a Company opts for section 115BAA of the Act, the tax credit (under section 115JAA of the Act), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

VISSL have opted to apply section 115BAA of the Act.

2. Special tax benefits available to Shareholders

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above).

In case of transfer of shares, long term capital gain is taxable at the rate of 20% with indexation. Short term capital gain arising in case of transfer of shares which are not chargeable to STT is taxable at applicable corporate tax rate.

Notes:

- The above statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- The above statement of possible tax benefits are as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on VISSL or its shareholders fulfilling the conditions prescribed under the relevant tax laws.
- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of VISSL.
- The special tax benefits are dependent on VISSL or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of VISSL or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, VISSL or its shareholders may or may not choose to fulfill.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Vodafone Idea Shared Services Limited

(Authorised Signatory)

Date: April 4, 2024

ANNEXURE "6" TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VODAFONE IDEA SHARED SERVICES LIMITED ("VISSL") (BEING THE MATERIAL SUBSIDIARY OF VODAFONE IDEA LIMITED) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The statement of tax benefit enumerated below is as per the Central Goods and Services Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act read with rules, circulars, and notifications (collectively, the "GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") read with rules, circulars, and notifications, each as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India.

There are no special tax benefits available to VISSL and its shareholders under the above laws.

Notes:

- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of VISSL.
- The special tax benefits are dependent on VISSL or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of VISSL or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, VISSL or its shareholders may or may not choose to fulfill.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Vodafone Idea Shared Services Limited

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(Authorised Signatory)

Date: April 4, 2024

ANNEXURE "7" TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VODAFONE IDEA COMMUNICATIONS SYSTEMS LIMITED ("VICSL") (BEING THE MATERIAL SUBSIDIARY OF VODAFONE IDEA LIMITED) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The statement of tax benefit enumerated below is as per the Income-tax Act, 1961 ('the Act') read with rules, circulars and notifications thereunder as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India.

1. Special tax benefits available to VICSL under the Act

1.1 Lower corporate tax rate under section 115BAA of the Act

Section 115BAA has been inserted in the Act with effect from April 1, 2020 (AY 2020-21). Section 115BAA of the Act grants an option to a Domestic Company to be governed by this section from a particular assessment year. If a Company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic Companies availing the said option will not be required to pay Minimum Alternate Tax ('MAT') on their 'book profits' under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions/incentives under the Act and will also need to comply with the other conditions specified in section 115BAA of the Act. Also, if a Company opts for section 115BAA of the Act, the tax credit (under section 115JAA of the Act), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

VICSL have opted to apply section 115BAA of the Act.

1.2 Deduction under section 35DD of the Act

The Company is eligible for amortisation of expenditure incurred in connection with the amalgamation/ demerger under section 35DD of the Act. The Company is entitled to claim deduction of an amount equal to 1/5th of such expenditure for each of the five successive years beginning with the year in which the amalgamation/ demerger takes place.

2. Special tax benefits available to Shareholders

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above).

In case of transfer of shares, long term capital gain is taxable at the rate of 20% with indexation. Short term capital gain arising in case of transfer of shares which are not chargeable to STT is taxable at applicable corporate tax rate.

Notes:

- The above statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- The above statement of possible tax benefits are as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on VICSL or its shareholders fulfilling the conditions prescribed under the relevant tax laws.
- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of VICSL.
- The special tax benefits are dependent on VICSL or its shareholders fulfilling the conditions prescribed under the

relevant provisions of the Act. Hence, the ability of VICSL or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, VICSL or its shareholders may or may not choose to fulfill.

- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Vodafone Idea Communications Systems Limited

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(Authorised Signatory)

Date: April 4, 2024

ANNEXURE "8" TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VODAFONE IDEA COMMUNICATIONS SYSTEMS LIMITED ("VICSL") (BEING THE MATERIAL SUBSIDIARY OF VODAFONE IDEA LIMITED) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The statement of tax benefit enumerated below is as per the Central Goods and Services Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act read with rules, circulars, and notifications (collectively, the "GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") read with rules, circulars, and notifications, each as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India.

There are no special tax benefits available to VICSL and its shareholders under the above laws.

Notes:

- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of VICSL.
- The special tax benefits are dependent on VICSL or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of VICSL or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, VICSL or its shareholders may or may not choose to fulfill.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Vodafone Idea Communications Systems Limited

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(Authorised Signatory)

Date: April 4, 2024

SECTION IV: ABOUT OUR COMPANY

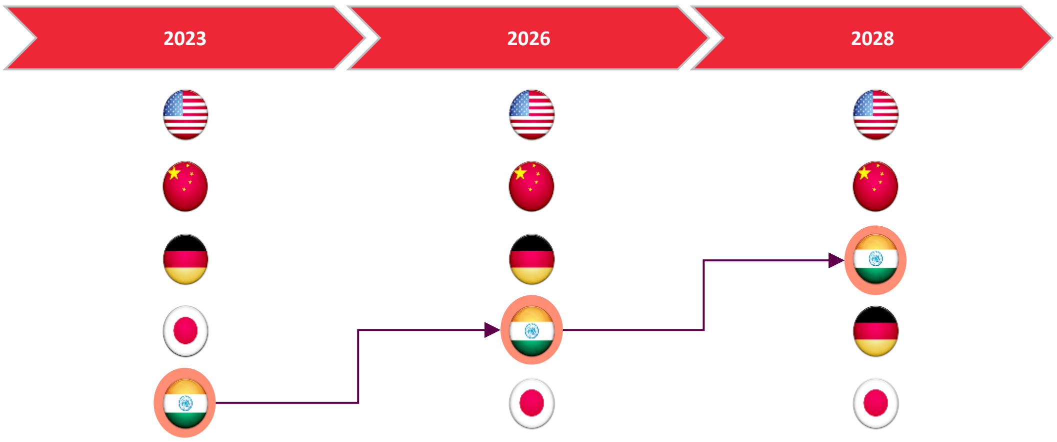
INDUSTRY OVERVIEW

*The information in this section is derived from various government publications and industry sources. Neither we, nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Unless otherwise stated, the revenue data sourced from Telecom Regulatory Authority of India ("**TRAI**") is presented on a quarterly basis and the subscriber data sourced from the TRAI is presented on a monthly basis. Additionally the information and statements included in this section are sourced from various publicly available information and reports including but not limited to, GSMA Intelligence Database, IMF World Economic Outlook, NPCI Database, the website of Department of Telecommunications, Government of India and Frost & Sullivan Report.*

The Indian Economy

As per IMF World Economic Outlook Database October 2023 (IMF WEO 2023), India is the 5th largest economy in the world based on nominal GDP in the Financial Year 2023. In Financial Year 2024, Nominal GDP in the year 2023-24 is estimated at ₹296.58 lakh crore, as against the provisional estimate of GDP for Financial Year 2023 of ₹272.41 lakh crore. The growth in nominal GDP during 2023-24 is estimated at 8.9% as compared to 16.1% in 2022-23. (Source: Press Release on 5 January 2024 by National Statistical Office, MoSPI). As per IMF WEO 2023, India is expected to become the fourth largest economy by 2026 surpassing Japan and third largest economy by 2028 surpassing Germany.

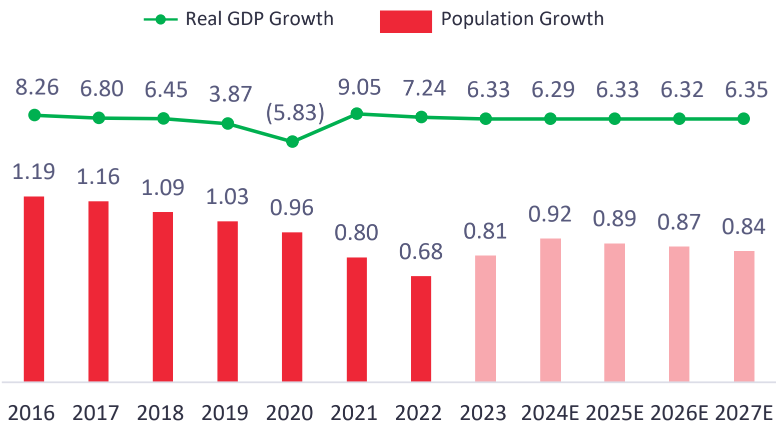
India is also expected to become the third-largest economy by 2028:



(Source: IMF World Economic Outlook Database, Oct 2023, based on nominal GDP (USD))

According to United Nations population estimates, India has overtaken China as the world's most populous country. As per IMF WEO 2023, India has the fastest growing major economy and is on its way to becoming a significant contributor to global GDP growth in the coming years with its large and growing population. India's working age population (defined as 15 years and older) stood at just over 1 billion in 2022. Of this group, 50 percent were working (the labor force participation rate was 53 percent and the unemployment rate 5.7 percent).

Real GDP growth YoY (%) and Population growth YoY (%) | Source: IMF World Economic Outlook Database, Oct 2023



India's young population, rapid urbanization and growing middle class ensure a steady subscriber base in the target demography. As of November 01, 2023, 93.19% of India's population is estimated to be aged under 65 years, with 24.77% aged between 0 – 14 years *(Source: CIA World Factbook Website)*. India's young urbanizing population is expected to drive economic growth and increase consumption. A table showing estimated population distributions for selected countries in 2023 is shown below:

Country	Aged 0-14 (%)	Aged 15-64 (%)	Aged 65+ (%)
China	16.48	69.4	14.11
India	24.77	68.42	6.8
Japan	12.29	58.49	29.22
Russia	16.8	65.99	17.15
United States	18.15	63.72	18.12
United Kingdom	16.91	64.03	19.06

(Source: CIA World Factbook Website)

The Mobile Telecommunications Industry in India

Overview of Indian Telecom market:

As per GSMA Intelligence Database, India is the 2nd largest telecom market globally. As per TRAI Subscription report, India has 1,158.49 million reported wireless subscribers and 904.54 million total internet subscribers as of 31 December 2023, as per TRAI. The mobile telecommunications industry is an integral part of the Indian economy and has contributed to the economic growth and the GDP of the country. It also generates revenue for the Government and creates new jobs, directly and indirectly. The growth of the mobile telecommunications industry has had a positive influence on the overall economy over the past two decades. The Indian mobile telecommunications industry is divided into 22 Service Areas – three in the metro category for the cities of Delhi, Mumbai and Kolkata, with 19 other service areas as defined by the Department of Telecommunications, Government of India (the "**DoT**"). These other service areas are further categorized as Circle 'A', Circle 'B' and Circle 'C' in descending order based on the relevant degree of affluence, infrastructure development and revenue potential across each service area.

Growth Potential in the Indian Telcom Sector

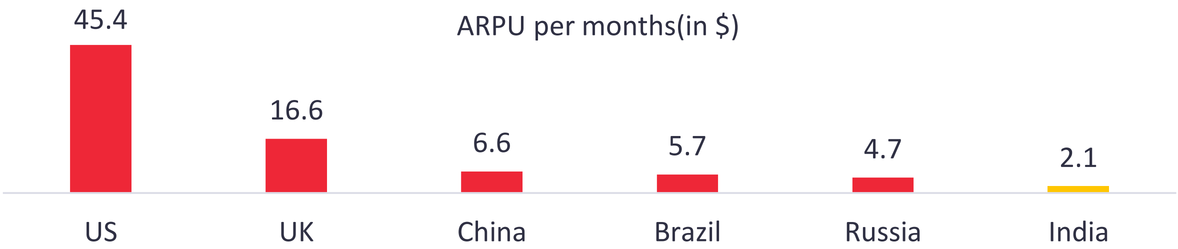
Several factors have influenced growth of the mobile telecommunications industry in India and are expected, along with innovation, to drive future growth as well.

Average Revenue Per User per month lower than major world economies

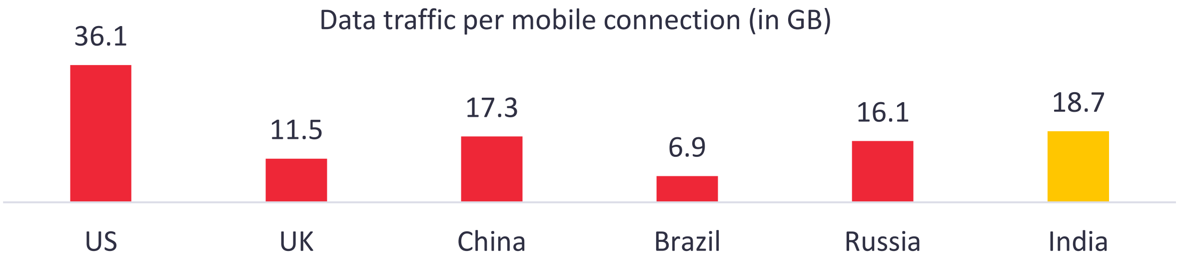
As per TRAI Performance Indicator Report, between September 2016 and September 2023, the blended mobile average revenue per user ("**ARPU**") per month has increased 1.24 times from ₹120.98 to ₹149.66. During the same period, the average wireless data per data subscriber per month increased 82.82 times and voice minutes of usage per subscriber per month increased 2.59 times. The marginal increase in tariffs was the outcome of a combination of factors including, rising competitive intensity, an increase in the proportion of pre-paid and rural subscribers.

Indian ARPU is among the lowest in the world indicating higher scope for ARPU improvement to generate reasonable return on investment. The tables below set out details of the ARPU per month (in US dollars) and data traffic per mobile connection (in GB), for other leading world economies, for the quarter ended December 31, 2023, as per the GSMA Intelligence Dashboard.

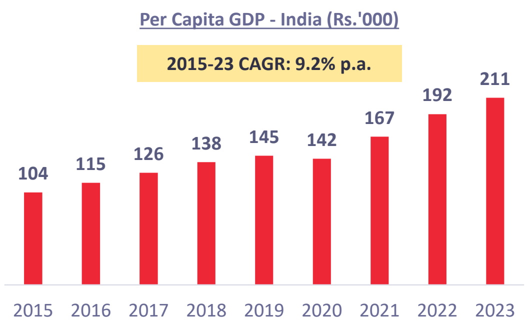
ARPU ($ per month) | Source: GSMA Intelligence Dashboard

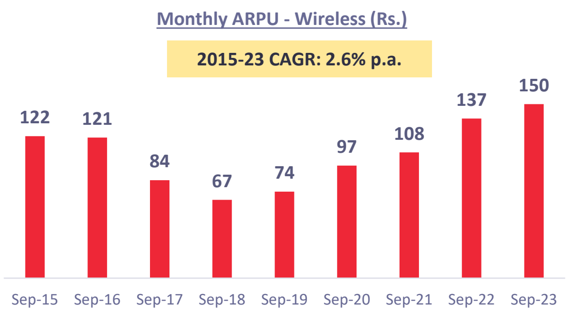


Data traffic per mobile connection (in GB) | Source: GSMA Intelligence Dashboard



The table below sets out details of India's per capita GDP and monthly ARPU for wireless connections (in ₹), as per the International Monetary Fund, World Economic Outlook Database, October 2023 and TRAI GSMA Intelligence Dashboard, respectively.





- Data consumption increased from ~0.12 GB/ month in September 2015 to ~19.12 GB/ month in September 2023; however, ARPU only increased from ₹122 to ₹150.

- Significant headroom in ARPU as usage has increased significantly but ARPU has not increased in line with usage and customer ability to pay higher is already established.

- Since 2015 (before Jio's entry in 2016), India's per capita GDP (₹) has doubled; however, ARPUs have grown only by ~23%

    - Tariffs in India are lower than major countries in the world with the last increase in tariffs in November 2021.

- Prices need further increase to generate reasonable returns and support future investments.

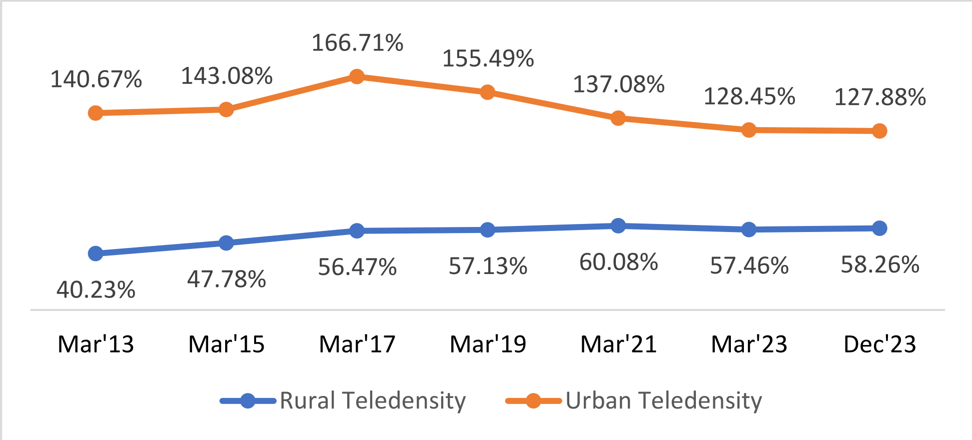
- As per Household Consumption Expenditure Survey by Ministry of Statistics and Program Implementation (National Sample Survey Office), non-food per capita consumption expenditure for Urban India has increased at 9.1% p.a. CAGR from 2012 to 2023 and 10.5% p.a. CAGR for Rural India. However, ARPU has only grown by 4.2% p.a. CAGR for the same period.

Improving Mobile Teledensity

As of December 31, 2023, overall tele-density (wireless) was at 82.95%. In India wireless teledensity varies significantly across urban and rural areas. As of December 31, 2023, wireless teledensity in urban areas was 122.78% and in rural areas was 58.26% (Source*: TRAI*).

Between March 2013 and March 2019, a yearly increase in teledensity of 2.5% was seen every year in urban areas and 2.8% in rural areas. However, teledensity in urban areas has declined from March 2019 due to closure of multiple telecom operators and consolidation of SIMs, but still remains high. Rural teledensity has marginally increased but remains low due to an untapped market .

The graph below sets out details of rural teledensity and urban teledensity from March 2013 to December 2023.



(Source: TRAI)

Increasing number of subscribers

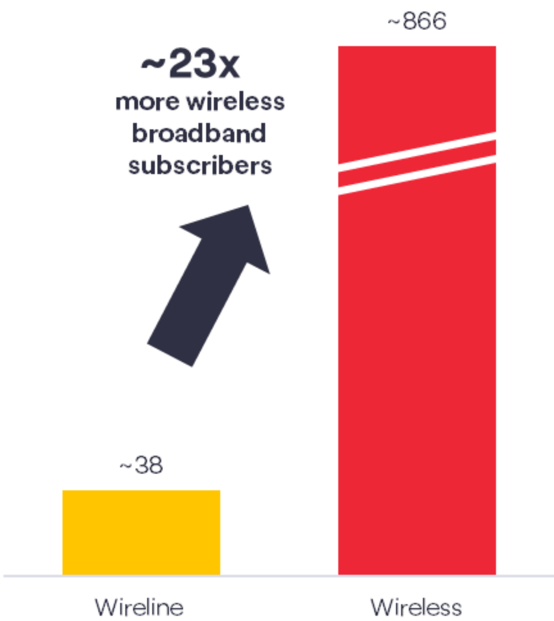
Owing to the intense price competition in the market, the telecom industry in India has consolidated from over 10 companies in 2017 to 3 private and 1 public sector company, which is an optimal structure and encourages healthy competition.

Between Financial Years 2014 and 2020, TRAI reported an increase in subscriber base by 200 million i.e., 33 million yearly, aided by increasing affordability of devices, low tariffs and digital adoption. This was despite the reduction of subscribers due to closure of multiple operators, reflecting a significantly higher real subscriber growth. The launch of minimum recharge plan in December 2018 had further impacted the industry as it led to SIM consolidation with exit of several incoming only subscribers for the incumbent operators. Financial Years 2021 and 2022 witnessed very high amplitude and frequency of shifts due to multiple COVID waves, tariff hikes taking the minimum recharge from ₹39 to ₹99 and inflationary pressures due to global wars, leading to negative sentiment in the market. Despite this, the subscriber base increased by 32 million from Financial Year 2020 to 2022 at a rate of nearly 16 million subscribers yearly.

As of December 2023, the total subscriber base in India reached 1,190.33 million, out of which wireless subscribers were 1,158.49 million and the remaining 31.84 million were wireline subscribers. Further, total broadband subscriber base was 904.54 million, out of which wireless subscribers were 866.19 million and the remaining 38.35 million were wireline subscribers. *(Source: TRAI).*

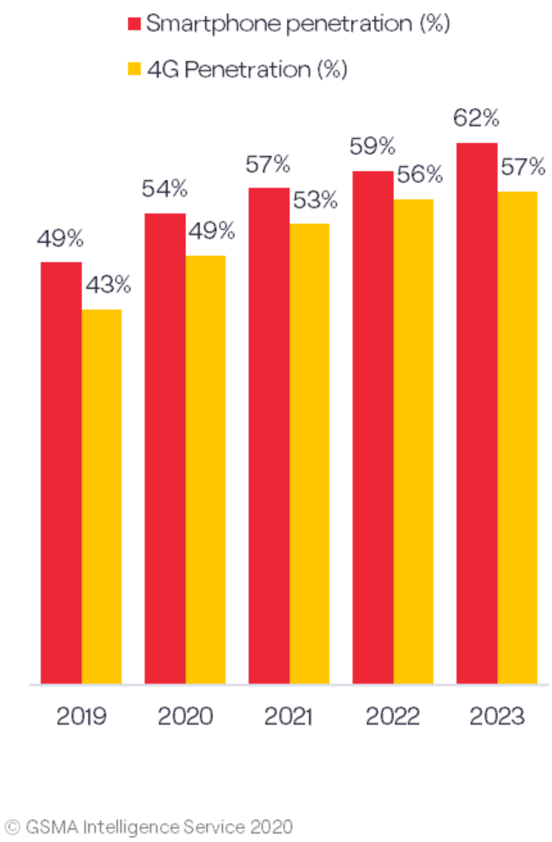
Furthermore, mobile broadband is the primary medium to access internet in India. Subscribers have two basic subscription methods, pre-paid and post-paid. As per TRAI Performance Indicator Report, prepaid subscribers formed 91.62% of total subscribers, as of September 2023. Furthermore, the graph below reflects the total number of wireline and wireless broadband subscribers as of December 2023, as per the TRAI Subscriptions Report.

Broadband Subscribers (in million)



Smart Phone adoption on rise

Penetration of smartphones in India has been increasing due to growing availability of affordable smartphones and gradual reduction in data tariffs and increasing income levels. However, there remains significant headroom for smartphone penetration to improve going forward. The graph below sets out smartphone penetration and 4G penetration from 2019 to 2023, as per GSMA Intelligence Data:

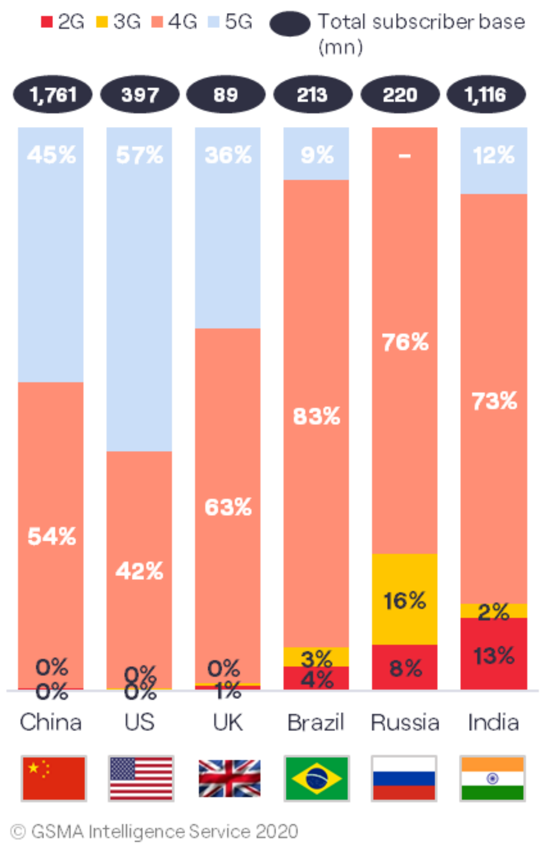


Source: GSMA Intelligence Database

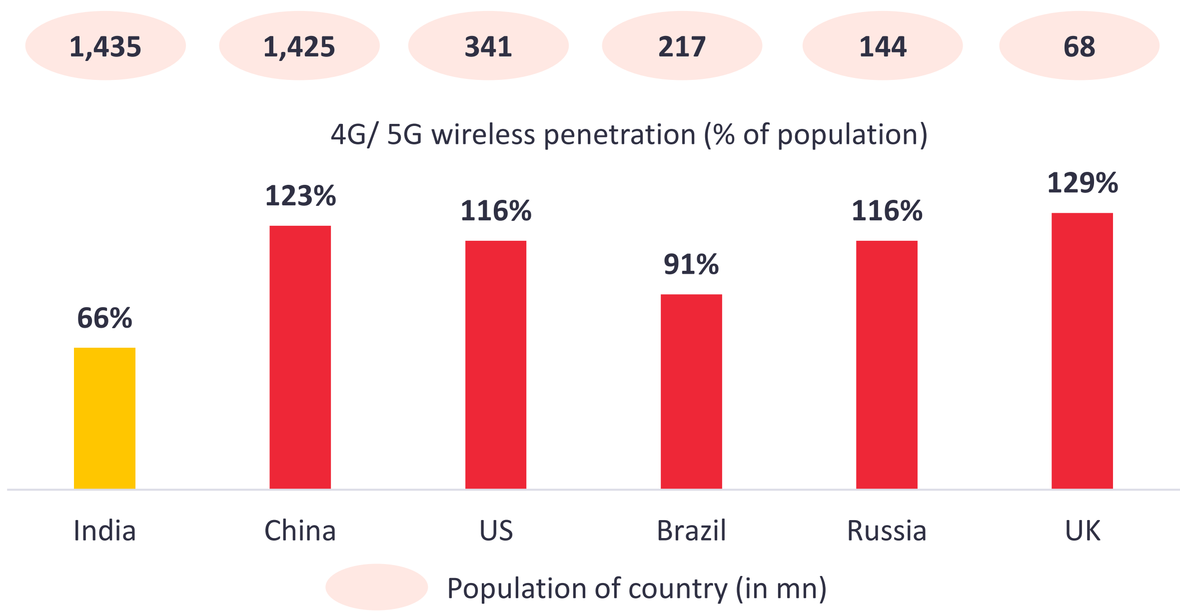
Rising 4G and 5G penetration

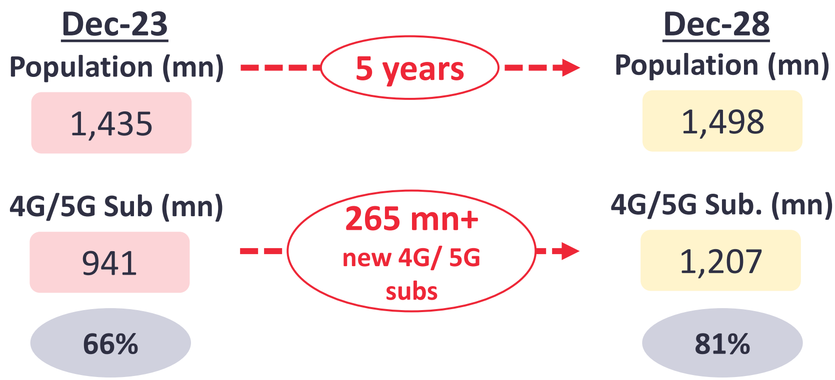
While 4G penetration in India is improving year-on-year, a large proportion of 2G and 3G subscribers are still to migrate to 4G. Furthermore, broadband penetration in India is relatively low compared to global peers. This leaves significant room for ARPU improvement through the change in the mix.

Penetration by access technology (% of subscribers) (December 2023) | Source: GSMA Intelligence database



4G/5G wireless penetration and population (% of population – December 2023) | Source: GSMA Intelligence database:





Digital Revolution to offer sizeable growth opportunities

India is witnessing a digital revolution since the last decade. Rising disposable income coupled with affordable data tariffs are encouraging people to go digital. Furthermore, the Government of India has launched its 'Digital India' initiative programme to transform India into a digitally empowered society, with initiatives such as '*Jan Dhan*', 'Aadhar' and mobile telecommunication being key enablers of such transformation.

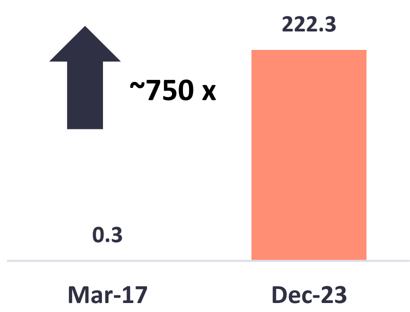
This initiative is centered around three key areas, namely, digital infrastructure to every citizen, digital governance and services on demand, and digital empowerment of every citizen. The key drivers towards a digitally empowered society are open network for digital commerce, good quality internet services, reforms in digital payments and an increase in the number of data centres. These are further supplemented by the growth opportunities presented by the digital revolution in India with the increasing prominence of online banking, digital payments, online weather, OTT streaming, live sports streaming and online education.

For instance, data usage per subscriber has increased over 19 times since March 2017, and in September 2023, was approximately 19GB per subscriber (Source: *TRAI*). This increase in data usage has been primarily due to lower ARPU in India as compared to other major economies in the further, and has been further accelerated by the COVID-19 pandemic.

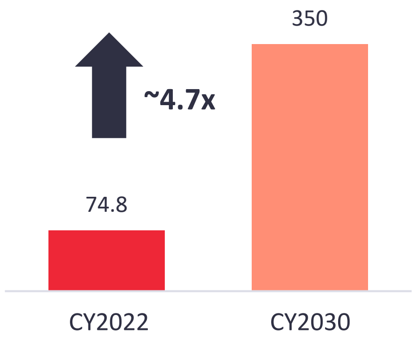
As per the Unique Identification Authority of India, 1.4 billion individuals are enrolled in world's largest unique identity program with authentication by a mobile number. Furthermore, there are more than 1 billion active wireless phone subscribers and 866.2 million wireless broadband subscriber (Source: *TRAI Subscription Report December 2023*). As per TRAI, the rural internet penetration is 41.7% in September 2023; increased from 34.0% in September 2020 showing growth of ~23% in last 3 years.

The graphs below set out the increase UPI monthly transaction amount, market share of the Indian e-commerce market and total number of smartphone subscribers in India, during the relevant periods:

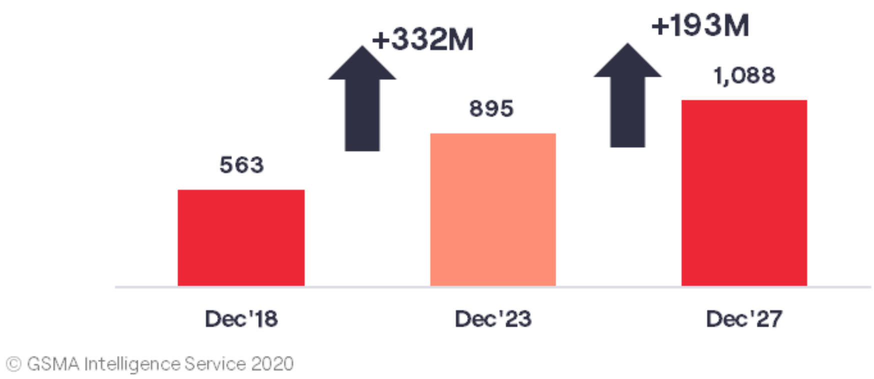
UPI monthly transaction amount (USD billion) | Source: NPCI Database



Indian E-Commerce Market (USD billion) | Source: E-Commerce in India by Statista



Total smartphone subscribers (million) | Source: GSMA Intelligence database



Data Services to Provide Exponential Growth

Total wired internet penetration in India, excluding subscribers who accessed the Internet through mobile phones, was 37.11 million connections as of September 30, 2023 (Source: *TRAI Performance Indicator Report for July to September 2023*). The growth of wired internet in India has been restricted due to lack of adequate infrastructure therefore limiting last mile connectivity. As a result, wireless is expected to be the preferred means to access the internet. Currently, 881.08 million users access the internet through wireless devices including mobile phones as of September 30, 2023 (Source: *TRAI Performance Indicator Report for July to September 2023*). The wireless technology internet penetration continues to be low compared to the total reported subscriber base. This number is expected to grow further driven by introduction of 5G, continuous expansion of data network (4G LTE) by telecommunication operators, India's growing young urban population, increasing affordability of smart phones, growth in social media usage and the proliferation of relevant content. The telecommunication operators are transitioning from being a pure telecom service provider to an integrated digital service provider. Some operators have launched digital applications offering entertainment, information, cloud and storage services to catalyse mobile data demand. Increased content availability along with digital services is driving growth in broadband subscribers and data consumption.

Unlimited Plans to Drive Huge Voice Minute and Data Volume

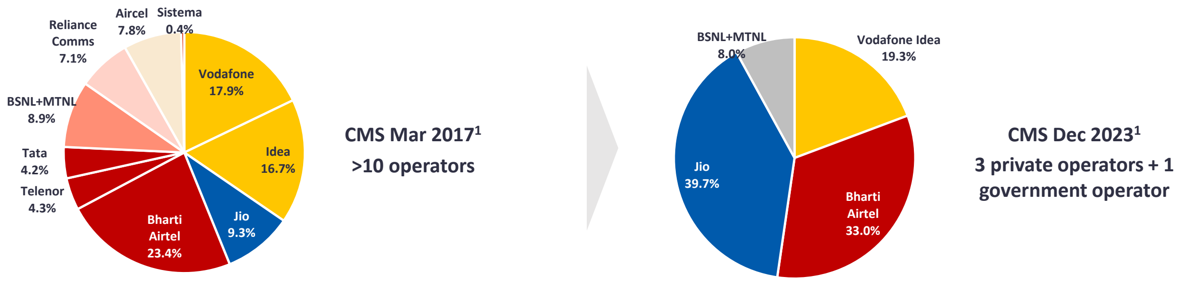
Unlimited voice and bundled data plans are driving both voice and data consumption. In the last 5 years from Financial Years 2018 to 2023, total wireless data usage has increased by CAGR of 47% and total voice minutes of usage by 13% (Source: *TRAI*).

Market Consolidation encouraging healthy competition and providing clear runway for growth

Many mobile telecommunications operators exited the market or significantly scaled down their operations after the cancellation of licenses by the Supreme Court of India in February 2012. This market has further consolidated since the DoT relaxed regulations on transfer and merger of licenses, and trading and sharing of spectrum between 2014 and 2015.

In 2016, Videocon sold its spectrum to Bharti AirTel. Further, in February 2017, Telenor announced its merger with Airtel and in December 2017, Aircel announced the closure of its operations in six circles. Similarly, in October 2017, Reliance Communications also announced closure of its 2G and 3G operations with effect from December 1, 2017. In December 2018, the National Company Law Tribunal allowed Bharti Airtel's acquisition of Tata Teleservices' consumer mobility business. Further, in 2018, Vodafone India (promoted by Vodafone Group Plc) and Idea Cellular (promoted by Aditya Birla group) merged to form Vodafone Idea Limited.

Presently, the Indian telecom market has three private and one public sector operators, which offers the optimum structure for growth and healthy competition. The pie charts below set out details of the market share of all mobile operators in terms of subscriber base, for the months of March 2017 and December 2023 (Source: *Customer Market share as per EOP Subs, TRAI*)



Evolution of the Mobile Telecommunications Industry in India:

The telecommunications industry in India was a Government managed monopoly until the National Telecom Policy 1994 (the "**NTP 1994**"), in which the Government set targets for expanding service provision and privatizing the sector. The industry was divided into Service Areas, which broadly correspond with boundaries of Indian states and metro areas. The Government subsequently opened the sector to private companies and auctioned licenses for providing mobile telecommunications services with fixed fees, first, from 1994 to 1995 for the metro Service Areas, and later, from 1995 to 1998 for the 'A', 'B' and 'C' Circles. Today there are 22 Service Areas comprising three metro Service Areas, which are Mumbai, Delhi and Kolkata, and 19 other Service Areas, which are categorized as Circle 'A', Circle 'B' and Circle 'C'. Initially, licenses were awarded to two private operators with GSM spectrum in the 900 MHz band in each Service Area.

In 1997, the Telecom Regulatory Authority of India ("**TRAI**") was established by the Telecom Regulatory Authority of India Act, 1997. The aim of TRAI is to regulate telecommunications services, including fixation and revision of tariffs for telecommunications services which were earlier vested with the Government and to create and nurture an environment that enables the quick growth of the telecommunications sector in India.

By 1999, recognizing that the objectives set by NTP 1994 were unattainable without further privatization, the Government announced the New Telecom Policy, 1999 (the "**New NTP 1999**"). The New NTP 1999 allowed service providers to migrate their license fee structure from fixed to revenue sharing, extended the initial license term from 10 years to 20 years and bifurcated the DoT into BSNL, the Government managed telecommunications service provider, and DoT, the policy maker and licensor.

BSNL, which initially provided fixed-line and domestic long distance service, was allowed to co-exist alongside two other Government owned telecommunication service providers: MTNL, which initially provided fixed-line local service in the metropolitan cities of Mumbai and Delhi, and VSNL, which provided an international long distance service.

VSNL was privatized in 2002 and subsequently renamed Tata Communications. The DoT issued the third mobile telecommunications service provider licenses to MTNL in Mumbai and Delhi, and to BSNL for all other Service Areas.

In an effort to encourage competition and development, the New NTP 1999 also permitted the DoT to issue additional mobile telecommunications licenses in each Service Area. Subsequently, in September and October 2001, 17 new licenses were issued by the DoT to private companies to operate as cellular operators, one each in four metro cities and in 13 other Service Areas. *(Source: DoT)*

In January 2001, based on the recommendations of the TRAI, the Government issued guidelines to permit fixed-line telecommunications service providers to provide limited mobility services using wireless local loop ("**WLL**") technology within specified short distance calling areas in which the relevant subscriber is registered.

Following the introduction of the unified licensing regime along with the Interconnection Usage Charges Regulations, 2003, basic operators that were providing limited mobility services using WLL technology migrated to UASL license and started providing full mobility services after payment of the difference between the entry fee paid by the fourth cellular operator and the entry fee paid by the basic licensee. The year 2003 also witnessed a change in pricing policy which was called the CPP regime which assisted in the growth of the mobile telecommunications industry in India. By introduction of the CPP regime, all incoming calls could be received free of charge.

In 2008, the DoT allotted four to seven licenses in each Service Area along with start-up spectrum and also permitted code-division multiple access ("**CDMA**") operators to offer global system for mobile communications ("**GSM**") services, taking the number of operators (based on subscriber reported) in the industry to between nine to 13 per Service Area by December 2011. Licenses and spectrum were allotted on a first-come-first-serve basis and were granted at prices fixed in 2001. A number of foreign companies entered the Indian mobile telecommunications market in partnership with Indian entrepreneurs during 2008 as a result of new licenses being offered and the 2005 relaxation in the foreign direct investment ("**FDI**") limit in the industry from 49.0% to 74.0%. The launch of mobile telecommunications services by new licensees in partnership with foreign partners led to a phase of hyper competition and, as a result, subscriber additions increased significantly and reached a peak of 22.9 million subscriber additions during the month of November 2010 (Source: *TRAI*).

Auctions for 3G (2100 MHz band) and BWA (2300 MHz band) (unpaired) spectrum were held in 2010 with a pan India winning price of 3G spectrum of ₹167,505.80 million for blocks of 5 MHz of paired spectrum and pan India price of BWA spectrum of ₹128,477.10 million for two blocks of 20 MHz of unpaired spectrum (Source: *DoT*).

On February 2, 2012, the Supreme Court of India directed that all licenses and spectrum allocated pursuant to the press releases of January 2008 were to be quashed as the method of allocation of these licenses followed by the Government was flawed. The DoT issued a press release on February 15, 2012, where it directed that going forward licenses and spectrum be delinked. Following TRAI recommendations, the Government decided to conduct a spectrum auction for 1800 MHz band in November 2012.

In August 2013, the Government increased the maximum FDI limit in the telecommunications sector to 100% from 74%. The Government of India has allowed up to 49% FDI through the automatic route, with further investments subject to Government approval and other applicable conditions.

In August 2013, the DoT announced the UL guidelines (amended from time to time), which aim to unify all licenses (except broadcasting and Direct to Home) under the ambit of TRAI under one license. According to these guidelines, national level unified licensees are permitted to provide services under a single license. Operators can convert their existing licenses into a Unified License by paying a fee to the Government. According to the UL guidelines, spectrum has been de-linked from license and needs to be obtained separately as per prescribed procedure.

During 2014 to 2016, Industry had witnessed 3 spectrum auctions. Various operators acquired spectrum to renewal their licenses as well as towards introduction and expansion of 3G and 4G services during this period. In August 2022, 5G spectrum was auction for the first time in India.

During September 2021, a wide-sweeping telecom Reforms package was announced by the Government covering structural reforms, procedural reforms and liquidity relief measures. Key steps announced by the Government are set out below:

Structural Reforms

- Non-telecom revenue excluded from definition of adjusted gross revenue (AGR) on prospective basis.
- Bank Guarantee requirement reduced by 80%. No requirements for multiple BGs – only one BG to be given.
- Interest rates on delayed payments of license fee / spectrum usage charge ("**SUC**") reduced from the State Bank of India's Marginal Cost of Funds based Lending Rate + 4% to Marginal Cost of Funds based Lending Rate + 2%; interest to be compounded annually instead of monthly; penalty and interest on penalty removed.
- No bank guarantees required to secure instalment payments in future spectrum auctions.
- Tenure of spectrum increased from 20 to 30 years in future spectrum auctions.
- Spectrum acquired in future auctions permitted to be surrendered after 10 years.
- No spectrum usage charge on spectrum acquired in future auctions.
- No additional spectrum usage charge of 0.5% for spectrum sharing.
- 100% foreign direct investment permitted under the automatic route.

Procedural Reforms

- Spectrum auctions to be normally held in the last quarter of every financial year.
- Cumbersome requirement of licenses under 1953 Customs Notification for wireless equipment no longer required, and replaced with self-declaration.
- App-based self-KYC permitted.
- E-KYC rate revised to ₹1.
- Shifting from Pre-paid to Post-paid and vice-versa will not require fresh KYC.
- Paper customer acquisition forms be replaced by digital storage of data.
- The DoT will accept data on a portal based on self-declaration basis for Standing Advisory Committee on Radio Frequency Allocation (SACFA) clearance for telecom towers. Portals of other agencies will be linked with DoT portal.

Liquidity Relief Measures

- Four year moratorium in annual payments of dues arising out of the AGR judgement and spectrum purchased in past auctions before 2021, protecting the net present value of the due amounts.

- Option to pay the interest amount arising due to the said deferment of payment by way of equity.
- At option of the Government, convert the deferred payment due amounts to equity at the end of the Moratorium.

Spectrum Auctions (Post 2010 Auction)

November 2012

There was an auction of spectrum in 1800 MHz and 800 MHz bands, with a block size of 1.25 MHz (paired), in each band. The quantum of the spectrum put to auction was less than the spectrum vacated due to quashing of licenses, the auction concluded in two days and only 102 blocks were sold against 236 blocks put up for auction. There were no bids received for the Service Areas of Delhi, Mumbai, Karnataka and Rajasthan. There were no applicants for 800 MHz band as well. *(Source: DoT)*

March 2013 Auction

Subsequently, the Government reduced the price of 1800 MHz band by 30% in these four Service Areas, where no bids were received in the November 2012 auction and by 50% for the 800 MHz band, for all Service Areas. The Government issued a notice inviting applications on January 30, 2013 for the auction of 900 MHz, 1800 MHz and 800 MHz bands. The auction for 1800 MHz band was limited to the four Service Areas where no bids were received in the November 2012 auction while the auction for 900 MHz band was for the Service Areas of Delhi, Mumbai and Kolkata, where some of the old licenses were due for extension in 2014. There were restrictions on minimum number of blocks which licensee new entrant or renewal licensee had to bid for as compared to an existing licensee.

However, as no applications were received by the Government for the 900 MHz and 1800 MHz bands, the Government was forced to cancel the auction for the 900 MHz and 1800 MHz bands. For 800 MHz, there was only a sole bidder, which bid and won spectrum in 8 service areas.

February 2014 Auction

In February, 2014, the DoT auctioned spectrum in 900 MHz band for three Metro Service Areas and in 1800 MHz band for all 22 Service Areas, with a block size of 200 KHz (paired) in 1800 MHz band and 1 MHz (paired) in 900 MHz band. In the 900 MHz band, the entire 46 MHz spectrum in the metro service area was sold for an aggregate price of ₹235,896 million against a reserve price of ₹127,580 million. Similarly, in the 1800 MHz band, bids were received for 307.2 MHz out of 449.2 MHz quantum of spectrum auctioned across all 22 service areas, which were sold for an aggregate price of ₹375,726 million against a reserve price of ₹196,050 million.

March 2015 Auction

In March 2015, the DoT auctioned spectrum in 800 MHz, 900 MHz, 1800 MHz and 2100 MHz. In all 470.75 MHz was put to auction, and over 88% of the spectrum on offer had been committed at a value of ₹1,098,749 million. Bids were received in 14 (out of 17) service areas of 2100 MHz band, 14 (out of 15) Service areas in 1800 MHz band, 17 (out of 17) service areas of 900 MHz band and 18 (out of 20) service areas of 800 MHz band. (Source: *Press Information Bureau, Government of India*)

The table below set out details of the spectrum sold in the March 2015 auction:

Spectrum Band	Spectrum Available (MHz)	Spectrum Sold (MHz)	Total Spend (₹ million)
800 MHz	108.8	86.3	171,588
900 MHz	177.8	168.0	729,645
1800 MHz	99.2	93.8	96,362
2100 MHz	85.0	70.0	101,154

(Source: DoT)

October 2016 Auction

In August 2016, the DoT announced auction of spectrum in 700 MHz, 800 MHz, 900 MHz 1800 MHz, 2100 MHz, 2300 MHz and 2500 MHz bands. Total spectrum quantum put to auction was 2354.75 MHz in various bands, out of which 964.80 MHz was sold. Bids were received in 04 (out of 19) service areas in 800 MHz band, 19 (out of 21) service areas in 1800 MHz, 12 (out of 22) service areas of 2100 MHz band, 16 (out of 16) service areas of 2300 MHz band and 20 (out of 22) service areas of 2500 MHz band. There was no bid in 700 MHz and 900 MHz bands in any of the Service areas. The total bid amount of the spectrum sold was ₹657,891 million.

The table below set out details of the spectrum sold in the October 2016 auction:

Spectrum Band	Spectrum Available (MHz)	Spectrum Sold (MHz)	Total Spend (₹ million)
700 MHz	770.0	No bidder	0
800 MHz	73.8	15.0	36,235
900 MHz	9.4	No bidder	0

Spectrum Band	Spectrum Available (MHz)	Spectrum Sold (MHz)	Total Spend (₹ million)
1800 MHz	221.6	174.8	184,939
2100 MHz	360.0	85.0	161,400
2300 MHz	320.0	320.0	157,901
2500 MHz	600.0	370.0	117,416

(Source: DoT)

March 2021 Auction

In January 2021, the DoT announced auction of spectrum in 700 MHz, 800 MHz, 900 MHz 1800 MHz, 2100 MHz, 2300 MHz and 2500 MHz bands. Total spectrum quantum put to auction was 2308.8 MHz in various bands, out of which 855.6 MHz was sold.

Bids were received in 19 (out of 22) Service Areas in 800 MHz band, 9 (out of 19) Service Areas in 900 MHz, 21 (out of 22) Service Areas in 1800 MHz, 3 (out of 19) service areas of 2100 MHz band and 22 (out of 22) Service Areas of 2300 MHz band. There was no bid in 700 MHz and 2500 MHz bands in any of the Service Areas. The total bid amount of the spectrum sold was ₹778,148 million.

The table below set out details of the spectrum sold in the March 2021 auction:

Spectrum Band	Spectrum Available (MHz)	Spectrum Sold (MHz)	Total Spend (₹ million)
700 MHz	660.0	No bidder	0
800 MHz	230.0	150.0	375,000
900 MHz	98.8	38.4	77,224
1800 MHz	355.0	152.2	189,974
2100 MHz	175.0	15.0	3,550
2300 MHz	560.0	500.0	132,400
2500 MHz	230.0	No bidder	0

(Source: DoT)

August 2022 Auction

In June 2021, the DoT announced auction of spectrum in 600 MHz, 700 MHz, 800 MHz, 900 MHz 1800 MHz, 2100 MHz, 2300 MHz and 2500 MHz, 3300 MHz, and 26 GHz Bands. The Spectrum in 600 MHz, 3300 MHz and 26 GHz was put to auction for the first time. Total spectrum quantum put to auction was 72,098 MHz (Out of which 69,960 MHz in 3300 MHz and 26 MHz bands) in various bands, out of which 50,886 MHz (Out of which 50,490 MHz in 3300 MHz and 26 MHz bands) was sold.

Bids were received in all 22 service areas in 700 MHz, 4 (out of 22) Service Areas in 800 MHz band, 3 (out of 21) service areas in 900 MHz, 10 (out of 22) Service Areas in 1800 MHz, 7 (out of 19) service areas of 2100 MHz band and 2 (out of 19) service areas of 2500 MHz band. Bids were received for all Services Areas for 3300 MHz and 26 GHz bands. There was no bid in 600 MHz and 2300 MHz bands in any of the Service Areas. The total bid amount of the spectrum sold was ₹1501,725 million.

The table below set out details of the spectrum sold in the August 2022 auction:

Spectrum Band	Spectrum Available (MHz)	Spectrum Sold (MHz)	Total Spend (₹ million)
600 MHz	660.0	No bidder	0
700 MHz	550.0	220.0	392,700
800 MHz	136.3	20.0	10,500
900 MHz	74.4	12.8	3,490
1800 MHz	267.2	88.4	103,750
2100 MHz	160.0	35.0	31,800
2300 MHz	60.0	No bidder	0
2500 MHz	230.0	20.0	6,500
3300 MHz	7260.0	5490.0	805,900
26 GHz	62700.0	45000.0	147,090

(Source: DoT)

Spectrum Holding by private telecom operators

As of December 31, 2023, Vodafone Idea holds 8,005 MHz spectrum, Bharti Airtel holds 22,028 MHz spectrum and Reliance Jio holds 26,772 MHz spectrum.

Vodafone Idea, Bharti Airtel and Reliance Jio also own 1775.2 MHz, 2148.0 MHz and 1892.0 MHz spectrum, respectively, which can be utilized towards 4G (excluding non-liberalised spectrum as well as 700 MHz, 3300 MHz and 26GHz spectrum).

As per the total subscribers on the network as reported in the quarterly results as of and for the three months ended December 31, 2023, Vodafone Idea has the highest 4G spectrum per million subscribers at 8.25, followed by Bharti Airtel at 6.22 and Reliance Jio at 4.02.

The use cases at 26GHz spectrum are still developing. At an overall level, Vodafone Idea, Bharti Airtel and Reliance Jio own 2625.2 MHz, 4348.0 MHz and 4772.0 MHz of spectrum, respectively, excluding non-liberalised spectrum as well as 26GHz. As per the total subscribers on the network as reported in the quarterly results as of and for the three months ended December 31, 2023, Bharti Airtel has 12.58 spectrum available per million subscribers as compared to 12.20 for Vodafone Idea and 10.13 for Reliance Jio.

Further, of the 700 MHz and 3300 MHz spectrum band for 5G services, Vodafone Idea, Bharti Airtel and Reliance Jio own 850.0 MHz, 2200.0 MHz and 2880.0 MHz spectrum, respectively. Moreover, Vodafone Idea has sufficient spectrum available to support migration of its entire 4G subscriber base to 5G, with 6.77 MHz spectrum available per million 4G subscribers as compared to 8.98 spectrum per million 4G subscribers for Bharti Airtel and 6.12 spectrum per million 4G subscribers for Reliance Jio.

Telecom sector has high entry barriers

The telecom sector is highly regulated and capital intensive with a consolidated market deterring the entry of new operators.

- A spectrum auction is conducted for each of the 22 Service Areas and spectrum is required for each Service Area. Further, operators are required to acquire a unified license for access services in each Service Area before being eligible to participate in the auction process.

- Telecom operators require substantial capital to purchase spectrum through government auctions and establish and maintain their network infrastructure. Further, the telecom industry remains susceptible to rapid technological changes, necessitating fresh investments or significant overhaul of existing networks.

- India's geographical terrain makes the process of infrastructure set up extremely complex and expensive, with new operators facing several challenges in matching the coverage of established companies.

- The top three operators, i.e., Reliance Jio, Airtel and Vodafone Idea, accounted for approximately 91.9% of total wireless customers as of December 31, 2023 and approximately 93.6% of the industry's gross revenue for nine months ended December 31, 2024. For a new entrant, competing against these established operators is exceedingly challenging, given their extensive coverage, robust infrastructure, comprehensive spectrum portfolios, and understanding of the Indian telecom customer landscape.

Key Policy Changes

DoT guidelines for transfer or merger of various categories of telecommunication service licenses or authorization under unified license or compromises, arrangements and amalgamation of the companies.

On February 20, 2014, the DoT announced guidelines for the transfer and merger of various categories of telecommunication service licenses, which have been amended from time to time. The underlying principle for the guidelines was the National Telecom Policy, 2012, which had proposed a simplified merger and acquisition regime in the sector while ensuring adequate competition. The key features of these guidelines (as amended from time to time) have been set out below:

- Transfer and merger of licenses will be allowed where market share for access services in respective service area of the resultant entity is up to 50%. Market share will be determined on subscriber base (including wireline subscribers according to the exchange data records ("**EDR**") and wireless subscribers according to the VLR data or its equivalent) and adjusted gross revenue ("**AGR**"). If the market share of resultant entity exceeds 50% in any Service Area, it would need to be reduced to 50% within a period of one year from the date of approval of the transfer or the merger.

- The period of validity of licenses will be equal to the longer of the license periods of the merging entities subject to pro-rata payments, if any, for the extended period of license. However, the validity period of the spectrum will remain unchanged.

- Total spectrum held by the resultant entity will not exceed 35% of the total spectrum assigned for access services, by way of auction or otherwise, in the concerned service area and as set out below:

    - the combined spectrum holding in the sub-1 GHz bands (700 MHz, 800 MHz and 900 MHz bands) by the resultant entity shall not exceed 50% of the total spectrum assigned in the sub-1 GHz bands, by way of auction or otherwise, in the concerned service area;

    - resultant entity shall be allowed to hold two blocks of 3G spectrum (2100 MHz) as a result of compromise, merger, amalgamation or transfer; and

    - excess spectrum beyond the prescribed limits will have to be surrendered or traded within one year of the approval of the transfer or the merger. The applicable 'spectrum usage charges' on the total spectrum holding of the resultant entity shall be levied for such period. No refund or set-off of money paid or payable for such excess spectrum will be made.

- If a transferor (the acquired) company holds part of a spectrum, which has been assigned against the entry fee paid, the transferee (the acquiring) company, will be required to pay the differential between the entry fee and the determined market price of the spectrum on a pro-rata basis for the remaining period of validity of such license to the Government at the time of the transfer or the merger and subject to the following conditions:
  - no separate charge will be required to be paid for spectrum acquired through auctions conducted from 2010 onwards;
  - in the event of judicial intervention in respect of demands raised before the transfer or the merger for one time spectrum charges (for spectrum held beyond 4.4 MHz (GSM) or 2.5 MHz (CDMA)), a bank guarantee for an amount equal to the demand raised by the department for one time spectrum charge, shall be submitted.

DoT guidelines for sharing of access spectrum by access service providers

On September 24, 2015, spectrum sharing was allowed for the first time in India, when operators were allowed to pool their respective spectrum holdings for using the whole spectrum block. The underlying principle for the guidelines was the National Telecom Policy, 2012, which had proposed to move towards spectrum pooling and sharing to enable optimal utilisation of spectrum through appropriate regulatory framework.

The guidelines issued on September 24, 2015 were superseded by the guidelines issued by the DoT on October 11, 2021.

The key features of the guidelines have been set out below:

- Sharing of spectrum is permitted between two telecom service providers utilizing the spectrum in the same band and is not permitted when both the licensees are having spectrum in different bands. Sharing will be restricted to only two licensees subject to the condition that there will be at least two independent networks provided in the same band.
- Leasing of spectrum only to Captive Non Public Network (CNPN) licensee permitted as per leasing guidelines amended from time to time.
- Spectrum sharing shall be available for up to the balance period of the license or up to the period of right to use spectrum, whichever is earlier.
- The prescribed limits for spectrum cap shall be applicable for both the licensees individually. Further, the spectrum holding of any licensee post sharing shall be counted after adding 50% of the spectrum held by the other licensee in the band being shared and being added as the additional spectrum to the original spectrum held by the licensee in the band. Spectrum sharing shall not attract any increase in rate of Spectrum Usage Charge (SUC), with effect from 01.10.2021
- Sharing is permitted in the following scenarios:
  - where both the licensees who plan to share, possess the spectrum for which market price has been paid. Further, in respect of spectrum in 800 MHz acquired in the auction held in March 2013, sharing of spectrum shall be permitted only if the differential of the latest auction price and the March 2013 auction price on pro-rata basis on the balance period of right to use the spectrum is paid.
  - in case both the licensees who plan to share spectrum are having the administratively allotted spectrum in that band, the sharing is permitted only when both the licensees have paid One time Spectrum Charges ("**OTSC**") (for spectrum held beyond 4.4 MHz (GSM) or 2.5 MHz (CDMA) based on reserve price / auction determined price.
  - in the event of judicial intervention in respect of demands raised before the sharing of spectrum for one time spectrum charges (for spectrum held beyond 4.4 MHz (GSM) or 2.5 MHz (CDMA), a bank guarantee shall be submitted for sharing of spectrum.
  - in case of proposed sharing where one licensee has spectrum acquired through auction/ trading or liberalized spectrum and the other has spectrum allotted administratively, sharing is permitted only after the spectrum charges for liberalizing the administratively allocated spectrum are paid.

DoT guidelines for trading of access spectrum by access service providers

On October 12, 2015, the DoT permitted trading of spectrum by allowing a service provider to transfer spectrum usage rights and obligations to another service provider through a regulatory framework. The key features of the guidelines have been set out below:

- Only outright transfer of right to use the spectrum shall be permitted. Leasing of spectrum is not permitted. Trading can be done only in the specific block sizes for each band and only on a pan-Licensed Service Area ("**LSA**") basis. However, in case the spectrum assigned to the seller is restricted to part of the LSA by the licensor, after trading, the rights and obligations of the seller for the remaining part of the LSA with regard to the assignment of that spectrum shall also stand transferred to the buyer. The buyer should be in compliance with the prescribed spectrum caps declared from time to time.

- Only that spectrum, which has either been assigned through an auction in the year 2010 or afterwards, or on which the service provider has already paid the prescribed market price, is permissible to be traded. Further, in respect of spectrum in 800 MHz acquired in the auction held in March 2013, trading of spectrum shall be permitted only if the differential of the latest auction price and the March 2013 auction price on pro-rata basis on the balance period of right to use the spectrum is paid.

- The block sizes of access spectrum to be traded in different spectrum bands shall be as per the block size(s) as specified in the notice inviting application for the latest auction held.

- Buyers will be allowed to use the spectrum acquired through trading to deploy any technology by combining it with their existing spectrum holding in the same band after converting their entire existing spectrum holding into liberalized spectrum in that band.

- A telecom service provider will be allowed to sell the spectrum through trading only after two years from the date of acquisition through auction or spectrum trading or administratively assigned spectrum converted to tradable spectrum. In case of administratively assigned spectrum converted to tradable spectrum after paying the prescribed market price, period of two years will be counted from the effective date of assignment of administrative spectrum. The original validity period of spectrum assignment as applicable to the traded block of spectrum will continue to remain unchanged.

- The associated roll-out obligations of the spectrum shall be transferred as set out below:

  - if buyer is acquiring the entire spectrum holding of the seller in a spectrum band, then it shall fulfil the associated roll-out obligations within the balance time period for compliance subject to a minimum period of two years.

  - if the buyer is acquiring a part of the spectrum holding of the seller in a spectrum band, then both buyer and seller will be responsible for the roll-out obligations. There is no change in the roll-out obligations prescribed for seller. In addition, buyer will also be required to fulfil entire roll-out obligations. Since there will be additional roll-out obligations for buyer, the buyer shall be given entire time duration to fulfil these roll-out obligations.

  - if the buyer has met some or all of its roll-out obligations through its prior spectrum holding in that band, it shall be taken into account and will not be required to repeat the required testing for roll-out obligations it has already met.

- If any service provider sells only a part of its spectrum holding in a band, both, buyer as well as seller, will be required to pay the remaining instalments of payment (in case seller had acquired the spectrum through auction and opted for deferred payment), prorated for the quantum of spectrum held by each of them subsequent to the spectrum trade.

- A non-refundable transfer fee of one percent of the transaction amount (amount payable by the buyer to the seller to purchase the rights to use the spectrum block(s)) of aforesaid trade or one percent of the prescribed market price, whichever is higher shall be paid by the buyer to the Government. The market prices shall be equal to the auction determined amount prorated for the balance validity period of spectrum assignment. In case more than one set of market determined prices are available, the latest market determined price available at the time when the service provider wants to trade its spectrum holding, would be applicable. If the auction determined prices are more than one year old, the prevailing market price shall be applied by indexing the last auction price at the prime lending rate of the State Bank of India.

- The amount received from trading shall be part of AGR for the purpose of levy of License fee and SUC.

Spectrum Holding Caps

The Spectrum holding caps as per the notice inviting applications for auction of spectrum held in August 2022 are as follows:

a. A cap of 40% on the combined spectrum holding in the sub-1 GHz bands i.e., 600 MHz, 700 MHz, 800 MHz and 900 MHz bands.
b. A Cap of 40% on the combined spectrum holding in 1800 MHz, 2100 MHz, 2300 MHz and 2500 MHz bands.
c. A Cap of 40% on the total spectrum put to auction in 3300 MHz band.
d. A Cap of 40% on the total spectrum put to auction in 26 GHz band.

DoT Guidelines for Surrender of Spectrum by Access Service Providers

On June 15, 2022, the DoT release the guidelines for surrender of spectrum. The key features of the guidelines are set out below:

- Telecommunication service providers would be permitted to surrender the spectrum, acquired through any auction conducted post June 2022, after a minimum period of 10 (ten) years from the date of acquisition of such spectrum. Spectrum so acquired when transferred from one telecommunications service provider to another through trading or any other permitted means of acquisition would also be eligible for surrender after a minimum period of 10 (ten) years from the effective date of such acquisition.

- Spectrum acquired prior to June 2022, either through auction or any other permitted means of acquisition, would not be eligible for surrender.
- Spectrum acquired through auctions conducted before June 2022 and traded after issue of these guidelines would also be not eligible for surrender.
- On surrender of spectrum, no future instalments with respect to surrendered spectrum will be required to be paid after the date of surrender.
- There shall be no refund of any payment made, either as full or partial upfront payment or instalments or pre-payments, towards the acquisition of such spectrum
- In case a telecommunications service provider surrenders partial or complete spectrum in an LSA-band combination, it will be barred to take part in the auction of spectrum in that LSA-band combination for a period of 2 years from date of surrender of spectrum.
- In case a telecommunications service provider has acquired some spectrum in an LSA-band combination, a lock-in period of 2 years will be applicable, before surrendering the qualifying spectrum in that LSA-band combination acquired earlier.

Active Infra-sharing

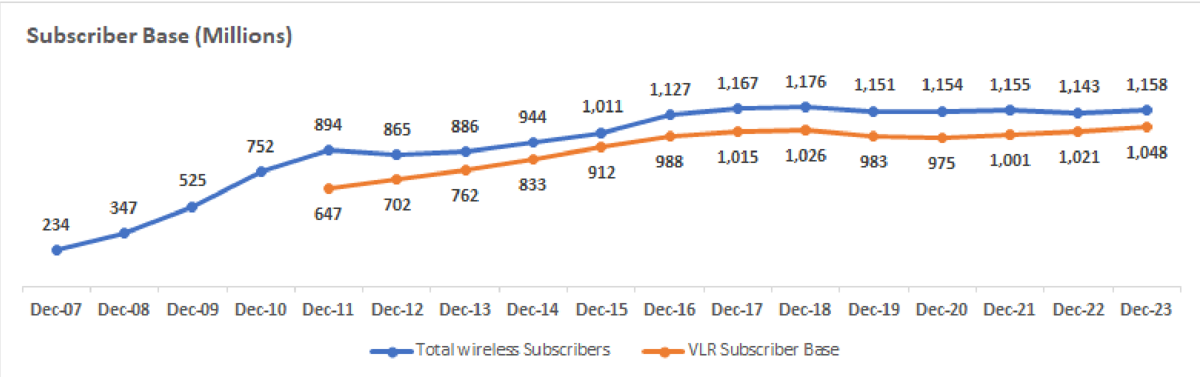
In February 2016, the Department of Telecommunications issued a notification to all 'unified license' (access service) licensees, amending the unified license (access) service agreement permitting sharing of active infrastructure among service providers, based on mutual agreements. As per the notification, active infrastructure sharing will be limited to antenna, feeder cable, Node B, Radio Access Network ("**RAN**") and transmission system only.

In April 2021, the DoT issued another notification permitting sharing of infrastructure related to Wi-Fi equipment such as Wi-Fi router, Access Point. Notification also allowed sharing of backhaul

Key Operational Metrics of the Telecom Industry

Subscriber Growth

The chart below illustrates the reported and VLR subscriber base from March 31, 2008 to July 31, 2023:



(Source: *TRAI*)

Internet Subscribers

Total internet subscribers have increased from 687.6 million in September 2019 to 918.2 million in September 2023. Broadband subscribers have increased from 624.9 million to 885.0 million. Total internet subscribers per 100 population have increased from 52.08 in September 2019 to 65.89 in September 2023. Increase in internet subscribers and internet penetration can be attributed to reduced tariffs and availability of affordable smartphones.

Metric	Quarter ending				
	September 2019	September 2020	September 2021	September 2022	September 2023
Total Internet Subscribers	687.62	776.46	834.29	850.94	918.19
Broadband Subscribers	624.85	725.69	794.89	816.23	885.01

Metric	Quarter ending				
	September 2019	September 2020	September 2021	September 2022	September 2023
Wired Broadband Subscribers	19.01	21.12	24.39	31.09	36.87
Wireless Broadband Subscribers	605.84	704.57	770.5	785.14	848.14
Total Internet Subscribers per 100 population	52.08	57.29	60.96	61.62	65.89

(Source: *TRAI*)

ARPU, Minutes of Use and Data Usage

Between September 2016 and September 2023, the wireless ARPU has grown at CAGR of 2.7% from ₹121 to ₹150 while the average wireless data per data subscriber per month grew at CAGR of 73.7% and voice minutes of usage per subscriber per month grew at CAGR of 12.6%. The marginal increase in tariffs was the outcome of a combination of factors including, rising competitive intensity, an increase in the proportion of pre-paid and rural subscribers.

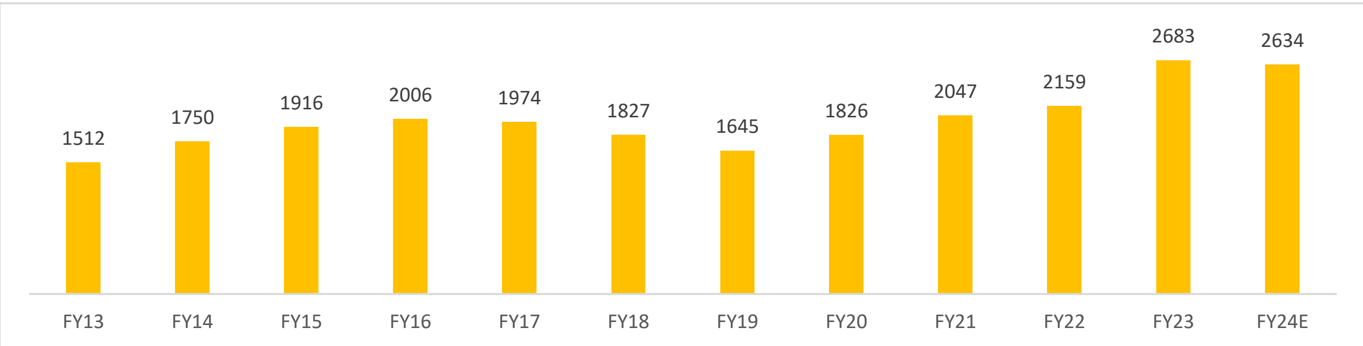
The table below illustrates the trends for the periods indicated:

Quarter Ending	ARPU (₹ per month)	Voice minutes of usage per subscriber per month (mins)	Average wireless data per data subscriber per month (MB)
September 2016	121	366	236
September 2017	84	437	1,610
September 2018	67	627	8,520
September 2019	74	691	10,619
September 2020	97	761	12,247
September 2021	108	827	15,084
September 2022	137	894	17,592
September 2023	150	948	19,538

(Source: *TRAI*)

Gross Revenue

The following chart sets forth the gross revenue for the industry in India, for the quarters indicated (rupees in billion):



(Source: *TRAI*)

<u>Trends:</u>

- Financial Years 2013 to 2016 (CAGR +9.9%) – Telecom revenues increasing with increasing demand and subscriber base.
- Financial Years 2016 to 2019 (CAGR -6.4%) – Entry of Jio in Financial Year 2017 led to unsustainable tariffs forcing exit of multiple operators and sector consolidation.
- Financial Years 2019 to 2023 (CAGR +13.1%) – Stable period followed by regular price increases and customer upgrade from 2G to 4G.
- Financial Years 2024 onwards – revenue expected to increase driven by regular price increase and subscriber additions.

Spectrum

Mobile operators in India have currently been allotted spectrum in the following different bands: 700 MHz, 800 MHz, 900 MHz, 1800 MHz, 2100 MHz, 2300 MHz, 2500 MHz, 3300 MHz and 26 GHz *(Source: DoT).*

The spectrum acquired in auctions is liberalised spectrum and can be used to deploy any technology. Currently deployment generally is as follows:

- 5G – 700/ 3300 MHz and 26 GHz
- 4G – 800 / 900/ 1800 / 2100 / 2300 and 2500 MHz
- 3G – 2100 and 900 MHz
- 2G – 900 and 1800 MHz

Competitive Landscape

Subscriber Market Share (VLR Subscribers)

Operator	March 2020	March 2021	March 2022	March 2023	June 2023	September 2023	December 2023
Vodafone Idea	29.7%	25.7%	22.1%	20.1%	19.4%	19.1%	18.8%
Bharti Airtel	31.9%	34.6%	34.8%	35.7%	35.7%	35.9%	36.0%
Reliance Jio	31.7%	33.4%	37.1%	38.9%	39.7%	40.1%	40.5%
Others*	6.7%	6.3%	5.9%	5.2%	5.1%	4.9%	4.7%

* *Others includes operators such as BSNL, MTNL and Reliance Communications.*
(Source: *TRAI*)

Revenue Market Share (Gross Revenue)

Operator	Q4 FY2021	Q4 FY2022	Q4 FY2023	Q1 FY24	Q2 FY24	Q3 FY24
Vodafone Idea	21.5%	18.9%	17.1%	18.4%	17.7%	17.3%
Bharti Airtel	35.0%	35.4%	34.6%	36.4%	36.6%	37.1%
Reliance Jio	35.9%	36.6%	36.0%	39.1%	39.1%	39.0%
Others*	7.6%	9.1%	12.3%	6.1%	6.6%	6.6%

* *Others includes operators such as BSNL, MTNL, Reliance Communications, Tata, and Videocon, among others*
(Source: *TRAI*)

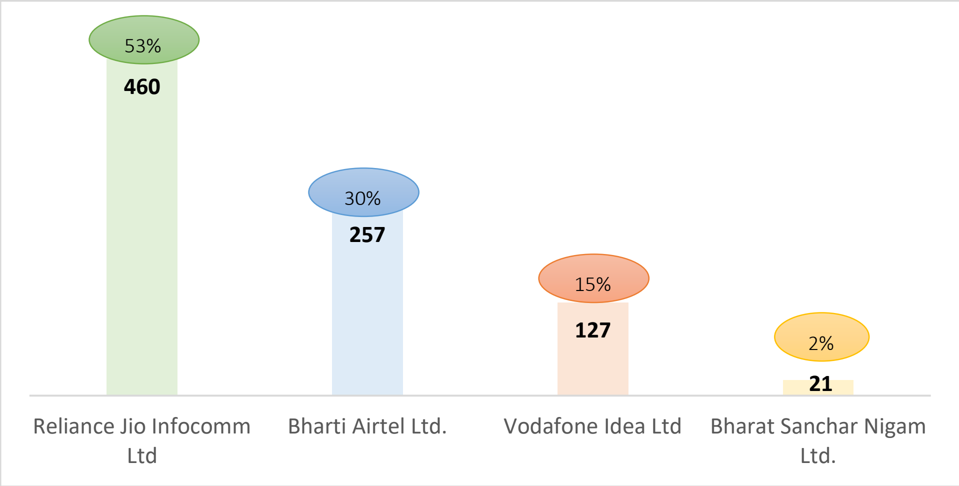
Service Area Wise Revenue Market Share (Gross Revenue)

Service Area	Q1 FY24			Q3 FY24		
	Vodafone Idea	Bharti Airtel	Reliance Jio	Vodafone Idea	Bharti Airtel	Reliance Jio
Andhra Pradesh	11%	44%	39%	11%	44%	41%
Assam	6%	48%	43%	5%	46%	47%
Bihar	7%	47%	44%	3%	42%	53%
Delhi	22%	37%	32%	14%	39%	42%
Gujarat	31%	22%	42%	27%	22%	48%
Haryana	29%	32%	34%	17%	34%	46%
Himachal Pradesh	6%	44%	44%	3%	41%	49%
J & K	2%	48%	46%	1%	48%	47%
Karnataka	10%	52%	30%	8%	54%	33%
Kerala	35%	25%	28%	33%	25%	32%
Kolkata	27%	25%	42%	23%	31%	40%
Madhya Pradesh	17%	23%	56%	20%	30%	49%
Maharashtra	23%	29%	45%	13%	23%	61%
Mumbai	33%	27%	24%	24%	33%	30%
North East	6%	54%	36%	4%	53%	40%
Orissa	4%	39%	52%	3%	36%	56%
Punjab	18%	39%	32%	15%	40%	40%
Rajasthan	14%	40%	41%	10%	40%	46%
Tamil Nadu	17%	40%	34%	16%	41%	38%
Uttar Pradesh (East)	18%	40%	39%	8%	42%	47%
Uttar Pradesh (West)	24%	35%	38%	16%	35%	47%
West Bengal	19%	32%	46%	13%	31%	54%

(Source: *TRAI*)

Broadband Subscribers Market Share

The following chart sets forth details of the number of wireless broadband subscribers (in millions) and the market share among telecommunication providers, as of December 31, 2023:



(Source: *TRAI*)

Enterprise Mobile Services – Market Share

The following table sets forth the market share of enterprise mobile services for the half-year ended September 30, 2023:

Bharti Airtel	Vodafone Idea	BSNL	Reliance Jio	Total
46.1%	29.9%	7.6%	16.4%	100.0%

(Source: *Frost & Sullivan Report*)

Internet of Things – Market Share

The following table sets forth the market share of enterprise machine-to-machine services for the half year ended September 30, 2023:

Bharti Airtel	Vodafone Idea	BSNL	Reliance Jio	Total
55.5%	30.3%	5.7%	8.5%	100.0%

(Source: *Frost & Sullivan Report*)

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 22 for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" on page 23 for a discussion of the risks that may affect our business, financial condition, or results of operations, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 577, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

We have included several operational and financial performance indicators in this Red Herring Prospectus, many of which may not be derived from our Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statement, as applicable and no services are provided by the statutory auditors with respect to it. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions.

Our Company's Financial Year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that particular year. Unless otherwise stated and unless the context otherwise requires, the financial information used in this section is based on the Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statement, as applicable. Unless otherwise indicated or the context otherwise requires, in this section, references to "we", "us" and "our" are to the Company together with its Subsidiaries on a consolidated basis.

Overview

We are the third largest telecommunications service provider in India based on subscriber base (Source: *TRAI Subscription Report*). According to the GSMA Intelligence Database, we are the sixth largest cellular operator globally in terms of number of subscribers in a single country of operations. Through our pan India network, we offer voice, data, enterprise and other value-added services ("**VAS**"), including short messaging services and digital services across 2G, 3G and 4G technologies. We also offer connectivity services to enterprise customers. We hold active licenses for national long distance ("**NLD**"), international long distance ("**ILD**") and internet service provider ("**ISP**"), and registration for infrastructure provider ("**IP-1**") services. We carry inter-service area voice traffic and incoming and outgoing international voice traffic on our network, which is facilitated through interconnections with our active licenses.

For the quarter ended December 31, 2023, our applicable gross revenue ("**ApGR**") market share was 17.79% of the Indian mobile telecommunications services industry (as derived from TRAI Financial Data for the quarter ended December 31, 2023). As of December 31, 2023, we had over 223.0 million subscribers and a subscriber market share of 19.3% (Source: TRAI Subscription Report dated December 31, 2023). Furthermore, for the quarter ended December 31, 2023, we carried approximately 401 billion voice minutes and approximately 6,004 billion MB of data on our network.

Our promoters are part of the Aditya Birla group and the Vodafone group. The Aditya Birla group is one of the largest business groups in India and a leading global conglomerate. As of March 31, 2023, the Aditya Birla group had a presence in 40 countries across diverse sectors such as cement, metals and mining, mobile telecommunications, fashion retail, financial services, textiles, carbon black, trading, chemicals, renewables, paints, real estate and jewellery retail. During Financial Year 2023, Aditya Birla group's overseas revenues were also derived from operations in North and South America, Europe and Asia (excluding India). The Vodafone group is the largest pan-European and African telecommunications company. As of December 31, 2023, the Vodafone group provides mobile and fixed services to over 300 million customers in 17 countries and has collaborations with mobile networks in 45 other countries. The Vodafone group also has one of the world's largest Internet of Things ("**IoT**") platforms.

As of December 31, 2023, we have an aggregate of 8,005.2 MHz of spectrum holdings across different frequency bands, of which 7,975.2 MHz spectrum is liberalized and can be used towards deployment of any technology (2G, 3G, 4G or 5G). This includes the mid-band 5G spectrum (3300 MHz band) in 17 priority service areas and mmWave 5G spectrum (26 GHz band) in 16 service areas. As of December 31, 2023, we had approximately 183,400 unique tower locations and over 438,900 broadband (3G and 4G) sites, with all our 4G sites enabled for the provision of voice over LTE ("**VoLTE**") services. As of December 31, 2023, our population coverage exceeded 1.2 billion individuals, and our OFC spanned over 298,000 kilometres, combining both our own infrastructure and indefeasible rights of use ("**IRU**") taken (excluding overlaps). Our mobile network also reaches a vast number of communities across more than 487,000 towns and villages in India, with broadband services in more than 342,200 towns and villages, each as of December 31, 2023. Through our robust infrastructure, we carry most of our domestic and international outbound traffic on our own network for optimal efficiency. Additionally, we generate revenue by partnering with other telecommunication companies to carry incoming international traffic to India.

All our services and products are offered under the Vi brand backed by strong brand recall of the Vodafone and Idea brands and cumulatively more than three decades of operations. Our total income for the Financial Year 2023 and nine months ended December 31, 2023 was ₹424,885 million and ₹321,256 million, respectively.

Our Competitive Strengths

We believe that we are well positioned to exploit the growth opportunities in India's rapidly expanding mobile telecommunications industry. Our key competitive strengths are set out below:

Large Subscriber Base

We are the third largest telecommunications service provider in India based on subscriber base (Source: *TRAI Subscription Report*). As of December 31, 2023, we had over 223.0 million subscribers and our subscriber market share was 19.3% (Source: *TRAI Subscription Report dated December 31, 2023*). Our ApGR market share was 17.79% of the Indian mobile telecommunications services industry for the quarter ended December 31, 2023 (Source: *TRAI Financial Data for the quarter ended December 31, 2023*). During the quarter ended December 31, 2023, we had a leading applicable gross revenue market share in the Kerala and Mumbai service areas, and the second largest market share in the Gujarat and Kolkata service areas. For the same period, our market share was over 20% in the Maharashtra, Delhi, Uttar Pradesh (West) and Haryana service areas.

As we continue to expand our broadband coverage and capacity, our large subscriber base provides a platform for us to communicate effectively and utilise data and analytics to enable personalisation at a large scale. This also enables us to upgrade our voice only customers to users of data services and our large array of digital offerings, and helps us maintain our competitive position in the market. We also utilise artificial intelligence and data analytics to improve some of our services, including customer segmentation, targeted marketing, offering personalised recommendations, and location based services, among others.

Extensive Telecommunication Network

We have a large spectrum portfolio with 8,005.2 MHz of spectrum holdings across different frequency bands of which 7,975.2 MHz spectrum is liberalized and can be used towards deployment of any technology (2G, 3G, 4G or 5G). This includes the mid band 5G spectrum (3300 MHz band) in 17 priority service areas and mmWave 5G spectrum (26 GHz band) in 16 service areas. Our large spectrum portfolio enables us to offer a superior experience to our customers as we have the highest 4G spectrum available per million subscribers and sufficient capability to support migration of our entire 4G subscriber base to 5G. With the emergence of 5G technology, it further enables us to strengthen our enterprise offerings and provide new opportunities for business growth.

We have a large network infrastructure of 2G, 3G, and 4G equipment, along with a nationwide fibre optic cable network. As of December 31, 2023, we operate approximately 183,400 unique tower locations across more than 487,000 towns and villages in India, and offer broadband services (3G and 4G) at more than 438,900 broadband (3G and 4G) units, covering over a billion people. We have also witnessed an increase in our 4G population coverage following the Merger from 530 million for Vodafone and 655 million for Idea prior to the Merger, to over 1 billion Indians, as of December 31, 2023.

Our OFC spans over 298,000 kilometres, combining both our own infrastructure and IRUs taken (excluding overlaps). We provide VoLTE services throughout India and voice over WiFi ("**VoWiFi**") services in select regions, with potential for gradual nationwide expansion. All our 4G sites are enabled for the provisions of VoLTE services.

Our targeted capital expenditures in our 17 priority service areas reflects our commitment to improving our population coverage and competitiveness through augmented 4G coverage and the introduction of 5G technology. We have completed the minimum rollout obligations in four service areas and are currently engaged in discussions for the remaining service areas encompassing both the 3300 MHz and 26 GHz bands. We also achieved throughput of 9.8 Gbps in trial of e-band MW.

Existing Network Built on 5G-Ready Architecture

Our 4G network has been strategically deployed with a future-proof architecture, and all our new basebands and over 90% of our time division duplex ("**TDD**") 2500 MHz band radio units are 5G-ready with 10G bandwidth capability. We have also deployed various advanced 5G technologies including massive multiple-input multiple-output ("**Massive MIMO**") for improved capacity, and open radio access network ("**ORAN**") for increased flexibility. As of December 31, 2023, we deployed 74,800 TDD radios, 13,900 Massive MIMO sites, and 13,000 small cells. Moreover, we have completed the minimum rollout obligations in four service areas of Maharashtra, Delhi, Tamil Nadu, and Punjab, by collaborating with original equipment manufacturers ("**OEMs**").

Our network also includes new unified roadmap architectures of virtualized radio access network ("**vRAN**") and ORAN solutions. We also actively promote E-band technology as a viable alternative. Our pan-India core network is also fully equipped to support 5G non-standalone (NSA) technology. This advanced network architecture is designed to handle the high throughput and diverse use cases associated with 5G, encompassing both mobile and enterprise segments. Our 5G-ready architecture enables latency reduction and helps us deliver an enhanced customer experience.

We prioritize data security by housing all our data and core equipment critical to network applications. As of December 31, 2023, we had over 60 geographically distributed, secure cloud data centres across India, with over 31,100 fibre pop ups, and approximately 183,400 site locations for IoT connectivity. Each data centre is equipped with advanced security measures to ensure the safety and integrity of all stored data and applications. We also own and maintain a highly scalable and high-capacity express transport backbone network that connects major metropolitan cities across India, and through our IoT ready core network, provide machine to machine /IoT services.

Large Enterprise Customer Base with Longstanding Relationships

We offer a diversified portfolio of business services to our enterprise clients which include global enterprises, corporates, SMEs, government organizations, small-offices and home-offices, and start ups. We have a dedicated team of account and service managers to address the enterprise mobility, fixed line, IoT, cloud and converged communications requirements of our enterprise customers. According to the Frost & Sullivan 'Enterprise Mobile Services Quarterly Tracker' Report, September 2023 ("**F&S September 2023 Report**"), the enterprise mobility market share of our Company was 29.9% for the six months ended September 30, 2023. During this period, the IoT services revenue market share of our Company was 30.3%.

In recognition of our wide range of business services, we received the CIO Choice Awards 2024 in several key categories such as Telecom Carrier (Mobile Access), Cloud Telephony, Telecom Carrier (International Access), SD-WAN Services, Rich Business Messaging, Digital Transformation Enabler (ReadyForNext assessment MSMEs) and IoT. We also received the Digital Initiative of the Year (India) award at the Asian Telecom Awards, 2024 – IoT Initiative of the Year (India) and Gold in the B2B for ReadyForNext initiative at the e4M Indian Marketing Awards 2023.

Extensive Distribution and Service Network

We have an extensive distribution and service network which, as of December 31, 2023, comprised over 10,000 distributors servicing approximately 787,000 retailers across India. To provide an enhanced brand experience and end-to-end services, we own and operate retail stores typically in the form of large format stores located in Tier 1 cities in India. We also have stores owned and operated by franchisees in other urban towns. For our rural customers, we operate smaller stores owned and operated by our distributors. As of December 31, 2023, we had approximately 2,300 branded urban stores in India that included our own stores and franchisee-owned stores, and covered over 95% of all districts in India.

We believe that our well-established distribution and service network assists us in ensuring that our products are easily accessible to the Indian population. Furthermore, our use of well diversified distribution channels provides us increased access to our subscriber base and enables us to provide an improved customer experience with round the clock connectivity with distributors and retailers, and the ability to provide real-time market information. We possess robust data and analytics capabilities that enable the delivery of personalized customer experiences at scale.

Trusted Brand with Strong Proposition

The "Vi" brand has completed over three years and in this short period, has achieved recognition and recall within the Indian telecommunications market.

Through our brand campaigns such as 'Vi - Be Someone's We', we communicate the impact of connectivity. Further, we offer customers the autonomy to select and customize benefits tailored to their preferences. We have also undertaken initiatives to create a strong brand proposition in the minds of customers. This includes our initiatives to attract a greater proportion of higher ARPU subscribers, with initiatives to facilitate the migration of our subscribers from 2G to 4G services.

Strong Promoter Support

Our promoters are part of the Aditya Birla group and the Vodafone group. The Aditya Birla group is one of the largest business groups in India and a leading global conglomerate. As of March 31, 2024, the Aditya Birla group had a presence in 40 countries across diverse sectors such as cement, metals and mining, mobile telecommunications, fashion retail, financial services, textiles, carbon black, trading, chemicals, renewables, paints, real estate and jewellery retail. During Financial Year 2023, the Aditya Birla group's overseas revenues were also derived from operations in North and South America, Europe and Asia (excluding India). The Vodafone group is the largest pan-European and African telecommunications company. As of December 31, 2023, the Vodafone group provides mobile and fixed services to over 300 million customers in 17 countries and has collaborations with mobile networks in 45 other countries.
Following the Merger, we have received ₹179.2 billion from our Promoter Group in 2019 pursuant to a rights issue, and most recently, our Promoter Group invested ₹49.35 billion in our Company in between March 2022 and July 2022. Further, one of our Promoter Group entities has committed to provide funding to the Company to the extent of ₹20.75 billion.

Experienced Management Team

Our strong employee value proposition helps us attract and retain high quality, result-driven people, and our operations are conducted by a well-qualified management team that has significant experience in all aspects of our business. We believe that the strength and quality of our senior management team and their understanding of the telecommunications industry enables us to identify and take advantage of strategic market opportunities. We believe that our management team has consistently demonstrated its ability to effectively respond to changing regulatory landscape and macro changes in Indian markets, which has contributed significantly to our growth. Furthermore, members of our senior leadership also have considerable experience across sectors. We believe that our experienced management team positions us well to capitalize on future growth opportunities.

Our Strategy

We aim to provide a seamless customer experience and drive differentiation through strategic collaborations while improving cash generation and monetization through new revenue streams. While the operating environment remains competitive, we believe that consolidation in the industry in India presents opportunities for further collaboration amongst operators and other synergies.

Set out below are our key strategic initiatives aimed at improving revenue and profitability, and strengthening our overall position in the market.

Focused Investments to Drive Coverage and Capacity Expansion

- *Focused Investments:* We maintain a focused investment strategy and aim to enhance our competitiveness in our 17 key service areas, which together contributed 97.4%, 97.8%, 98.0% and 98.2% of our revenue from operations during Financial Years 2021, 2022 and 2023 and the nine months ended December 31, 2023, respectively. We remain committed to investing across our remaining five service areas, ensuring seamless connectivity for all our customers. We have adopted a targeted approach to capital expenditure to drive growth. Additionally, we plan to deploy small cells in high-traffic areas of major cities within these service areas, further enhancing user experience.

- *Improve 4G coverage and Capacity:* We plan to improve our 4G coverage and capacity to enhance customer experience. Our network investments are focused on refarming our existing 2G and 3G spectrum allocation (900 MHz and 2100 MHz) to 4G, resulting in additional 4G sites with minimal capital expenditure. During the nine months ended December 31, 2023, we closed 7,900 3G sites and deployed 3,300 4G sites across India. Also, in five service areas (i.e., Gujarat, Andhra Pradesh, Maharashtra, Mumbai and Kolkata), we have shut down our 3G network. Following the Merger, our daily data capacity has expanded from 25.8 PB per day as of September 30, 2018, to 82.1 PB per day, as of December 31, 2023.

- *Deploying 5G Technologies:* We are committed to continually enhancing our network infrastructure to meet the growing demand for data connectivity and providing 5G technology to our customers, and aim to cover 40% of our existing revenues in the 24 to 30 months post funding. We currently leverage the latest 4G technology, which is upgradeable to 5G. We are also in the process of deploying various advanced 5G technologies, including additional Massive MIMO sites for improved capacity, DSR for efficient user management, ORAN for increased flexibility, and core network cloudification for enhanced efficiency and agility. We also aim to further expand our LTE 900 and 2,100 MHz spectrum presence across 14 service areas through dynamic spectrum refarming and deployment of additional TDD and Massive MIMO sites.

Our Initiatives to Improve our Average Revenue Per User and Customer Retention

We aim to expand our 4G network footprint in rural and semi-urban growth markets and enhance our average revenue per user ("**ARPU**") by providing an improved network experience in our existing markets. To further grow our market share, we aim to enter into strategic collaborations to develop and implement new products and services, and scale-up the share of our primary SIM in covered geographies by delivering differentiated propositions and an enhanced customer experience. Furthermore, as of December 31, 2023, 42% of our subscriber base is still non-4G. This presents an opportunity for migrating our subscriber base to higher-value plans that offer enhanced functionality and unlimited data.

Through targeted campaigns, we aim to incentivize 2G handset users to upgrade to smartphones. These campaigns involve offering cashback incentives on monthly recharges and through collaborations with non-banking financial companies ("**NBFCs**"), we aim to provide zero-interest financing options for device purchases.

As per GSMA Intelligence Database, India has recorded lower ARPU than major countries in the world during the Financial Years 2021, 2022 and 2023, despite having one of the highest per-user data consumption. We believe that this presents an opportunity for future growth with considerable scope for further price adjustments essential for sustaining higher return on invested capital and future investment.

We prioritize the sustained improvement of our ARPU through various initiatives. This includes encouraging our customers to upgrade from entry-level plans to higher-value unlimited plans while simultaneously implementing strategic tariff adjustments. We have also undertaken various market-driven initiatives with an emphasis on increasing 4G and unlimited plan penetration. This includes a recent reduction in the validity period of entry-level plans to 15 days. Moreover, through our digital channels, we offer a suite of user-friendly tools, including our Vi App, customer service through chatbots and a dynamic IVR system. Furthermore, for our high-value postpaid customers, we also provide a dedicated experience and service channel "Vi Priority" and a customised 'REDX' premium postpaid plan with unlimited calling, unlimited data and other benefits.

Focus on Business Services through Telco to Techco Transformation

We are a well-established provider of enterprise solutions across diverse industry verticals through our "Vi Business" service. We are in the process of transitioning from a telco to a techco, offering a holistic range of technology services to our customers. Some of our key initiatives are listed below:

- *Protect and Grow Connectivity:* We recognize the role of reliable and high-speed connectivity and aim to further grow our core connectivity infrastructure, ensuring seamless data and voice communication for all customers. We aim to enhance our Vi Business Plus Mobility service by offering mobile security features to safeguard sensitive data and mitigate cyber threats.

- *Strengthening Market Leadership in IoT*: We offer integrated IoT solutions across smart mobility, smart infrastructure and smart utility, and aim to strengthen our market leadership in IoT connectivity across key sectors such as vehicle tracking, utilities, point of sale and automotives. We also seek to drive category growth through research and development initiatives around new IoT use cases, offering dedicated IoT lab and consultation services.

- *Invest in Next-Generation Services*: We provide integrated end-to-end customer solutions. By creating a multi-cloud marketplace through a combination of our own assets and through strategic collaborations, we aim to offer customers greater flexibility and choice in connection with their preferred service providers. We are also in the process of developing colocation and IaaS (Infrastructure-as-a-Service) services to accelerate digital transformation by simplifying and optimizing IT infrastructure management for businesses. We also aim to streamline mobile device deployment, management, and security, and provide cybersecurity solutions through Vi Secure.

- *Segmented Go-To-Market Strategies*: We aim to drive segmented go-to-market strategies, focusing on acquiring a larger share of the large enterprise customer markets and prioritizing growth of the SME and small office/home office markets. By leveraging our 'ReadyForNext' digital assessment platform, we also aim to empower these businesses through digital adoption.

Strategic Collaborations to Monetize Digital Opportunities

We seek to monetize digital opportunities by entering into strategic collaborations aimed at maximizing value for our customers. Our broad strategy aims at leveraging our platform capabilities to deepen integration with partners, enabling differentiated experiences and creating monetization opportunities.

- *Integration through Strategic Collaborations:* We have entered into strategic collaborations with content providers, entertainment providers, financial institutions, network and IT vendors and e-commerce players. This network allows us to combine expertise and resources, creating a powerful ecosystem that benefits all stakeholders, and enables us to deliver a differentiated experience. Further, our entertainment and media collaborations support ARPU growth through the delivery of an enhanced user experience. This enables us to combine our core strengths in connectivity and digital solutions with these collaborations, creating unique service offerings that address specific customer needs. Our customers also benefit from innovative solutions such as the Vi App and our Vi Movies and TV platform, both of which are accessible through our integrated platform. Businesses can also leverage our offerings such as IoT solutions, and digitalization tools for small and medium businesses to streamline operations and enhance customer engagement.

- *Create data monetization opportunities using platform capabilities*: We are building a comprehensive digital ecosystem through the Vi App and aim to become the go-to destination for various services through collaborations with a range of service providers. This multi-pronged approach unlocks new data monetization opportunities: Through targeted customer engagement, we leverage user data to curate experiences and personalized offerings for distinct segments such as young consumers, professionals, and homemakers. Similarly, through data-driven advertising, we plan to offer an ad-tech platform that allows targeted advertising within the Vi App. We also aim to expand our digital marketplace, capitalizing on the Vi App's significant user traffic. This presents opportunities for monetization through commission structures or strategic collaborations with online retailers. Further, we have launched referral programs for retailers under the banner, "Every Outlet Activation Outlet".

- *Monetize Digital initiatives and collaboration opportunities*: We have observed growth in users of our Vi App across channels, including movies, live TV, and music. This is attributable to our curated content, user events, and our gaming service which includes multiplayer features and eSports tournaments. We also aim to offer data insights, analytics, and other value-added services, thereby generating additional revenue streams. Further, our application 'm-Power' offers real-time information to aid the selling process, and our 'Smart Connect' application enhances our retailer engagement programs by cricket gamification of retailer performance through our 'Vi Game of Boundaries' campaign.

- *Digital India*: We are committed to supporting the Government of India's vision of a digitally connected India. By aligning with the key pillars of access, data, and affordability, we aim to contribute to bridging the digital divide, fostering innovation, and empowering businesses of all sizes in the digital age.

Description of Our Business

Our Products and Services

We have a pan-India network and offer mobile telecommunication services in 22 service areas. In addition to our core voice services, we offer data services and a diverse range of other value added services.

Our pre-paid mobile telecommunications services cater to our retail subscribers while our postpaid mobile telecommunications services cater to both retail and enterprise subscribers. We also offer mobile broadband in all 22 service areas.

Voice Services: We offer mobile voice telecommunications services to our subscribers throughout India, and through roaming arrangements in various countries outside India. Our voice service coverage includes over 1.2 billion individuals in more than 487,000 towns and villages in India. We also offer 4G and voice over LTE ("**VoLTE**") services across all 22 service areas to provide an enhanced voice experience to our 4G subscribers with VoWiFi in several service areas.

Data Services: We also offer mobile data telecommunications services in India and through roaming arrangements in countries outside India. We have a mobile broadband footprint across all 22 service areas in India on 3G and/or 4G technologies. As of December 31, 2023, our broadband coverage is available in over 342,200 towns and villages in India with a coverage of more than a one billion individuals. Our data services are aimed at offering a convenient subscriber experience in downloading songs and movies, streaming video and audio, photo and text updates on social media, mail, watching TV on mobile, blog postings and HD gaming.

Other Value Added Services: Our other VAS offerings include digital content on our Vi App or our Vi Movies and TV platform.

We actively promote digital inclusion through various initiatives that empower individuals and enterprises to leverage a range of benefits and services. This includes:

- *Vi App*: Our premium content and music streaming platform that offers product bundling with content providers and includes a music streaming service accessible to all Vi App users.

  We also offer a gaming service on the Vi App, which includes individual hyper-casual games developed in collaboration with cloud gaming platforms. In addition, we also offer a dedicated eSports platform on the Vi App, and have introduced live streaming of eSports tournaments for users.

- *Vi Movies and TV*: We offer a diverse content library acquired through strategic collaborations with content creators and OTT platforms. This includes collaborations with platforms and news channels, catering to diverse tastes and preferences and encompassing over 300 live TV channels (HD and SD), and movies, TV shows, and short-form videos across 16 Indian languages, as of December 31, 2023.

  Furthermore, through Vi Jobs and Education, we also provide users of our Vi App with valuable job search resources with early access to new job postings through a strategic collaboration with a job search platform. Applicants for select positions receive confirmation for an interview within 48 hours of applying. Moreover, we also provide essential job preparation support with free tutorials to equip individuals with the skills and knowledge necessary to excel in interviews.

Select Operational Information

The following table sets out certain operational metrics about our Company's service offerings in India for the periods indicated:

	Unit	As of and for the quarter ended December 31, 2023	As of and for the quarter ended September 30, 2023	As of and for the quarter ended June 30, 2023
Subscriber Base (EoP) (1)	Million	215.2	219.8	221.4
Pre-paid Subs (% of EoP subscribers)	%	89.0%	89.5%	89.7%
Average Revenue per User (ARPU) Blended(2)	₹	145	142	139
Average Minutes of Use per User	Minutes	614	613	627
Blended Churn	%	4.3%	4.1%	3.9%
Total Minutes of Use	Billion	401	406	420
Total Data Subscribers (2G + 3G +4G) (3)	Million	137.4	137.2	135.9
4G Subscribers	Million	125.6	124.7	122.9
Total Data Volume (2G + 3G +4G)	Billion MB	6,004	6,119	6,002
Average Data Usage by 4G Subscriber	MB	15,738	16,186	16,041

1. *Our Company recognises its subscribers based on certain usage threshold and accordingly such numbers are different from TRAI published Telecom Subscription Data.*
2. *ARPU (Average Revenue Per User): Calculated by dividing services revenue (exclusive of infrastructure and device revenues) for the relevant period by*

the average number of subscribers during the period. The result obtained is divided by the number of months in that period to arrive at the ARPU per month figure. For the quarter ended December 31, 2023, average number of subscribers during the quarter is calculated as average of average subscribers for each month. For the quarter ended September 30, 2023, average number of subscribers is calculated as average of the opening and closing subscriber base of the quarter.
3. *4G Subscribers: Any subscriber with data usage of more than 0 KB on network in the last 30 days of the quarter.*

The following table sets out certain operational metrics about our Company's service offerings for the periods indicated:

Particulars	Unit	As of and for the quarter ended			
		March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
Subscriber Base (EoP)[1]	Million	225.9	228.6	234.4	240.4
Pre-paid Subs (% of EoP subscribers)	%	90.1%	90.4%	91.1%	91.6%
Average Revenue per User (ARPU) Blended[2]	₹	135.3	135.1	130.8	128.2
Average Minutes of Use per User	Minutes	622.7	612.7	598.5	620.0
Blended Churn	%	3.8%	4.4%	4.3%	3.5%
Total Minutes of Use	Billion	424.9	424.0	427.5	450.5
Total Data Subscribers (2G + 3G +4G)	Million	136.2	135.3	135.2	135.7
4G Subscribers[3]	Million	122.6	121.6	120.6	119.0
Total Data Volume (2G + 3G +4G)	Billion MB	5,802	5,762	5,718	5,425
Average Data Usage by 4G Subscriber	MB	15,453	15,437	15,365	14,625

1. *Our Company recognises its subscribers based on certain usage threshold and accordingly such numbers are different from TRAI published Telecom Subscription Data.*
2. *ARPU (Average Revenue Per User): Calculated by dividing services revenue (exclusive of infrastructure and device revenues) for the relevant period by the average number of subscribers during the period. The result obtained is divided by the number of months in that period to arrive at the ARPU per month figure. Average number of subscribers during the period is calculated as average of average subscribers for each month.*
3. *4G Subscribers: Any subscriber with data usage of more than 0 KB on network in the last 30 days of the quarter.*

<u>*Enterprise Solutions:*</u> We also provide additional services to our enterprise customers through our enterprise business unit:

Enterprise Mobility:

- *Vi Business Plus Postpaid Plans*: We offer enterprise-grade postpaid plans with generous data allowances. This also includes access to enhanced productivity tools and applications, security features such as mobile security solutions, and other value-added services.
- *International Roaming Solutions*: We also offer international roaming packages to ensure that employees remain connected and productive while traveling globally.
- *Mobile Call Recording*: Enterprise customers can leverage this service to record all business calls, with access to a cloud-based storage to ensure easy access and retrieval of recorded calls.
- *Location Tracking Solutions*: Our network-based tracking solutions provide real-time insights into the whereabouts of company assets. Businesses can monitor the movement of vehicles and equipment for improved operational efficiency.

Connectivity:

- *Vi Hybrid SD-WAN*: We offer a cost-effective and secure cloud-based technology solution that simplifies network infrastructure for businesses. Vi Hybrid SD-WAN optimizes network performance while reducing the total cost of ownership for businesses.
- *Global MPLS (Global Multi-Protocol Label Switching)*: Through this service, enterprises can securely access corporate applications with seamless connectivity.
- *Internet leased line* ("**ILL**"): Through this service, we provide a dedicated and reliable internet connection ideally suited for businesses. This secure solution facilitates the establishment of private data and voice connections between branches, or customers. Additionally, ILL offers improved web browsing experiences with reduced page loading times and faster content delivery.
- *Leased Circuits*: We offer leased circuits on a national and international network infrastructure. Our leased circuits cater to diverse business requirements through:
    - *National Private Leased Circuit*: This provides a secure and dedicated leased line service between two enterprise locations within India.

- *International Private Leased Circuit*: This provides a secure and dedicated leased line service between two enterprise locations distributed across different geographies.

- *Managed WiFi Business Solutions*: A fully managed Wi-Fi-Network enabling secure wireless LAN connectivity for enterprises.
- *VPN Extended Connect (Cloud Connect) Services*: We offer secure and reliable access to business applications hosted in an enterprise's cloud provider's data centres. This secure access is facilitated through our scalable and multiprotocol label switching ("**MPLS**") VPN connectivity built upon our network infrastructure. Businesses can leverage our MPLS VPN to connect to data centres of leading cloud providers.

Security:

- *Maximum Device Security Solutions*: Our device protection service utilizing advanced artificial intelligence. This solution safeguards desktops, laptops, tablets, and mobiles against a wide range of threats such as malware, ransomware, identity theft, viruses, emerging threats, and various online scams.
- *Vi Web Security*: A security solution that safeguards internet activity both within and beyond the corporate network. By blocking threats before they reach the network or individual devices (endpoints), Vi Web Security minimizes the risk of data breaches and other security compromises.
- *Vi E-mail Security*: Our email security solution designed to safeguard an enterprise's business email service. This solution protects against phishing attacks and other email-borne threats, effectively shielding sensitive business data from external threats.
- *Managed Security Services*: We leverage firewall technology to provide comprehensive perimeter-based protection to enterprises.
- *Managed Distributed Denial of Service ("DDoS"):* Our protection service that safeguards enterprises against DDoS attacks that can disrupt an enterprise's online operations.
- *Vi Secure Device Manager*: A comprehensive unified endpoint management (UEM) platform, Vi Secure Device Manager provides enterprises with complete control over data on all employee devices, regardless of whether they are company-owned or employee-owned. This tool empowers businesses to confidently adopt remote working and digital workplace models with the assurance of robust data security.

Business Communications:

- *Vi Cloud Telephony*: Our communications platform as a service (CPaaS) solution designed to streamline business communications. Through this cloud-based platform, we empower enterprises to automate business processes through intelligent multi-channel communication and application integration.
- *SIP Trunk***:** We offer IP-based fixed voice services, providing a reliable and cost-effective solution to enterprises. This technology offers superior scalability and flexibility as compared to traditional voice services, allowing businesses to easily adapt their communication infrastructure to meet their evolving needs.
- *Managed SIP*: We offer a comprehensive suite of voice and data solutions designed to empower businesses of all sizes. This service provides enterprises with in-depth control and optimization capabilities for voice infrastructure.
- *Toll Free Services*: We offer five different types of toll free services. This includes:

  - Domestic Toll Free Service offering:
    - 1800 Series Numbers: A well-recognized prefix allowing customers to reach businesses free of charge from anywhere in India.
    - Easy-to-Remember Options: Enterprises can choose memorable numbers to facilitate customer recall and improve brand recognition.
    - Nationwide Connectivity: Toll-Free numbers accessible from all mobile and landline operators across the country.

  - Universal Access Number (UAN): this is a service utilizing the 1860 series prefix, and providing:
    - Reduced Call Costs for Customers: Callers nationwide incur only local charges when reaching the business, enhancing accessibility and potentially increasing customer engagement.
    - Centralized Helpdesk Support: Businesses can leverage UANs to establish centralized helplines accessible to employees across the country. This facilitates efficient support services and fosters improved communication within the organization.

  - International Toll Free Service (ITFS): This service empowers businesses to connect with customers worldwide, and offers:
    - Global Reach: Clients from any country can contact the business free of charge, fostering international brand recognition and market expansion.
    - Centralized Billing: Businesses can acquire international toll free numbers from India and settle all charges in Indian Rupees. This eliminates the complexities of managing multiple international service providers.

- Universal International Freephone Number (UIFN): Our universal international freephone number service that provides a unified toll-free experience. Businesses can acquire a single toll-free number accessible from multiple countries. Overseas customers also incur no call charges when contacting the business, promoting international accessibility and potentially increasing customer engagement.

- International DID service: This service empowers businesses to establish a local presence in overseas markets. Through this service, customers from multiple countries can contact the business using familiar local phone numbers. Businesses can acquire International DID numbers from India, eliminating the need to manage multiple service providers across various countries.

- *Global IP Trunking*: This solution empowers businesses to connect with customers and partners internationally. Businesses can leverage international toll-free numbers or establish a local presence through fixed line numbers in from multiple countries. Our centralized platform also allows businesses to manage all their international voice and data traffic seamlessly, eliminating the complexities of dealing with multiple service providers.

Internet of Things

We offer a comprehensive suite of products and services that include:

- *Integrated IoT Solutions*: We cater to diverse industry needs with our end-to-end IoT solutions, that include:
  - Smart Infrastructure: Helps optimize workplace and factory operations through intelligent connections between machines, assets, and personnel.
  - Smart Mobility: Empowers automotive manufacturers and enterprises to develop future-proof intelligent mobility ecosystems.
  - Smart Utility: Transforms utility operations by providing business insights for streamlined processes and enhanced customer experience. This includes remote monitoring, management, and control of utility assets and metering systems, enabling cost efficiency, reduced leakage, and improved asset visibility.

- *IoT Connectivity Management Platforms*: Our user-friendly platform provides businesses with centralized control and monitoring capabilities for their IoT SIMs, allowing cost reduction in deployment and maintenance.

- *Vi IoT e-SIM*: This embedded solution offers enterprises with the flexibility to remotely switch mobile network providers without replacing the SIM card, offering adaptability to network conditions and potentially lowering costs. We also leverage embedded hardware for robust and reliable connectivity, minimizing the risk of data breaches and unauthorized access in critical IoT operations. This translates to reduced hardware costs and broader device adoption potential.

- *Vi C-DOT IoT Lab*: Provides comprehensive testing capabilities for a wide range of IoT ecosystem components, including devices, modules, and applications.

Colocation and Cloud Services:

Our business caters to the diverse requirements of businesses through a comprehensive suite of services:

- *Infrastructure Colocation*: Businesses gain access to our data centres to securely house their IT and network infrastructure.
- *Cloud Managed Services*: We offer a secure, and scalable cloud infrastructure solution, for hosting production environments. This service is advantageous for businesses seeking cost-effective IT management.
- *CloudStore*: This digital marketplace provides a portfolio of cloud-based enterprise SaaS applications, and device security solutions.

Bulk SMS*:*

A secure application-to-person (A2P) SMS messaging service that allows customers to communicate with their desired audience cost effectively and with ease.

<u>Passive Infrastructure Services</u>

Passive infrastructure services comprise setting up, operating and maintaining mobile telecommunications towers and an optical fibre cable network. Towers comprise the non-active components of a mobile telecommunications infrastructure network, including the tower structure, industrial air conditioners and diesel generators. As of December 31, 2023, we owned over 2,700 in-building solutions sites and also a small number of macro towers.

Optical fibre cable network services comprises of rolling out, operating and maintaining optical fibre cable network. We also lease capacity on our optical fibre cable network to mobile telecommunication service providers. Our optical fibre cable transmission network, either owned or through IRU arrangements mainly with other telecommunications operators, extends to approximately 298,000 kms (including our own fibre of over 165,900 kms and IRU fibre excluding overlap), as of December 31, 2023.

Our Service Areas and Subscribers

We provide voice and data services on 2G, 3G and 4G technologies across all 22 service areas. Our mobile telecommunication operations are spread across more than 487,000 towns and villages, as of December 31, 2023.

The following table sets out select information about our service areas, including our Revenue Market Share (based on Applicable Gross Revenue) and our ranking based on TRAI Reported Revenue for the quarter ended December 31, 2023 and number of subscribers as of December 31, 2023 (all information provided in the table below is taken or derived from information disclosed by TRAI):

Service Areas	No. of EoP Subscribers (Millions)(1)	Revenue Market Share(2)	Our Revenue Market Share Ranking
Kerala	13.70	34.99%	1
Mumbai	11.25	32.92%	1
Gujarat	20.94	30.48%	2
Kolkata	5.42	26.45%	2
Haryana	6.85	27.06%	3
UP – W	15.57	23.18%	3
Maharashtra	22.91	22.41%	3
Delhi	16.59	21.27%	3
West Bengal	13.32	18.34%	3
Tamil Nadu	15.96	17.29%	3
Punjab	6.55	17.13%	3
Madhya Pradesh	15.84	16.44%	3
UP – E	17.38	16.25%	3
Rajasthan	11.01	14.49%	3
Andhra Pradesh	10.89	10.77%	3
Karnataka	6.48	9.02%	3
Bihar	7.69	6.03%	3
Assam	1.69	5.32%	3
North East	0.81	4.96%	3
Himachal Pradesh	0.40	4.57%	4
Orissa	1.50	3.19%	4
Jammu and Kashmir	0.30	1.45%	4
Total	**223.05**	**17.79%**	**3**

(1) TRAI Subscription Report
(2) Derived from TRAI Financial Data for quarter ended December 2023

Our Licenses and Spectrum

Our operations and the provision of mobile telecommunications services are regulated by central government through license agreements issued by the DoT and other Government orders issued from time to time by the TRAI or other regulatory authorities. In order to provide GSM based mobile telecommunications services or 3G or 4G services in a particular service area, we are required to hold a valid license for such service area. Under such license, we have the right to use the spectrum that we own in such service area. Currently, under the UL Guidelines, the allocation of spectrum is delinked from the licenses and has to be obtained separately in accordance with the prescribed procedure. As per current policy, spectrum across frequency bands of 800; 900; 1800; 2100; 2300 and 2500 MHz is allocated through auction process. In case the Unified License is cancelled or terminated for any reason, the spectrum allotments made to us with respect to that service area will get revoked. Further, if the period of any of the aforementioned license expires prior to the expiry of the right to use the spectrum, then the licensee company will be required to either renew or apply for a new UL. Our licenses specify the services we can offer and are subject to amendments, modification, interpretation, imposition of limitations and termination by the relevant authorities.

As of December 31, 2023, we have a total of 8,005.2 MHz of spectrum holdings across difference frequency bands out of which 7,975.2 MHz spectrum is liberalised and can be used towards deployment of any technology. This includes the mid-band 5G spectrum (3300 MHz) acquired by us in 17 priority service areas, which accounted for 98% of our revenue and 92% of the revenue in the industry for the three months ended December 31, 2023, and millimeter wave 5G spectrum (26 GHz) in 16 service areas. Our spectrum holding empowers us to deliver a superior customer experience, strengthen our enterprise offerings, and unlock new business growth opportunities in the 5G era.

The table below sets forth the spectrum held by us across all service areas (compiled as per spectrum holdings reported by the DoT from time to time):

Service Areas	Spectrum Frequencies (MHz)							Total FDD* x2 + TDD**
	900 (FDD)	1800 (FDD)	2100 (FDD)	2300 (TDD)	2500 (TDD)	3300 (TDD)	26000 (TDD)	
Andhra Pradesh	5.0	10.0	5.0	-	20.0	50.0	200.0	310.0
Bihar	-	13.4	5.0	-	10.0	50.0	-	96.8
Delhi	10.0	10.6	5.0	-	20.0	50.0	200.0	321.2
Gujarat	11.0	20.8	10.0	-	30.0	50.0	450.0	613.6
Haryana	12.2	15.8	15.0	-	20.0	50.0	400.0	556.0
Karnataka	5.0	15.0	10.0	-		50.0	200.0	310.0
Kerala	12.4	20.0	10.0	10.0	20.0	50.0	800.0	964.8
Kolkata	7.0	15.0	10.0	-	20.0	50.0	200.0	334.0
Madhya Pradesh	7.4	18.6	5.0	10.0	20.0	50.0	400.0	542.0
Maharashtra	14.0	12.4	15.0	10.0	30.0	50.0	400.0	572.8
Mumbai	11.0	10.2	10.0	-	20.0	50.0	200.0	332.4
Punjab	5.6	15.0	10.0	-	20.0	50.0	300.0	431.2
Rajasthan	6.4	10.0	15.0	-	20.0	50.0	300.0	432.8
Tamil Nadu	5.0	11.4	15.0	-	-	50.0	300.0	412.8
Uttar Pradesh (East)	5.6	10.0	20.0	-	20.0	50.0	250.0	391.2
Uttar Pradesh (West)	5.0	15.0	10.0	-	20.0	50.0	350.0	480.0
West Bengal	7.4	23.4	5.0	-	20.0	50.0	400.0	541.6
Priority Service Areas	**130.0**	**246.6**	**175.0**	**30.0**	**310.0**	**850.0**	**5,350.0**	**7,643.2**
Assam	-	25.0	5.0	-	20.0	-	-	80.0
North East	-	25.8	5.0	-	20.0	-	-	81.6
Himachal Pradesh	-	11.2	5.0	-	10.0	-	-	42.4
Jammu and Kashmir	-	17.0	5.0	-	10.0	-	-	54.0
Orissa	5.0	17.0	5.0	-	20.0	-	-	74.0
Other Service Areas	**5.0**	**96.0**	**25.0**	**-**	**80.0**	**-**	**-**	**332.0**
Total Liberalised Spectrum	**135.0**	**342.6**	**200.0**	**30.0**	**390.0**	**850.0**	**5,350.0**	**7,975.2**
Non-Liberalised Spectrum	6.2	8.8	-	-	-	-	-	30.0
Grand Total	**141.2**	**351.4**	**200.0**	**30.0**	**390.0**	**850.0**	**5,350.0**	**8,005.2**

Note: 6.2 MHz spectrum (900 MHz) in the Uttar Pradesh (West) service area expired in February 2024, and 4.4 MHz spectrum (900 MHz) and 1.8 MHz spectrum (1800 MHz) in the West Bengal service area expired in March 2024. However, we extended a portion of spectrum in the Uttar Pradesh (West) service area (5 MHz out of 6.2 MHz) and our entire 900 MHz spectrum (4.4 MHz) in the West Bengal service area for a period of three months from the date of expiry. Our 900 MHz spectrum in the Uttar Pradesh (West) and West Bengal service areas are now due to expire in May 2024 and June 2024, respectively.

**Frequency division duplex – 900 MHz, 1800 MHz, 2100 MHz.*
***Time division duplex – 2300 MHz, 2500 MHz, 3300 MHz, 26GHz.*

We also hold licenses for the provision of NLD, ILD, ISP and registration for IP1 services in India. For details, see "*Government and Other Approvals*" on page 649.

Our Network Infrastructure

We offer comprehensive mobile network coverage through a combination of technologies:

- 4G Services (FDD-LTE and WCDMA-LTE): Delivered using eNodeB base stations, providing high-speed data access for users.
- 3G Services (WCDMA): Enabled by Node B base stations, ensuring reliable voice calling and data connectivity.
- 2G Services (GSM RF): Supported by BTS base stations, offering basic voice communication services.
- Single Radio Access Network (SRAN) and Ultra Broadband Radios (UBR): These advanced technologies allow a single radio unit to handle multiple technologies (2G, 3G, and 4G) on different frequencies. This not only improves efficiency but also enables future upgrades to 4G through software updates, reducing the need for hardware replacements.

- Base Station Control: For our 2G network, we utilise base station controllers (BSC) to manage and coordinate a group of base stations within a specific area. Similarly, radio network controllers (RNC) perform a similar function to BSCs but are specifically designed for 3G networks.

- Microwave and Fibre Optics: We leverage a combination of high-capacity microwave links and optical fibre media to connect various network elements.

- Upgraded Microwave Technology: Microwave links have been enhanced with IP baseband technology, enabling significantly higher bandwidth (over 200 Mbps per link).

As of December 31, 2023, we had an aggregate of about 171,600 2G cell sites and over 438,900 broadband units. All of our 4G sites are VoLTE enabled. Each cell site comprises of BTS and/or NodeB and the transmission link. It also includes the non-active components of the mobile telecommunications passive infrastructure network, including the telecommunications tower structure, industrial air conditioners, diesel generators, and voltage stabilizers.

We enter into lease arrangements with passive infrastructure providers for use of the towers and certain other passive infrastructure equipment. Our Company has entered into infrastructure sharing agreements with several tower companies for the non-exclusive use of towers and certain other passive infrastructure equipment held by such tower companies. These agreements are generally entered into on a long-term basis and entail, in certain circumstances, the payment of early termination charges if terminated prior to such minimum period. The agreements specify the rent payable to the lessor and generally contains provision for, among other things, escalation of rent, payment of expenses for deployment of equipment beyond the standard configuration and payment for consumption of power.

We continuously evaluate measures to reduce the operating cost of our networks through optimization of leased line expenses, negotiating appropriate operational and maintenance contracts, tower sharing and control of tower and cell site running expenses. Moreover, modernization of network with the use of SRAN and UBR units has helped us to reduce carbon footprint and power consumption.

All the key components of our mobile telecommunications networks have been supplied by mobile telecommunications equipment manufacturers. We have entered into contracts with these vendors for the supply of equipment.

Our optical fibre cable transmission network, either owned or through IRU arrangements mainly with other telecommunications operators, extends to approximately 298,000 km of OFC including own built, IRU OFC and excluding overlapping routes. Our mobile telecommunication operations are spread to more than 487,000 towns and villages in India. We also derive revenue from carrying India inbound ILD traffic through arrangements with other mobile telecommunications companies operating outside India.

We are currently in compliance with the mandatory network roll-out requirements provided in the spectrum allocated to us, which mainly relate to the number of districts, towns and block headquarters in a service area where we need to provide network coverage. We generally cover towns and population centres in excess of the roll-out requirements specified in our licenses. We acquired 5G spectrum in August 2022, with corresponding rollout obligations to be fulfilled within one, three and five years. We have completed the minimum rollout obligations in four service areas and are currently engaged in discussions for the remaining service areas encompassing both the 3300 MHz and 26 GHz bands.

Tariffs

The TRAI currently has a tariff forbearance policy, except for roaming tariffs where a ceiling is provided by the authority. Moreover, termination charges for voice and SMS are reviewed and fixed by TRAI periodically. Otherwise, we have flexibility in setting our tariff plans which may differ across service areas. We structure our tariffs so that subscribers can choose their preferred package based on their requirements. We constantly revise our tariff plans to take advantage of new opportunities keeping in mind our competitors' existing tariffs and product offerings. We strive to keep our tariff plans simple, transparent and easy to understand. The aim of our tariff strategy is to ensure that we acquire and retain subscribers profitably and optimize network utilization.

Roaming Services

Roaming enables subscribers to make and receive voice calls, send and receive data or messages or access other services when travelling outside their service areas or home network. We have entered into preferred roaming relationships with select foreign operators through which our network is selected when an out-roamer of the relevant operator enters any of our service areas.

Sales and Distribution

Our sales and distribution network is a fundamental driver for our growth. This network boasts a significant reach, and as of December 31, 2023, included over 10,000 distributors, 787,000 multi-brand retailers, 2,400 franchise outlets and 20,000 sales promoters strategically positioned across both urban and rural markets. This robust infrastructure guarantees widespread accessibility to our products and services, significantly contributing to our strong market presence and customer satisfaction.

Pre-paid services: As of December 31, 2023, approximately 89% of our total subscribers were pre-paid. These subscribers engage with our mobile telecommunications through the purchase of physical pre-paid packs and electronic recharges available across a diverse range of retail outlets. Our distribution channels, strategically established in each service area, empower and enhance the overall service experience for our subscribers. The presence of these strong distribution channels enables and improves the services we provide to our subscribers. Pre-paid starter packs and vouchers are sold to distributors, who in turn supply them to retail outlets. Additionally, we reach customers through an expansive network of franchise-based exclusive channels present in all major talukas across the country.

Post-paid services: Our post-paid services are segregated in retail and enterprise which are marketed through a combination of stores owned and operated by us. Our enterprise business unit provides products and services as a complete package to meet the telecommunications and mobility solution needs of businesses, including after sales-services and support with respect to billing queries and complaints.

Our vast network of Company owned and franchised stores have a well-trained and service-oriented team, and are equipped with all systems and processes to provide complete customer service to both, prepaid and postpaid subscribers.

Subscriber Service

We prioritize subscriber service as part of our customer-centric approach, and are committed to delivering a consistent and uniform customer experience through a dedicated team of highly trained and empowered professionals. We invest heavily in process optimization, and advanced technology to continuously improve service quality. We have specialized teams catering to the specific needs of post-paid, pre-paid, and enterprise customer segments.

Through streamlined programs, we are able to ensure a smooth initial experience for new subscribers. Our dedicated teams also manage the smooth transition of subscribers joining our network through an efficient mobile number portability process.

We have established a robust support infrastructure, encompassing the efficient operation of both physical and virtual touchpoints through our service and contact centre management. We also actively support subscribers in migrating to higher-value plans and services, maximizing customer lifetime value.

Service Provisioning and Activation

We prioritize secure and compliant service provisioning and activation in strict compliance with all government-mandated guidelines. Our multi-factor authentication service provides secure activation options, including biometric authentication through eKYC. We have also introduced a new, user-friendly mobile application for retailers, enabling easy and efficient new subscriber activation. This service also enables handling mobile number inventory, ensuring smooth activation and deactivation of services as requested by subscribers.

Service Centres

We operate a comprehensive service network catering to both urban and rural subscribers. Our multi-tiered approach ensures solutions for diverse customer needs.

- *Large Format Retail Stores*: As of December 31, 2023, we operated 443 such stores across India. These Company-owned stores in major cities showcase our brand and provide a premium service experience. A unique feature includes large digital screens allowing customers to explore our Vi App offerings.
- *Franchisee Owned Service Centers*: Located closer to subscriber communities, these centres prioritize convenience and develop a deeper connection with customers. Our franchisee model incentivizes a vested interest in subscriber satisfaction, going beyond basic service provision. As of December 31, 2023, we had 1,822 such stores across India.
- *Vi Shops*: Operated through our distributors, these smaller format stores extend service in upcountry and rural areas, ensuring accessibility for all our subscribers. As of December 31, 2023, we had 2,642 Vi Shops across India.

Contact Centres

To elevate subscriber experience and ensure consistent service standards, we have outsourced our contact centres and have partnered with experienced operators across various locations, including large cities, tier 1, and tier 2 towns. This approach enables us to cater to diverse regional needs and optimizes operational costs through strategic agent locations. We maintain a healthy mix of agents, with 40% of our contract centre agents being female, as of December 31, 2023.

We offer a priority service to our high-value customers who enjoy direct access to agents through a dedicated inbound contact centre. We have also deployed a multi-lingual humanoid bot for collection calls. This solution delivers increased speed, improved scalability, and significant cost reduction.

Self-Service

We prioritize the delivery of customer service through a diverse network of outsourced contact centres. This approach offers several benefits such as local language support for better communication, cost efficiencies by employing agents from these locations, and a commitment to diversity. As of December 31, 2023, over 40% of our contact centre agents were female.

Furthermore, we cater to various customer segments through contact centres. This includes priority contact centres through which we offer high-value subscribers direct access to specially trained agents. We also operate Outbound Contact Centers.

Subscriber Relations and our Loyalty Program

We introduced a segmented approach to provide specialized service for selected post-paid and pre-paid subscribers. We internally categorize subscribers on the basis of their time of association with us, usage, devices used and payment performance. This program provides a superior service experience through well trained and dedicated call handling agents. These agents handle the entire process, from the time a subscriber calls the call centre until the query or complaint is resolved.

We have also established a dedicated support for subscribers requiring help for/and during International Roaming.

Churn

Churn for a given period is the rate of subscriber deactivation. We calculate our churn by dividing the total deactivations in a period by the average number of subscribers for that period. For post-paid customers, according to our credit policy, we generally deactivate subscribers if their bill remains unpaid for a specific period of time after the billing date. We deactivate pre-paid subscribers if they do not use the network for a specific period of time. However, we exercise certain discretion in applying our credit policy to corporate subscribers and certain key retail subscribers. We seek to manage churn through the implementation of certain strategic initiatives, including new products and services, better quality of network and superior subscriber care.

Credit Risk Management Systems

Our risk management systems enable us to detect and prevent fraudulent usage of our services and to minimize bad debts in the post-paid category. For post-paid subscribers, we undertake subscriber profiling as part of the activation process of a new subscription. This profiling is undertaken by tele-verification, digital verification, conducting visit to customer's address or verifying their details through a credit bureau if a financial credit history for that subscriber exists. We also conduct exposure control for all our post-paid subscribers with reference to pre-determined credit limits based on the credit checks, which limits are reviewed monthly. If a subscriber exceeds the pre-determined credit limit, we initiate a number of steps such as sending reminders, requesting interim payments and barring certain kinds of calls.

Subscribers who fail to make payment within the stipulated time are sent reminders for payment followed by recovery attempts, which include partial or total disconnection of services. If the subscriber does not pay within a period of 90 days of the bill date, we disconnect services permanently (we exercise certain discretion in applying our credit policy to corporate subscribers and certain key retail subscribers). As part of our recovery attempts, we contact our customers through various models including a conversational BOT, outbound auto dialer, voice call to our subscribers, send SMS, email and WhatsApp messages as reminders or use the services of recovery agencies. As a last recourse, depending on the merits of the case and the amount due, we initiate legal proceedings.

We are not exposed to credit-risk in relation to our pre-paid subscribers. We also do not bear any credit risk from our distributors and retailers for the pre-paid segment, as our distributors purchase items such as pre-paid starter packs and pre-paid cards for cash and then sell these to retailers.

Billing and Collections

We use business support and control systems, and a billing software package for our post-paid billing, recording usage of data and minutes, calculating the appropriate charge and rendering a bill to the subscriber. We also use an interconnect billing system for the inter-operator settlement of roaming usage.

Post-paid collections

We have dedicated teams managing our billing and collection process. We have facilitated various digital modes of payment for our subscribers through our brand website and our mobile applications. Subscribers can also pay their bills through debit or credit card (including online payment), cash, cheque or by scanning a QR code.

Intellectual Property

We currently have many trademark registrations in India and have filed applications for the registration of certain other trademarks in India, which are currently pending. So far, we have obtained 326 trademark registrations for our brands, including

'Vi', 'Vi fan of the match', 'The Unofficial Sponsor of Fans', and 'Data Strong Network'. We have also made trademark applications for some of the new brands namely 'Vi Hero Unlimited', and 'Together for Tomorrow'.

A trademark licensing arrangement for a term of 10 years has been agreed for a lump sum consideration. For details on the key approvals relating to our intellectual property, see "*Government and Other Approvals*" on page 649.

Insurance

We insure our properties forming part of the tangible fixed assets on replacement value basis. We have also availed cellular network policies. Insurance for fixed assets put to use covers all operational risks, losses arising out of any material damage, terrorism cover and coverage for equipment in transit. We are also insured against business liability losses including third party liabilities (excluding business interruption losses) for amounts as felt appropriate by us. We have also availed cyber insurance and directors and officers liability insurance.

Human Resources

As of December 31, 2023, our 12,598 employees were classified by function as follows:

Function	No. of Employees
Our Company	
Technology	4,184
Enterprise	1,039
Finance	340
Marketing	212
Others	3,902
Other Subsidiaries (VITIL, VIMSL, VISSL, YBB and others)	2,921
Total	**12,598**

Awards

- Five awards in the categories of "Best Use of Influencer Marketing", "Best Use of Instagram", "Best Use of Short Form Video", "Best Performance Marketing" and "Best Use of Influencer on YouTube" at the AFAQs Marketers Xcellence Awards 2023;
- "Best customer experience team" at CX Today Awards 2023;
- "Best Social Media Brand – Telecom" and "Best Use of Memes" awards at the MOMMYs 2023 Awards;
- "Brandon Hall Excellence Awards" for best deployment of strategies, systems and tools in field of training and learning;
- Silver for 'Best Digital Innovation' at E4M Indian Digital Marketing Awards;
- Silver for 'Best Use of Memes' at ET Brand Equity Trendies Awards 2023;
- Winner of 12^{th} Aegis Graham Bell Award for digitalization of prepaid recharge distribution;
- Silver for Best Use of Performance Marketing and Bronze for Digital Campaign in the B2B Category at the ET Brand Equity – India DigiPlus Awards 2023;
- Frost & Sullivan ICT Awards 2023, and
- Voice & Data Telecom Leadership Awards 2023.

Property

Our Company's registered office is located at Suman Tower, Plot No. 18, Sector-11, Gandhinagar 382 011, Gujarat, India, which is owned by our Company.

Our Company's corporate office is located at Birla Centurion, 10th Floor, Century Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai 400 030, Maharashtra, India.

Most of the properties on which our cell-sites, MSCs and BSCs are located are leased.

In addition, we have branch offices and zonal sales offices across all service areas are in various locations, the majority of which are occupied by us on leasehold basis.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of certain key regulations and policies prescribed by the Government which are applicable to the business and operations of our Company. The information of laws and regulations in the section provided below has been obtained from sources available in the public domain. The description of laws, regulations and policies set out below are not exhaustive, and are only intended to provide general information and are neither designed nor intended to be a substitute for professional legal advice. The information in this section is based on the current provisions of applicable laws in India that are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

In addition to the regulations and policies already specified in this Red Herring Prospectus, taxation statutes such as the Income Tax Act, 1961, central and state goods and service tax acts, various labour laws, environmental laws such as the Environment Protection Act, 1986, Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981 and other miscellaneous laws apply to us, as they do to similar companies in India. For details of certain material regulatory approvals obtained by us, see "Government and Other Approvals" beginning on page 649.

Overview

The telecommunications industry in India is subject to extensive government regulation. The Government holds the exclusive power to provide telecommunication services and issue licenses for telecommunication services. The Department of Telecommunications established under the Ministry of Communications, Government of India (the "**DoT**") is the licensor for the telecommunications sector. The DoT, together with the Digital Communications Commission, is responsible for formulating and implementing development policies for the accelerated growth of telecommunication services, licensing, wireless spectrum management, etc. In 1997, the Government set up the Telecom Regulatory Authority of India (the "**TRAI**"), an independent statutory regulator, to regulate the telecommunications sector in India. Subsequently, in 2000, the TRAI powers were bifurcated into recommendatory and absolute powers and also a separate dispute resolution body, namely the Telecom Disputes Settlement and Appellate Tribunal (the "**TDSAT**"), was set up. The Wireless Planning and Coordination Wing of the Ministry of Communications (the "**WPC**"), created in 1952, is responsible for frequency spectrum management. The WPC is divided into (i) licensing and regulations, (ii) new technology group, and (iii) the Standing Advisory Committee on Radio Frequency Allocation (the "**SACFA**"). The SACFA, a high level committee, issues approvals for the use of radio frequency (spectrum) by telecommunication service providers, which involves a detailed technical evaluation of certain factors, including possible aviation hazards and interference (electro-magnetic interference/electro-magnetic compatibility) to existing and proposed networks.

The Government of India through the DoT assigns the right to use specified radio spectrum frequencies through an auction process for the respective frequency bands and service areas. The objectives of the auction are, inter-alia, to obtain a market determined price, ensure efficient use of spectrum, stimulate competition, promote rollout and arrive at an optimal price of spectrum. The auction is undertaken in terms of the NIA, which, inter alia, provide for, the details of the spectrum to be auctioned, duration of the spectrum assigned, spectrum usage charges ("**SUC**") as percentages of the adjusted gross revenue ("**AGR**") as provided under the NIA or related orders from the WPC or DoT, the payment terms for the successful bidders, condition precedents in relation to the licenses held by the bidders, certain rollout obligations, etc. Pursuant to such auctions, the DoT announces the successful bidders who are required to make the payment in relation to the spectrum proposed to be allotted. The NIA provides for the following options for such payment to be made: (i) full upfront payment, or (ii) by way of deferred payment in annual equated instalments, duly protecting the net present value ("**NPV**") of the bid amount. On such payment being made and upon application, the WPC wing of DoT shall issue a frequency assignment letter specifying the frequencies to the successful bidders. For existing licensees, the unified access services license ("**UASL**")/ unified license held by them will be amended to include the NIA as an addendum. The DoT has also introduced the electromagnetic field ("**EMF**") norms which lays down the procedure for measurement of EMF, including process of self-certification.

Key regulations in the telecommunications sector

The Indian Telegraph Act, 1885 ("Telegraph Act")

The Telegraph Act governs all forms of the usage of 'telegraph' which means any appliance, instrument, material or apparatus used or capable of use for transmission or reception of signs, signals, writing, images, and sounds or intelligence of any nature by wire, visual or other electro-magnetic emissions, radio waves or hertzian waves, galvanic, electric or magnetic means. Under Section 4 of the Telegraph Act, the Central Government, may grant a license to any person to establish, maintain or work a telegraph within any part of India with such conditions as it may deem fit. If any person establishes, maintains or works a telegraph within India in contravention of the provisions of Section 4 or otherwise than as permitted by rules made thereunder, he shall be punished, if the telegraph is a wireless telegraph, with imprisonment which may extend to three years, or with fine, or both.

The Indian Wireless Telegraphy Act, 1933 ("Wireless Telegraphy Act")

In addition to a telegraph license under Section 4 of the Telegraph Act, land based wireless providers and users also require an additional license under the Wireless Telegraphy Act. Section 3 of the Wireless Telegraphy Act forbids any person from possessing a wireless telegraphy apparatus without a license. Under Section 5 of the Wireless Telegraphy Act, the license to possess the wireless and radio equipment and to use it for wireless services is issued by the telegraph authority designated under the Telegraph Act.

The Telecommunications Act, 2023 (the "Telecom Act")

The Telecom Act, which received the assent of the President of India was published on December 24, 2023 for general information. The Telecom Act aims to consolidate all laws relating to the development, expansion and operation of telecommunication services and telecommunication networks as well as assignment of spectrum. The Telecom Act provides that any person intending to provide telecommunication services, establish, operate maintain or expand telecommunication network or possess radio equipment is required to obtain an authorization from the Central Government, subject to such terms and conditions, including fees and charges, as may be prescribed. The Telecom Act lays down the provisions for the assignment of spectrum which shall be by way of auction, except for certain listed entries where assignment will be done by an administrative process. Central Government may enable the utilization of the spectrum in a technologically neutral manner. Further, the Telecom Act provides for a continued validity of a license, registration, permission by whatever name called for the duration as specified under such license, registration or permission where the definite validity is given or for a period of five years from the appointed day where a definite validity period is not given, granted prior to the appointed day under the Indian Telegraph Act, 1885 or the Indian Wireless Telegraphy Act, 1933, in respect of provision of telecommunication services or network, subject to the conditions specified therein. The Telecom Act also provides that the Government of India, being the owner of the spectrum on behalf of the people, shall assign the spectrum in accordance with the Telecom Act, and may notify National Frequency Allocation Plan from time to time. In terms of the Telecom Act, any facility provider may submit an application to a public entity under whose control, ownership or management, the public property is vested, to seek permissions for right of way for telecommunication network under, over, along, across, in or upon such public property.

The Telecom Act also include provisions on legal enforceability of right of way permissions, processes and procedures, provisions related to protection of telecom network and services, protection of Users as also duty of users. The Telecom Act also introduces a central adjudicatory mechanism before appeal can be made to the TDSAT. The Telecom Act has also rationalized penalties, including enunciating the principles to be kept in mind whilst determining penalties – proportionality, nexus, etc.

The Universal Service Obligation Fund was established under the erstwhile Indian Telegraph Act, 1885 to provide for telecom services in underserved areas. The Telecom Act retains this provision, and it is now renamed as "*Digital Bharat Nidhi*" and scope has been enhanced to allows its use for research and development in telecom sector, pilot projects and introduction of telecommunication services, technologies, and products. The Government of India, for the purposes of encouraging and facilitating technological development in telecommunication, may create regulatory sandboxes in terms of the Telecom Act. Further, in terms of the Telecom Act, the Government of India may provide measures for protection of users in consonance with regulations notified by TRAI, including measures such as prior consent of users for receiving specified messages; preparation and maintenance of registers such as 'Do Not Disturb' registers; and the mechanism to enable users to report malware or specified messages in contravention of the Telecom Act. The Telecom Act also provides for certain penalties such as imprisonment or fine or both for offences such as inter alia any attempt to gain unauthorized access to a telecommunication network or possession of any equipment that blocks telecommunication without an authorization, etc. the Act also empowers the Government of India to establish online dispute resolution mechanisms for resolution of disputes between users and authorized entities providing telecommunication services.

The Telecom Act proposes to repeal the Indian Telegraph Act, 1885, Indian Wireless Telegraphy Act, 1993, and the Telegraph Wires (Unlawful Possession) Act, 1950. However, Part III of the Indian Telegraph Act, 1885 continues to apply to laying of transmission lines under Section 164 of the Electricity Act, 2003. All rules, orders, made under the Indian Telegraph Act, 1885 or under the Indian Wireless Telegraphy Act, 1933, shall, in so far as they relate to matters for which provision is made in the Telecom Act and are not inconsistent therewith, be deemed to have been made under the Telecom Act until they are superseded by any rules made under the Telecom Act.

Indian Telegraph Right of Way Rules, 2016 (the "RoW Rules")

The Central Government notified the RoW Rules to regulate underground infrastructure (optical fibre) and over ground infrastructure (mobile towers). Under the RoW Rules, applications for underground and overground telegraph infrastructure have to be accepted or rejected within a period of 60 days failing which application will be deemed to have been approved. All government agencies and municipal bodies will also have to establish an electronic interface to receive and process right of way permission within one year from coming into force of these rules on November 15, 2016. Further, telecom infrastructure cannot be shut down without following due process. This measure is expected to facilitate an increase in the pace of creation of infrastructure in both rural and urban areas.

Telecom Regulatory Authority of India Act, 1997 (the "TRAI Act")

The TRAI Act provides for the establishment of the TRAI for the purpose of regulating the telecommunication services industry. The TRAI Act also provides for the constitution of the TDSAT, the adjudicatory body in this sector. The functions and responsibilities of TRAI include, among others, (i) making recommendations to the respective licensor in connection with matters such as the need and timing for introduction of new service providers, (ii) specifying the terms and conditions of licenses issued to service providers and revocation of licenses for non-compliance with stipulated terms and conditions, (iii) ensuring compliance with terms and conditions of licenses, (iv) regulating revenue sharing arrangements among service providers and ensuring that such quality of service is provided so as to protect the interest of the consumers, (v) specifying standards of quality of service to be provided by service providers, (vi) ensuring effective compliance of universal service obligations, and (vii) rendering advice to the Government in matters relating to development of telecommunication technology and the telecommunication industry in general. Additionally, TRAI is empowered to specify the rates at which the telecommunication services within and outside India will be provided, fix the terms and conditions of inter-connectivity between the service providers; lay-down the standards of quality of service to be provided by the service providers, etc. For effective discharge of its functions, the TRAI is empowered to call upon any service provider at any time to furnish in writing such information or explanation as is required or to conduct an investigation into the affairs of any service provider or issue directions in respect thereof. TRAI has introduced Telecom Commercial Communication Customer Preference Regulation, 2018 for not receiving unsolicited Commercial calls and proper registration of telemarketers and SMS Headers to reduce the Unsolicited Commercial Communications related complaints. TRAI has also introduced Standards of Quality of Service of Basic Telephone Service (wireline) and Cellular Mobile Telephone Service, 2009, which specifies that the performance by service providers in respect of achieving Quality of Service standards shall be transparent and put in public domain.

Telecommunication Tariff Order, 1999 (***the*** "***Tariff Order***")

Telecommunications tariffs, ceilings and floor prices for various services are regulated by TRAI through the Tariff Order. Under the Tariff Order, TRAI has the authority to review and modify the tariff for any telecommunication service, or a part thereof, from time to time. In accordance with the Tariff Order, the tariffs to be charged by the service providers from the subscribers along with conditions, if any, are required to be published. Further, the provisions of the Tariff Order prohibit the service providers from discriminating between subscribers of the same class and such classification of subscribers shall not be arbitrary. The Tariff Order also requires service providers to clearly indicate the terms and conditions of the provision of telecommunication services to subscribers, including in relation to utilization and termination of services, billing, repair, and fault rectification as well as choice of tariff packages made available, along with the procedure available for revising the tariff package choices. The Tariff Order is amended from time to time.

The Reporting System on Accounting Separation Regulations, 2016 (the "Accounting Regulations")

TRAI has issued the Accounting Regulations requiring all service providers having an aggregate turnover of not less than ₹1,000 million to furnish financial reports and non-financial reports each audit year, separately for each licensed service area ("**LSA**") and in consolidated form for all LSAs in case of access services. Further, every service provider is required to submit a yearly audited report based on the historical cost accounting for all specified services and audited reports based on replacement cost accounting every second accounting year for certain specified services. Each report must be submitted by the service provider to TRAI within seven months of the end of the accounting year containing such other details as prescribed.

National Digital Communications Policy, 2018 (the "NDCP 2018")

The NDCP 2018 was approved by the Government on September 26, 2018. The policy seeks to support India's transition to a digitally empowered economy and society. The NDCP 2018 aims to accomplish the following strategic objectives by 2022: (i) provision of broadband for all, (ii) creating four million additional jobs in the digital communications sector, (iii) enhancing the contribution of the digital communications sector to eight percent of India's GDP, (iv) propelling India to the top 50 nations in the ICT Development Index published by the United Nations International Telecommunication Union, (v) enhancing India's contribution to global value chains, and (vi) ensuring digital sovereignty.

National Security Directive for Telecom ("NSDT")

The Government of India introduced the NSDT on June 15, 2021 for the protection of India's essential national security interests. From June 15, 2021, NSDT requires that the licensee, shall only connect Trusted Products in its network and also seek permission from Designated Authority for upgradation or expansion of existing Network utilizing the Telecommunication Equipment not designated as Trusted Products. Under the provisions of the NSDT, to maintain the integrity of the supply chain security and to discourage insecure equipment in the network, the Government of India declared a list of 'Trusted Sources/Trusted Products' for the benefit of the Telecom Service Provider's ("**TSPs**"). The designated authority for the implementation of the NSDT is the 'National Cyber Security Coordinator' and all licensees are required to provide any information as and when sought by the designated authority. Such designated authority shall also notify the categories of equipment for which the security requirements related to 'Trusted Sources' are applicable.

Guidelines for grant of Unified License (the "UL Guidelines")

On August 19, 2013, DoT issued UL Guidelines providing for separate authorizations covered under a single license. The UL Guidelines also provided for, among other things, the migration of existing licenses to a unified licensing regime. Under the unified licensing regime, a company can have only one Unified License along with authorization for more than one service and service area for a specified term of 20 years, subject to fulfilment of all conditions of entry simultaneously or separately at different times. The tenure of such authorization will run concurrently with the Unified License. In the event of holding or obtaining access spectrum, no licensee or its promoter(s) directly or indirectly can have any beneficial interest in another licensee company holding access spectrum in the same service area. Pursuant to the amendment dated July 27, 2023, the UL Guidelines stipulate that the licensee shall not enter into any exclusive contract for establishing a public network to provide public telecom services or rights of way with any public entity or any person. Further, the minimum equity requirements and provisions for license fee have been prescribed under the UL Guidelines. In addition to the entry fee, an annual license fee as a percentage of AGR has also been prescribed to be paid by the licensee service-area wise for each authorized service separately. From the second year of the effective date of respective authorization, the license fee shall be subject to a minimum of 10% of entry fee of the respective authorised service and service area. Further, pursuant to the UL Guidelines, no other license for any of the services covered under the Unified License shall be issued / extended / renewed. In addition, the UL Guidelines impose certain restrictive conditions in relation to equity holding in other companies and security conditions. The allocation of spectrum is delinked from the licenses and has to be obtained separately in accordance with prescribed procedure. The UL Guidelines are amended from time to time.

Virtual Network Operators ("VNOs")

On May 31, 2016, the DoT issued guidelines that VNOs are to be treated as an extension on Network Service Operators ("**NSOs**") or TSPs and they would not be allowed to install equipment interconnecting to other NSOs. VNOs that entered the market would be based on mutual agreement between the NSO and VNO. VNOs are allowed to have agreements with more than one NSO for all services except access services. No spectrum will be assigned to a VNO.

Guidelines for Registration of M2M Service Providers & WPAN/WLAN Connectivity Provider for M2M

On February 8, 2022, the DoT issued guidelines for registration of M2M service providers which provides M2M services to third parties using telecom resources and "WPAN/WLAN Connectivity Provider" which uses WPAN/WLAN technologies for providing M2M connectivity for commercial purposes, operating in unlicensed spectrum. Key conditions include that the Registrant shall provide the details of location of their IT setup/ core network, adhere to Know Your Customer (KYC) and related guidelines applicable to Authorized Telecom Licensee, maintain details of the physical custodian of machines fitted with SIMs, etc.

Guidelines for transfer or merger of various categories of telecommunication service license or authorization under Unified License on compromises, arrangements and amalgamation of the companies, notified by DoT on February 20, 2014 (the "Merger Guidelines")

The transfer or merger of various categories of telecommunication service licenses and authorizations under Unified License in the event of compromises, arrangements and amalgamation of companies is permitted as per the Merger Guidelines. The Merger Guidelines of 2014 have been brought into effect in supersession of the earlier guidelines issued by the DoT for intra service area merger of Cellular Mobile Telephone Service and/or UASLs dated April 22, 2008. The Merger Guidelines, *inter-alia*, require that the licensees notify the licensor of any proposal of compromise, arrangement or amalgamation. Any representation or objection made by the licensor has to be communicated to all concerned parties. A time period of one year is permitted for the transfer or merger of various licenses in different service areas.

The Merger Guidelines require the transferee company to pay the market price for the administrative spectrum held by the transferor company for up to 4.4MHz. The Merger Guidelines also prescribe caps on the spectrum that could be held by the resultant entity. Pursuant to an amendment dated May 30, 2018, caps on the spectrum that could be held by the resultant entity were relaxed. The extant rules and regulations applicable to significant market power the ("**SMP**") would also apply if the resultant entity becomes a SMP consequent to the merger of licenses in a service area.

Captive Non Public Network Guidelines

On June 27, 2022, DoT issued guidelines for Captive Non Public Networks providing for:

- TSPs with an access service license to provide private networks as a service to an Enterprise,
- TSPs with an access service license to establish isolated CNPN for Enterprise,
- Enterprises setting up CNPN to obtain spectrum on lease from TSPs to establish their own isolated network, and
- Enterprises setting up CNPN May obtain spectrum directly from DoT and establish their own isolated network.

The guidelines also laid down the eligibility, scope, area of operation and other associated conditions.

Guidelines for leasing spectrum to CNPN

On June 27, 2022, DoT also issued guidelines for leasing spectrum to CNPN licensee providing for an enterprise setting up a CNPN to obtain spectrum on lease from a TSP and other conditions including causing no interference to any public network or any other licensed user of spectrum.

Registration as Infrastructure Provider Category – I

Telecommunications infrastructure service providers are required to be registered with the DoT as an Infrastructure Provider Category I (the "**IP-I Provider**") and obtain a certificate in this regard from the DoT (the "**IP-I Registration Certificate**"). An IP-I Provider can provide infrastructure such as dark fibres, right of way, duct space and towers on lease, rent out or sale basis to the licensees of telecommunication services on mutually agreed terms, but in accordance with the terms and conditions set out in the IP-I Registration Certificate and the Revised Guidelines for Registration of Infrastructure Providers Category- I dated July 4, 2017 by the DoT (the "**IP-I Guidelines**").

On November 28, 2016, the DoT issued an order that the IP-I Providers are not permitted to own and share active infrastructure. The IP-I Provider can only install the active elements (limited to antenna, feeder cable, Node B, Radio Access Network (RAN) and transmission system only) on behalf of Telecom Licensees i.e., these elements should be owned by the companies who have been issued a license under Section 4 of Telegraph Act, 1885.

Pursuant to the amendment dated November 10, 2022, the DoT clarified that IP-I registration holders shall also share infrastructure such as dark fibres, duct space and mobile towers with the entities as may be specified by the Central Government in the interest of national security and public interest and as per terms and conditions which may be specific by the Central Government.

Infrastructure Sharing Guidelines

The DoT issued Guidelines for Infrastructure Sharing on April 1, 2008 (the "**Infrastructure Sharing Guidelines**") applicable to service providers and infrastructure providers. Under the Infrastructure Sharing Guidelines, IP-I Providers are permitted to seek sitting clearance from SACFA for erecting towers irrespective of whether the IP-I Providers have entered into agreements with licensed service providers. For setting up any wireless installations in India, clearance from the SACFA is required in respect of a fixed station and its antenna mast (cell sites).

Guidelines for Sharing of Access Spectrum by Access Service Providers (the "Spectrum Sharing Guidelines")

The DoT issued the Spectrum Sharing Guidelines dated September 24, 2015, pursuant to which two TSPs utilizing the spectrum in the same band were allowed to pool their respective spectrum holdings. On October 11, 2021, the Spectrum Sharing Guidelines were superseded whereby both licensees were allowed spectrum sharing in the same band. Prescribed limits for spectrum cap are applicable to both the licensees individually. Leasing of spectrum is not permitted under the Spectrum Sharing Guidelines. Spectrum sharing shall not attract any increase in the SUC rate. For spectrum cap limits, the spectrum holding of any licensee post sharing shall be counted after adding 50% of the spectrum held by the other licensee in the band being shared being added as the additional spectrum to the original spectrum held by the licensee in the band.

Guidelines for Trading of Access Spectrum by Access Service Providers (the "Spectrum Trading Guidelines")

The DoT issued the Spectrum Trading Guidelines dated October 12, 2015, pursuant to which one access service provider (the seller) was allowed to transfer the right to use the spectrum to another access service provider (the buyer). An access service provider is allowed to sell the spectrum through trading only after two years from the date of acquisition through auction or spectrum trading or administratively assigned spectrum converted to tradable spectrum. In case of administratively assigned spectrum converted to tradable spectrum after paying the prescribed market price, period of two years will be counted from the effective date of assignment of administrative spectrum. On August 1, 2023, trading guidelines were modified to permit leasing of spectrum only to Captive Non- Public Network (CNPN) licensee as per leasing guidelines dated June 27, 2022.

DoT instructions on verification of subscribers

The license lays down that the Licensee shall ensure adequate verification of every customer before enrolling him as a subscriber; instructions issued by the Licensor in this regard from time to time shall be scrupulously followed. In this regard, the principal instructions applicable today are the instructions of August 9, 2012which lay down the process for verification of new mobile subscribers. The guidelines, among other things, dealt with (i) subscriber activation process, (ii) activation of bulk, outstation, short time and foreign subscribers; and (iii) provided norms for change in name and address of subscribers. Various amendments have been issued by DoT from time to time in this regard including (i) re-verification of mobile subscribers, (ii) Aadhaar based verification, (iii) alternate Digital KYC Process, (iv) self KYC process, (v) discontinuation of paper-based KYC process, (vi) discontinuation of bulk connections and (vii) introduction of business connections.

National Frequency Allocation Plan, 2022 (the "NFAP 2022")

The NFAP is developed by the WPC in line with the Radio Regulations, an international treaty signed by India and member states of the International Telecommunication Union, which governs the use of radio-frequency spectrum and satellite-orbits (geostationary and non-geostationary) at the global level. The NFAP provides for a broad regulatory framework, identifying which frequency bands are available for cellular mobile service, Wi-Fi, sound and television broadcasting, radio navigation for aircrafts and ships, defense and security communications, disaster relief and emergency communications, satellite communications, satellite-broadcasting and amateur service. The current applicable document is NFAP 2022.

Telecommunication Interconnection Usage Charges Regulations

TRAI has issued the Telecommunication Interconnection Usage Charges Regulations, 2003, which are amended from time to time, to cover arrangements among service providers for payment of interconnection usage charges for telecommunication services, covering fixed, mobile services and long distance services (STD/ ISD) throughout the territory of India. The

Interconnection Usage Charges include charges such as termination charges, origination charges, carriage charges and transit charges. Since January 1, 2021, TRAI has moved to bill and keep for termination charges, and carriage charges are prescribed as a ceiling for domestic carriage charges and as a band/price range for international termination charges.

The Telecommunication Interconnection Regulations, 2018 (the "TIR Regulations")

The TIR Regulations consist of regulations on the important aspects of interconnection, including on, interconnection agreement, bank guarantee to be furnished for entering into an interconnection agreement, provisioning of initial interconnection and augmentation of ports at points of interconnection, interconnection charges, such as set-up charges and infrastructure charges, that may be mutually negotiated between service providers; disconnection of points of interconnection, and financial disincentive on interconnection matters.

Mobile Number Portability

On September 23, 2009, TRAI introduced the Telecommunication Mobile Number Portability Regulations, 2009 ("**MNP Regulations**"), which are amended from time to time. Under the MNP Regulations, subscribers are allowed to retain their mobile number while moving from one service provider to another. Porting was initially restricted within a given licensed service area, is now permitted across service areas. MNP is only applicable to cellular mobile telephone services.

Information Technology Act, 2000 (the "Information Technology Act")

Telecom licensees are also required to comply with the provisions of the Information Technology Act. The Information Technology Act also provides for civil and criminal liability including compensation, fines, and imprisonment for various offences. These include offences relating to unauthorized access to computer systems, damaging such systems or modifying their contents without authorization, unauthorized disclosure of confidential information and commission of fraudulent acts through computers.

In April 2011, the Ministry of Electronics and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (the "**IT Personal Data Protection Rules**") under Section 43A of the IT Act and notified the Information Technology (Intermediaries Guidelines) Rules, 2011 (the "**IT Intermediaries Rules**") under Section 79(2) of the Information Technology Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer, and protection of sensitive personal data. The IT Intermediaries Rules require persons receiving, storing, transmitting, or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediaries Rules and to disable such information after obtaining knowledge of it. Various amendments have been issued from time to time.

Digital Personal Data Protection ("DPDP") Act, 2023

On August 11, 2023, the Central Government published the DPDP Act for general information, to come into force on such date as the Central Government notifies in the Official Gazette.The Act provides for the processing of digital personal data in a manner that recognizes both the right of individuals to protect their personal data and the need to process such personal data for lawful purposes and for matters connected therewith or incidental thereto. The Act is based on the principles of consented, lawful and transparent use of personal data, purpose limitation, data minimization, data accuracy, storage limitation, reasonable security safeguards and accountability. The DPDP Act lays down the obligations of a data fiduciary, the rights and duties of a data principal, grievance redressal mechanism, setting up of a data protection board and penalties in respect of various breaches.

Foreign Investment Regulations

The Consolidated Foreign Direct Investment Policy of 2020 ("Consolidated FDI Policy")

Foreign investment in India is governed by the provisions of FEMA and FEMA Rules, along with the Consolidated FDI Policy issued by the DPIIT, from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. Under the current Consolidated FDI Policy (effective October 15, 2020) 100% foreign direct investment is permitted under the automatic route in the telecom sector. In terms of the SEBI Foreign Portfolio's Investors Regulations, the investment in Equity Shares by a single Foreign Portfolio Investor ("**FPI**") or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). For details relating to the current foreign investment limit applicable to the Company, see "*Government and Other Approvals*" beginning on page 649. For details on restrictions on foreign ownership of Indian securities by certain investors, see also "*Terms of the Offer*" beginning on page 668.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Birla Communications Limited', a public limited company under the Companies Act, 1956 with a certificate of incorporation issued by the Registrar of Companies, Maharashtra at Mumbai on March 14, 1995 and a certificate of commencement of business on August 11, 1995. Pursuant to a joint venture agreement dated December 5, 1995 between AT&T Corporation and Grasim Industries Limited, the name of our Company was changed to 'Birla AT&T Communications Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Maharashtra at Mumbai on May 30, 1996. The name of our Company was subsequently changed to 'Birla Tata AT&T Limited' and a fresh certificate of incorporation was issued by the RoC on November 6, 2001 pursuant to a shareholders agreement dated December 15, 2000 entered into between Grasim Industries Limited on behalf of the Aditya Birla group, Tata Industries Limited on behalf of the TATA Group and AT&T Wireless Services Inc. on behalf of the AWS Group which replaced the joint venture agreement between AT&T Corporation and Grasim Industries Limited. Further, pursuant to the introduction of the Idea brand, the name of our Company was changed to 'Idea Cellular Limited' and a fresh certificate of incorporation was issued by the RoC on May 1, 2002. Thereafter, pursuant to amalgamation of VMSL and Vodafone India with our Company, the name of our Company was changed to its present name 'Vodafone Idea Limited', and a fresh certificate of incorporation was issued by the RoC on August 31, 2018.

Changes in the registered office of our Company

Except as disclosed below, the registered office of our Company has not changed since incorporation:

Effective date of change	Details of change in the registered office	Reasons for change in the registered office
October 22, 1996	The registered office address of the Company was changed from Industry House, 1st Floor, 159 Church Gate Reclamation, Mumbai 400 020, Maharashtra to Suman Tower, Plot No. 18, Sector 11, Gandhinagar 382 011, Gujarat, India	For operational convenience

Main objects of our Company

The main objects of our Company as contained in its Memorandum of Association are:

1. "*To provide all or any of the following services namely: basic telephone services, cellular telephone services, unified access services (basic and cellular services), international long distance calling services, national long distance calling services, public mobile radio trunked services (PMRTS), global mobile personal communications services (GMPCS), V-SAT, electronic mail services, video text, voice mail services, data communication services, paging services, private switching network services, transmission network of all types, computer networks i.e. local area network, wide area network, multimedia services, intelligent network and other value-added services and do all activities for providing such services like excavation, construction, infrastructure fabrication, installation, commissioning and testing of equipment, marketing and selling.*

2. *To carry on the business of manufacture, assemble, buy, sell, import, export, service, repair or otherwise deal in all types of electronic equipment viz, electronic communication, teletext, televideo, microwave and facsimile equipment, telecommunication and telematics equipment, network switching equipment, network communication equipment, all sorts of electrical and electronic wireless sets, high frequency apparatus, radar equipment, sonars, oscilloscopes of all kinds and description, electronic and electrical products, industrial electronics, software procedures, peripheral products, modules, instruments, hardware and software system, all kinds of solid state devices, control system and allied equipment, aerospace and defense electronics, entertainment electronics, household electronics and such other electronic equipment gadget items which may be developed and introduced in India and elsewhere.*

3. *To carry on the business of manufacture, improve, assemble, prepare, design, develop and install equipment, fabrication repair, anything and everything in electronics, telephone networks, cellular mobile network systems, paging systems, electronic mail, voice mail, data communications, electric gadgets and appliances, measuring and testing instruments, components, accessories and spares for control engineering, communication, defense and computer data processing application that may be developed by invention, experiment and research.*

3.(a) *To carry on the business of internet service and broadband service provider and to provide, render or make available and operate, sell, export, import, trade, maintain, improve, repair, service, research, develop all kinds of internet services including internet telephony, voice over internet protocol, fax over internet protocol, voice messaging applications and services in respect of and relating to bandwidth, hosting of websites, information technology and telecommunications or wireless communications through internet or any other electronic media and deal or trade in accessories, assemblies, apparatus, spares, hardware and software for internet services."*

The main objects, as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

Amendments to our Memorandum of Association in the last 10 years

Except as stated below, our Memorandum of Association has not been amended in the last 10 years preceding the date of this Red Herring Prospectus*:

Date of Shareholders' resolution	Particulars
June 26, 2018	The name of our Company was changed from "Idea Cellular Limited" to "Vodafone Idea Limited"
August 31, 2018[#]	The Memorandum of Association was amended to reflect the increase in authorised share capital of our Company i.e. ₹ 302,930,020,000 divided into 28,793,002,000 Equity Shares of ₹10 each and 1,500 redeemable cumulative non-convertible preference shares of ₹ 10,000,000 each (i) as per the terms of the scheme of amalgamation of Vodafone India Limited and Vodafone Mobile Services Limited with our Company that was approved by the NCLT (Ahmedabad bench) pursuant to its order dated January 11, 2018 and by the NCLT (Mumbai bench) pursuant to its orders dated December 21, 2017 (pronounced on January 19, 2018) and August 30, 2018 (the "**Merger**") and filed with the RoC and (ii) as reflected in our Memorandum of Association and records, consequent to the Merger.
August 27, 2019	Clause V of the memorandum of association was amended to reflect the change in authorised share capital of the Company. The authorised share capital of the Company increased from ₹ 302,930,020,000 divided into 28,793,002,000 Equity Shares of ₹10 each and 1,500 redeemable cumulative non-convertible preference shares of ₹ 10,000,000 each to ₹500,000,000,000 divided into ₹48,500,000,000 Equity Shares of ₹10 each and 1,500 redeemable cumulative non-convertible preference shares of ₹10,000,000.
March 26, 2022	Clause V of the memorandum of association was amended to reflect the change in authorised share capital of the Company. The authorised share capital of the Company increased from ₹500,000,000,000 divided into ₹48,500,000,000 Equity Shares of ₹10 each and 1,500 redeemable cumulative non-convertible preference shares of ₹10,000,000 to ₹ 750,000,000,000 divided into 70,000,000,000 Equity Shares of ₹ 10 each and 5,000,000,000 preference shares of ₹ 10 each. The Memorandum of Association was amended to reflect the issuance of securities up to an aggregate amount of ₹ 100,000 million at a face value of ₹ 10 each.

[#] *Pursuant to scheme of amalgamation of Vodafone India Limited and Vodafone Mobile Services Limited that was approved by the NCLT (Ahmedabad bench) pursuant to its order dated January 11, 2018 and by the NCLT (Mumbai bench) pursuant to its orders dated December 21, 2017 (pronounced on January 19, 2018) and August 30, 2018 (the "Merger") and filed with the RoC on August 31, 2018.*

**Our Board has, its meeting held on April 6, 2024, approved an increase in the authorised share capital of our Company from ₹750,000 million (comprising of 70,000,000,000 Equity Shares of face value of ₹10 each and 5,000,000,000 Preference Shares of face value of ₹10 each) to ₹1,000,000 million (comprising of 95,000,000,000 Equity Shares of face value of ₹10 each and 5,000,000,000 Preference Shares of face value of ₹10 each). The proposed increase in authorised share capital is subject to the approval of our Shareholders.*

Major events and milestones

The table below sets forth some of the major events and milestones of our Company:

Calendar year	Milestone
1995	• Incorporated as Birla Communications Limited • Obtained CMTS licenses for providing services in the Gujarat and Maharashtra circles
1996	Changed name to Birla AT&T Communications Limited
1997	Commenced commercial operations in the Gujarat and Maharashtra service areas
2000	Merger of Tata Cellular Limited with the Company, thereby acquiring original license for the Andhra Pradesh Circle
2001	• Acquired RPG Cellcom Limited and consequently the license for the Madhya Pradesh • Changed name to Birla Tata AT&T Limited • Obtained CMTS license for providing services in the Delhi circle
2002	• Changed name to Idea Cellular Limited and developed the "Idea" brand name • Commenced commercial operations in Delhi circle
2004	• Acquired Escotel Mobile Communications Limited • First cellular operator in India to commercially launch EDGE services
2006	• Became part of the Aditya Birla group subsequent to the TATA group transferring its entire shareholding in the Company to the Aditya Birla group • Acquired Escorts Telecommunications Limited • Obtained UASL for the Mumbai and Bihar circles
2007	Initial public offering by the Company
2008	• Obtained UASL for nine service areas • Acquired Spice Communications Limited with licences for operating service areas of Punjab and Karnataka • Preferential allotment of Equity Shares to TMI Mauritius Ltd., an affiliate of Axiata Group, aggregating to approximately ₹72,945 million
2009	Became a pan-India operator
2010	Allotted 3G spectrum in 11 service areas in India
2011	Launched 3G services in 20 service areas through combination of home network and roaming arrangements
2012	Launched ISP services
2014	• Completed 'Qualified Institutions Placement' (QIP), aggregating to ₹ 30,000 million • Preferential allotment of Equity Shares to Axiata Investments 2 (India) Limited, an affiliate of Axiata Group aggregating to ₹7,500 million
2015	Launched 4G services in 4 southern circles in December 2015.
2016	Expanded 4G services to 10 service areas

Calendar year	Milestone
2018	• Preferential allotment to Promoters and Promoter Group aggregating to ₹32,500 million • Completed 'Qualified Institutions Placement' (QIP), aggregating to ₹35,000 million • Completed the merger of Vodafone India and VMSL with our Company • Name of the Company was changed from 'Idea Cellular Limited' to 'Vodafone Idea Limited'
2019	• Completed a rights issue for an amount aggregating to ₹249,998 million • Demerger and transfer of fibre undertaking held by the Company to our Company's wholly owned subsidiary • Orders from Supreme Court to our Company and other telecom companies to pay AGR dues
2020	• Sold 11.15% stake in Indus Towers Limited at a consideration of ₹37,642 million, pursuant to merger of Indus Towers Limited with Bharti Infratel Limited • Launch of new unified 'Vi' Brand
2021	• Acquired 23.6 MHz spectrum in 900 and 1800 MHz in certain service areas for aggregate value of ₹19,934 million • Announcement of Telecom Reforms Package by the Government of India for the telecom sector addressing the structural, procedural and liquidity issues, arising due to the AGR judgment
2022	• Preferential allotment to our Promoters and Promoter Group for an amount aggregating to ₹45,000 million • Acquired 6,237 MHz spectrum across 2,100 MHz, 2,500 MHz, 3,300 MHz and 26 GHz in the 5 Spectrum Auction for an aggregate value of ₹187,836 million • Preferential allotment of convertible warrants to our Promoter for an amount aggregating to ₹4,362 million
2023	• Conversion of convertible warrants issued to our Promoter to equity shares for an amount aggregating to ₹4,362 million • Issuance of OCDs to ATC Telecom Infrastructure Private Limited for an amount aggregating to ₹16,000 million • Issued equity shares aggregating to ₹161,332 million representing 33.1% of equity capital of the Company to Government of India pursuant to conversion of loan representing NPV of the interest related to deferment of spectrum auction instalments and AGR dues into equity shares

Key awards, accreditations or recognitions

Set out below are certain key awards, accreditations and recognitions received by our Company:

Calendar year	Award
2021	• Vi was awarded the Ookla Speed Test Award for being the fastest mobile network for the quarters Q1 and Q2 of the Financial Year 2021
2022	• Vi Business was awarded the '2022 Indian Session Initiation Protocol (SIP) Trunking Technology Innovation Leadership Award' and 'Indian Cellular IoT Connectivity Service Provider Company of the Year Award' at the Frost & Sullivan Awards • Vi was ranked amongst the 100 Best in 2022 Avtar & Seramount Best Companies for Women in India • Vi won multiple recognition at CIO Choice 2022 under various categories • Vi won the Voice & Data Excellence Awards 2022 in categories – security, innovation, IoT/AI, CSR – HSW training
2023	• Vi Business won multiple recognition at the Voice & Data Excellence Awards 2023 under the Enterprise Business Solutions category • Vi Business won multiple recognition at the CIO Choice Awards 2023 under various categories • Vi won CX Awards 2023 for 'Best Customer Experience Team of the Year' • Vi won a recognition at the ET Brand Equity – India DigiPlus Awards 2023 • Vi won multiple recognition at afaqs! Marketers' Xcellence Awards2023 • Vi won multiple recognition at afaqs! Brand Storyz Awards 2023 • Vi was awarded with '2023 Technology Innovation Leadership Award' for being identified as best in class in the Indian session initiation protocol trunking industry by Frost & Sullivan • Vi was awarded with '2023 Enabling Technology Leadership Award' for being identified as best in class in the Indian smart mobility solutions industry by Frost & Sullivan • Vi was awarded the best social media brand in the telecom domain by Mad Over Marketing • Vi was awarded for the best use of memes by Mad Over Marketing • Vi was awarded a silver recognition for best digital innovation at the e4m Indian Digital Marketing Awards, 2023
2024	• Vi won multiple recognition at CIO Choice 2024 under 'Cloud Telephony', 'Digital Transformation Enabler', 'IoT', 'Rich Business Messaging', 'SD-WAN Services', 'Telecom Carrier (International Access)' and 'Telecom Carrier (Mobile Access)' categories • Vi was ranked amongst the 100 Best in 2024 Avtar & Seramount Best Companies for Women in India

Corporate profile

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, technology, and managerial competence, see *"Our Business", "Our Management", "Management's Discussion and Analysis of Financial Condition and Results of Operations"* and "*Risk Factors"* on pages 124, 161, 577 and 23, respectively.

Time and cost overrun

Our Company has not experienced any time or cost overrun in relation to any projects.

Defaults or re-scheduling/restructuring of borrowings with financial institutions and banks

Our Company has not defaulted on repayment of any loan availed from any banks or financial institutions. Further, the tenure of repayment of any loan availed by our Company from banks or financial institutions has not been rescheduled or restructured, except as disclosed below.

Pursuant to the RBI notifications dated March 27, 2020, and May 23, 2020, for banks to grant a moratorium of six months to the borrowers in respect of principal and interest payments falling due between March 1, 2020 and August 31, 2020, the Company exercised the following:

- In respect of a term loan from Punjab National Bank, the bank had granted an option of converting the interest accrued during moratorium period as principal. Our Company availed this option due to which interest amounting to ₹1,397 million has been capitalized and will be repaid along with the last instalment due on June 30, 2026.

- In respect of term loan from State Bank of India, principal payment of ₹625 million was due for payment on June 30, 2020. The bank has granted deferment of the loan repayment schedule by three months and accordingly, the amount due on June 30, 2020, was repaid on September 30, 2020.

Significant financial and strategic partnerships

As on the date of this Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/facility creation, location of our manufacturing facilities, to the extent applicable, see *"- Major events and milestones"* above and "*Our Business*" on pages 146 and 125, respectively.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as disclosed under "– *Summary of Key Agreement*" and as disclosed below, our Company has not acquired any business or undertaking and has not undertaken any merger, amalgamation or revaluation of assets in the last 10 years.

1. Fibre Demerger Scheme between our Company and Vodafone Towers Limited (now Vodafone Idea Telecom Infrastructure Limited)

Pursuant to a resolution dated November 14, 2018, our Board approved a scheme of arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act between our Company and its wholly owned subsidiary, Vodafone Towers Limited ("**VTL**"), for the transfer of the fibre infrastructure undertaking of our Company to VTL, by way of a demerger, on a going concern basis. The objective of the scheme of amalgamation was to restructure our Company's business by divesting the fibre infrastructure undertaking into a separate legal entity with dedicated focus on the fibre infrastructure business to achieve greater infrastructure sharing, operational efficiency and cost optimization. No shares were issued by VTL in consideration of the proposed scheme, accordingly there was no change of shareholding contemplated pursuant to the scheme. The said scheme of arrangement was approved by the Ahmedabad Bench of the NCLT vide its order pronounced on September 18, 2019 and effective from October 15, 2019.

2. Amalgamation of Aditya Birla Telecom Limited with and into our Company

Pursuant to the scheme of amalgamation under Sections 230 to 232 of the Companies Act among Aditya Birla Telecom Limited (a former subsidiary of our Company) ("**ABTL**") and our Company (the "**ABTL Scheme**"), the entire undertakings of ABTL, including its assets, liabilities, lease and licenses, contracts, government approvals, litigation and employees, intellectual property, were transferred to and vested in our Company, on a going- concern basis and ABTL was dissolved without the process of winding up. The ABTL Scheme was approved by the NCLT, Ahmedabad Bench pursuant to an order dated November 13, 2018 (the "**NCLT Order**"). The appointed date of the ABTL Scheme was April 1, 2018 and the effective date of the ABTL Scheme was November 30, 2018.

The ABTL Scheme was undertaken to enable our Company to, *inter-alia*, simplify our corporate structure, strengthen the financial position and ability of our Company, eliminate the duplication in administrative cost, better and economical management and control over the running of business of our Subsidiaries and creation of better synergies and optimal utilization of resources for obtaining economies of scale.

3. Amalgamation of Vodafone India and VMSL with and into our Company

Pursuant to the composite scheme of amalgamation and arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act among our Company, Vodafone India and VMSL and their respective shareholders and creditors, the entire undertaking (other than certain assets specified in the scheme) of VMSL and Vodafone India, including, *inter-alia,* their business, assets, licenses, spectrum and entitlements thereto, employees, contracts, properties, legal proceedings, investments and liabilities were transferred and vested in our Company, on a going-concern basis and VMSL and Vodafone India were dissolved without the process of winding up. The Merger was approved by the NCLT (Ahmedabad bench) pursuant to its order dated January 11, 2018 and the NCLT (Mumbai bench) pursuant to its orders dated December 21, 2017 (pronounced on January 19, 2018) and August 30, 2018. The effective date of the Merger was August 31, 2018.

The Merger was undertaken to consolidate the telecommunications businesses of VMSL, Vodafone India and our Company resulting in a single company for, *inter-alia*, combining synergies in operational processes and logistics alignment, higher spectrum availability and larger single radio access network deployment coupled with re-deployment of overlapping equipment from rationalized sites resulting in lower capital expenditure and take advantage of the combined resources of the parties to the Merger.

Accordingly, the following steps were taken as part of the Merger: (i) amalgamation of VMSL into and with our Company; (ii) transfer of the authorized share capital of VMSL to our Company and the consequential increase in the authorised share capital of our Company; (iii) issue and allotment of 3,893,927,522 Equity Shares to Vodafone India as the shareholder of VMSL; (iv) dissolution of VMSL without winding-up; (v) amalgamation of Vodafone India into and with our Company; (vi) transfer of the authorized share capital of Vodafone India to our Company and consequential increase in the authorized share capital of our Company to ₹302,930,020,000 comprising 28,793,002,000 Equity Shares and 1,500 redeemable cumulative non-convertible preference shares of ₹10,000,000 each; (vii) cancellation of Equity Shares issued by our Company to Vodafone India pursuant to the step outlined in (iii) above; (viii) issue and allotment of 4,375,199,464 Equity Shares to the shareholders of Vodafone India; and (ix) dissolution of Vodafone India without winding-up. In addition, pursuant to the terms of the Merger, 70,000,000 Equity Shares and 349,623,009 Equity Shares were transferred by Euro Pacific Securities Ltd to Birla TMT Holdings Private Limited and IGH Holdings Private Limited, respectively, as part of the Merger. For further details of such allotment, see *"Capital Structure – Notes to Capital Structure – Share Capital History – History of Equity Share capital of our Company"* on page 64.

4. Amalgamation of Vodafone India Digital Limited and Idea Telesystems Limited with and into our Company

Pursuant to the scheme of amalgamation under Sections 230 to 232 of the Companies Act among Vodafone India Digital Limited ("**VIDL**") and Idea Telesystems Limited ("**ITL**") and our Company (the "**VIDL-ITL Scheme**"), the entire undertakings of VIDL and ITL, including its assets, liabilities, lease and licenses, contracts, government approvals, litigation and employees, intellectual property, were transferred to and vested in our Company, on a going- concern basis and VIDL and ITL was dissolved without the process of winding up. The VIDL-ITL Scheme was approved by the NCLT, Ahmedabad Bench pursuant to an order dated February 18, 2020 (the "**NCLT Orders**"). The appointed date of the VIDL-ITL Scheme was April 1, 2019 and the effective date of the VIDL-ITL Scheme was March 1, 2020.

The VIDL-ITL Scheme was undertaken to enable our Company to, *inter-alia*, simplify our corporate structure, eliminate the duplication in administrative cost, better and economical management and control over the running of business of our Subsidiaries and creation of better synergies and optimal utilization of resources for obtaining economies of scale.

5. Amalgamation of Connect (India) Mobile Technologies Private Limited ("CIMTPL") with and into Vodafone Idea Communication Systems Limited ("VICSL")

Pursuant to the scheme of amalgamation under Sections 230 to 232 of the Companies Act of Connect (India) Mobile Technologies Private Limited ("**CIMTPL**"), a wholly owned subsidiary of Vodafone Idea Communication Systems Limited ("**VICSL**") with VICSL (the "**CIMTPL Scheme**"), the entire undertakings of CIMTPL, including its assets, liabilities, lease and licenses, contracts, government approvals, litigation and employees, intellectual property, were transferred to and vested in VICSL, on a going-concern basis and CIMTPL was dissolved without the process of winding up. The CIMTPL Scheme was approved by the NCLT, Ahmedabad Bench pursuant to an order dated December 22, 2022 and a certified true copy of the said order was received on January 3, 2023 which was filed with the Registrar of Companies, Ahmedabad, on January 31, 2023, thereby making the Scheme effective from January 31, 2023.

The CIMTPL Scheme was undertaken to enable VICSL to, *inter-alia*, simplify our corporate structure, eliminate the duplication in administrative cost, better and economical management and control over the running of business of our Subsidiaries and creation of better synergies and optimal utilization of resources for obtaining economies of scale.

6. Amalgamation of YOU System Integration Private Limited ("YSIPL") with and into YOU Broadband India Limited ("YBIL")

Pursuant to the scheme of amalgamation under Sections 230 to 232 of the Companies Act between YOU System Integration Private Limited ("**YSIPL**"), a wholly owned subsidiary of YOU Broadband India Limited ("**YBIL**") with YBIL, (the "**YSIPL Scheme**"), the entire undertakings of YSIPL, including its assets, liabilities, lease and licenses, contracts, government approvals, litigation and employees, intellectual property, were transferred to and vested in YBIL, on a going-concern basis and YSIPL was dissolved without the process of winding up. The YSIPL Scheme was approved by the NCLT, Mumbai Bench pursuant to an order dated January 25, 2021 and a certified true copy of the said order was received on March 12, 2021 which was filed with the Registrar of Companies, Mumbai, on March 15, 2021, thereby making the Scheme effective from March 15, 2021.

The YSIPL Scheme was undertaken to enable YBIL to, *inter-alia*, simplify our corporate structure, eliminate the duplication in administrative cost, better and economical management and control over the running of business of our Subsidiaries and creation of better synergies and optimal utilization of resources for obtaining economies of scale.

7. Divestment of 11.15% stake in Indus Towers Limited

Indus Towers Ltd. (Indus), was a joint venture between the Company, Bharti Infratel Ltd. (Bharti Infratel) and Vodafone group and our Company held 11.15% stake in Indus. On April 25, 2018, the merger of Bharti Infratel and Indus Towers was announced to create a listed Pan-India Tower Company. During the Financial Year 2020-21, the scheme of amalgamation and arrangement between Bharti Infratel and Indus became effective from November 19, 2020. Indus was dissolved without being wound up and got merged with Bharti Infratel Limited on a going concern basis and the name of the merged entity was named as "Indus Towers Limited". Our Company has sold its 11.15% stake in Indus on completion of the merger for a cash consideration of ₹37,642 million.

8. Sale of towers to ATC Telecom Infrastructure Private Limited

Our Company entered into a share purchase agreement dated November 13, 2017 with ATC Telecom Infrastructure Private Limited ("**ATC**"), (a subsidiary of American Tower Corporation) and Idea Cellular Infrastructure Services Limited ("**ICISL**") for sale of our Company's standalone tower business held through ICISL (the then wholly-owned subsidiary of our Company). Pursuant to completion of the transaction, our Company divested its entire shareholding in ICISL comprising 60,000 equity shares of ₹10 each to ATC for an enterprise value of ₹40,000.00 million.

9. Amalgamation of Idea Mobile Commerce Services Limited with and into Aditya Birla Idea Payments Bank Limited

Pursuant to the scheme of amalgamation under Sections 391 to 394 of the Companies Act, 1956 among Idea Mobile Commerce Services Limited ("**IMCSL**") and Aditya Birla Idea Payments Bank Limited ("**ABIPBL**") (the "**IMCSL Scheme**"), the entire undertakings of IMCSL, including its assets, liabilities, permits, licenses, contracts, intellectual property rights, legal and other proceedings, debt and employees, subject to any charges, liens, encumbrances and obligations, were transferred to and vested in ABIPBL, on a going concern basis. The IMCSL Scheme was approved by the High Court of Bombay and the High Court of Delhi pursuant to the orders dated December 9, 2016 and January 3, 2017, respectively. The appointed date of the IMCSL Scheme was August 1, 2016 and the effective date of the IMCSL Scheme was February 22, 2018.

The IMCSL Scheme was undertaken to comply with the directions of the RBI, requiring the prepaid instrument business and the payments bank business of the promoter or promoter group to be transferred to a single entity before commencement of banking business of ABIPBL.

As consideration for the transfer of the undertakings of IMCSL, ABIPBL issued and allotted 116,522 fully paid-up equity shares for every 100,000 existing equity shares held in IMCSL.

10. Business transfer agreement between our Company and Idea Cellular Infrastructure Services Limited ("ICISL")

Our Company entered into a business transfer agreement dated July 25, 2016 with ICISL (the "**ICISL BTA**") pursuant to which the business of our Company relating to owning, provisioning, sharing, maintaining and operating the tower infrastructure, including among others, telecom towers and other ancillary assets such as shelters, diesel generator sets, air conditioners and associated electrical and civil works utilized in connection with the towers, were transferred to ICISL, on a going concern basis.

The ICISL BTA was also executed to consolidate our business of providing tower infrastructure services through approximately 7,997 telecom towers (as of April 28, 2016) that we owned and operated across India (the "**Tower Infrastructure Undertaking**"), with ICISL. ICISL at the time was engaged in the business of providing passive infrastructure services mainly in Bihar and Orissa service areas.

As consideration for the transfer of our Tower Infrastructure Undertaking, ICISL issued 10,000 equity shares to our Company.

Shareholders' Agreements and Other Agreements

Key terms of subsisting shareholders' agreements

*(a) Shareholders' agreement dated March 20, 2017, as amended on August 30, 2018, and amended and restated on May 3, 2019 and further amended on January 11, 2022 (the "**2017 SHA**") entered by and among (i) our Company, (ii) the Vodafone Group Shareholders (i.e., Al-Amin Investments Ltd., Asian Telecommunication Investments (Mauritius) Ltd., CCII (Mauritius), Inc., Euro Pacific Securities Ltd., Vodafone Telecommunications (India) Ltd., Mobilvest, Prime Metals Ltd., Trans Crystal Ltd., Omega Telecom Holdings Private Limited, Telecom Investments India Private Limited*

(now merged into and with Omega Telecom Holdings Private Limited), Jaykay Finholding (India) Private Limited (now merged into and with Omega Telecom Holdings Private Limited) and Usha Martin Telematics Limited), (iii) the ICL Group Shareholders (i.e., Grasim Industries Limited, Hindalco Industries Limited, Birla TMT Holdings Private Limited, Pilani Investment and Industries Corporation Limited, Aditya Birla Nuvo Limited (which has now merged into and with Grasim Industries Limited), Elaine Investments Pte Ltd, Oriana Investments Pte Ltd and IGH Holdings Private Limited), (iv) Mr. Kumar Mangalam Birla and (v) Vodafone International Holdings B.V.

The 2017 SHA sets out the terms and conditions for governing the relationship among the parties to the agreement in connection with the business and management of our Company. The 2017 SHA came into effect on August 31, 2018, *i.e.*, the date on which the Merger became effective.

Certain key terms of the 2017 SHA are set out below:

Board composition: Under the 2017 SHA, our Board is required to consist of 12 Directors, including a chairperson who will not have a casting vote. Each of the ICL Group Shareholders and the Vodafone Group Shareholders have the right to nominate three directors on our Board and nominate persons from among whom three independent directors are required to be appointed. The ICL Group Shareholders have the right to appoint the group chairperson of the ICL Group (or his successor) as the chairperson of our Board. One nominee Director of each of the ICL Group Shareholders and the Vodafone Group Shareholders is required for purposes of quorum at board meetings. The ICL Group Shareholders and the Vodafone Group Shareholders shall have the same rights in relation to the conduct of meetings, , quorum and manner of approval of business of the committees of the Board as applicable to the Board.

Key Employees: The appointments of the chief executive officer and the chief operating officer of the Company are subject to approval of both the ICL Group Shareholders and the Vodafone Group Shareholders; however, such officers can be removed by either party, upon giving written notice to the other party. The Vodafone Group Shareholders have the right to appoint or remove the chief financial officer of our Company by giving notice to the ICL Group Shareholders and our Company.

Reserved Matters: Under the 2017 SHA, certain matters relating to our Company are subject to the affirmative consent of the ICL Group Shareholders and the Vodafone Group Shareholders, including, *inter-alia*, (a) any amendments to the constitutional documents of our Company; (b) the redemption, reduction or buy-back of any share capital of our Company; (c) the issue or allotment of any share capital of our Company, subject to certain exceptions; (d) any amalgamation, merger, demerger, reorganization or restructuring of our Company; (e) entry into any partnerships, joint ventures or profit sharing agreements other than in the ordinary course of business; (f) entering into any related party transactions the aggregate value of which exceeds ₹250 million in aggregate; and (g) incurring any financial indebtedness which exceeds ₹70 billion. Accordingly, in respect of any reserved matters placed before the Board, the affirmative vote of at least one nominee Director of each of the ICL Group Shareholders and the Vodafone Group Shareholders is required and in respect of matters placed before the shareholders at a general meeting, the affirmative vote of all the ICL Group Shareholders and the Vodafone Group Shareholders is required. In case a reserved matter is not approved at two consecutive board meetings/circular resolutions, then a deadlock shall be resolved in accordance with the procedure set out in the 2017SHA.

Certain other matters: Under the 2017 SHA, the parties have also agreed to certain funding and shareholding equalization mechanisms and share transfer restrictions.

Certain shareholder rights of the ICL Group Shareholders and the Vodafone Group Shareholders under the 2017 SHA will fall away if: (a) their respective shareholding falls below 13% of the equity share capital of our Company (determined in accordance with the 2017 SHA); and (b) no agreement is reached among the parties or the breach of the 13% shareholding requirement is not cured within 90 days.

For details on certain provisions of the 2017 SHA forming part of our Articles of Association, see also "*Main Provisions of Articles of Association*" on page 691.

In addition to the 2017 SHA, an implementation agreement dated March 20, 2017, as amended (the "**Implementation Agreement**") was executed among our Company, erstwhile Vodafone India Limited, erstwhile VMSL, Mr. Kumar Mangalam Birla, the ICL Promoters (as defined in the Implementation Agreement), the Vodafone Group Shareholders and VIBHV, to set out the terms and conditions for the Merger. Key subsisting obligations under the Implementation Agreement include reciprocal indemnification provisions for breach of representations, warranties and covenants (the representations and warranties are subject to time and monetary limitations) and a mechanism for settlement of liabilities relating to tax, regulatory and certain specified miscellaneous matters which existed as of a specified date prior to completion of the Merger.

Further, an agreement dated August 30, 2018, (as amended on April 28, 2021), was entered into by our Company with Vodafone Group Services Limited and agreement dated August 29, 2018 (as amended on April 22, 2021) was entered into by our Company with Aditya Birla Management Corporation Private Limited ("**ABMCPL**"), respectively, which set out the terms and conditions on which Vodafone Group Services Limited and Aditya Birla Management Corporation Private Limited will provide certain services, facilities and resources, including technical and logistical support to our Company for specified fees. The agreement with Vodafone Group Services Limited will remain valid until terminated in accordance with its terms. The Company and ABMCPL agreed to terminate the services of ABMCPL under aforesaid agreement with effect from October 1, 2020.

*(b) Shareholders Agreement dated October 25, 2013 (the "**FireFly SHA**") entered by and among erstwhile Vodafone West Limited ("**VWL**") and Bharti Airtel Limited ("**BAL**")**

The FireFly SHA sets out the terms and conditions for governing the relationship among the parties to the agreement in connection with the business and management of the joint venture company, FireFly. The FireFly SHA came into effect on October 25, 2013. Pursuant to the FireFly SHA, VWL and BAL agreed to establish an independently managed joint venture company to conduct the business of site acquisition, installation, commission, operations and maintenance of infrastructure at such sites located in public places, that offer connectivity over Wi-Fi network where the appropriate infrastructure has been installed and commissioned and are available to take data traffic, in accordance with the FireFly SHA.

VWL subsequently amalgamated into VMSL, and accordingly VMSL assumed the rights and obligations of VWL under the Firefly SHA. Such rights and obligations accrued to our Company upon the completion of the Merger. Under the FireFly SHA, each of our Company and BAL have the right to nominate three directors each to the board of Firefly. The FireFly SHA also includes certain reserved matters in connection with the business, operations and management of FireFly, as well as certain funding and share transfer restrictions. In the event if either our Company or BAL cease to hold directly or indirectly at least 10% shareholding in FireFly, then at the option of the other shareholder the FireFly SHA shall cease to have effect in relation to such shareholder, except for the obligations that survive the termination of the FireFly SHA.

[*]Our Company has entered into a share purchase agreement dated November 4, 2023 with Manipura Digital Infrastructure OPCO Pte. Ltd. for transfer of Company's entire shareholding in Firefly, subject to completion of closing conditions, post which FireFly shall cease to be a joint venture of the Company.

Summary of key agreements

Except as set out above, there are no other arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, any agreements between our Company, our Promoters and our Shareholders, agreements of like nature and clauses/ covenants which are material to our Company. There are no other clauses/ covenants that are adverse or prejudicial to the interest of the minority and public shareholders of our Company.

Further, except as set out above, there are no subsisting material agreements (other than the ones set out below), including with strategic partners, joint venture partners and/or financial partners, entered into by our Company other than in the ordinary course of business.

Details of guarantees given to third parties by the Promoters offering the Equity Shares in Offer

Our Promoters are not offering any Equity Shares in the Offer.

Agreements with Key Managerial Personnel, Directors, Promoters or any other employee

As on the date of this Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Our holding company

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries

As on the date of this Red Herring Prospectus, our Company has nine Subsidiaries, including three Material Subsidiaries.

Our Material Subsidiaries

1. ***Vodafone Idea Shared Services Limited*** ("**VISSL**")

Corporate Information

VISSL was incorporated as a public limited company on October 29, 2016, under the Companies Act, 2013, as Vodafone India Ventures Limited, pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra at Mumbai. The name was subsequently changed to Vodafone Idea Shared Services Limited, pursuant to a certificate of incorporation pursuant to change of name dated August 29, 2019 issued by the Registrar of Companies, Maharashtra at Mumbai. Its registered office is currently located at 10th Floor, Birla Centurion, Century Mills Compound Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra 400 030, India. Its corporate identification number is U64204MH2016PLC287257.

Nature of Business

VISSL is engaged in the business of outsourcing hub for finance and accounts, human resources, supply chain management, credit and collection support, customer support and catering to the information technology needs for data consolidation, back end IT support for the Company and its subsidiaries.

Capital Structure

The details of share capital of VISSL as on the date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
5,000,000 equity shares of ₹ 10 each	50,000,000
Issued, subscribed and paid-up share capital	
2,000,000 equity shares of ₹ 10 each	20,000,000

Shareholding Pattern

The shareholding pattern of VISSL is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1.	Vodafone Idea Limited	1,999,994	99.99
2.	Vodafone Idea Technology Solutions Limited*	1	Negligible
3.	Vodafone Idea Telecom Infrastructure Limited*	1	Negligible
4.	Vodafone Idea Business Services Limited*	1	Negligible
5.	Suvamoy Roy Choudhury*	1	Negligible
6.	Akshaya Moondra*	1	Negligible
7.	Pankaj Kapdeo*	1	Negligible
	Total	**2,000,000**	**100.00**

** Vodafone Idea Technology Solutions Limited, Vodafone Idea Telecom Infrastructure Limited, Vodafone Idea Business Services Limited, Suvamoy Roy Choudhury, Akshaya Moondra and Pankaj Kapdeo are holding shares as nominees of our Company*

2. ***Vodafone Idea Communications Systems Limited** (“**VICSL**”)*

Corporate Information

VICSL was incorporated as a private limited company on June 12, 2008, under the Companies Act, 1956 as Mobile Commerce Solutions Private Limited. Pursuant to certificate of incorporation issued by the Registrar of Companies, Maharashtra at Mumbai on March 20, 2010, it was converted into public limited company under the Companies Act, 1956 and its name was changed to Mobile Commerce Solutions Limited. Subsequently, pursuant to certificate of incorporation dated June 20, 2019 issued by the Registrar of Companies, Maharashtra at Mumbai, its name was changed to Vodafone Idea Communication Systems Limited. The registered office of VICSL was shifted from Maharashtra to Gujarat on September 9, 2021. Its registered office is currently located at 2nd Floor, Block-A, Vodafone House, Corporate Road Prahlad Nagar, off S G highway, Ahmedabad, Gujarat 380 051, India. Its corporate identification number is U74900GJ2008PLC125479.

Nature of Business

VICSL is engaged in the business of trading of mobile handsets, data card and related accessories and services.

Capital Structure

The details of the share capital of VICSL as on the date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
650,000,000 equity shares of ₹ 10 each	6,500,000,000
Issued, subscribed and paid-up share capital	
405,263,153 equity shares of ₹ 10 each	4,052,631,530

Shareholding Pattern

The shareholding pattern of VICSL is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1.	Vodafone Idea Limited	405,263,147	99.99
2.	Vodafone Idea Business Services Limited*	1	Negligible
3.	Vodafone Idea Telecom Infrastructure Limited*	1	Negligible
4.	Suvamoy Roy Choudhury*	1	Negligible
5.	Vineet Choraria*	1	Negligible
6.	Akshaya Moondra*	1	Negligible
7.	Pankaj Kapdeo*	1	Negligible
	Total	**405,263,153**	**100.00**

** Vodafone Idea Business Services Limited, Vodafone Idea Telecom Infrastructure Limited, Suvamoy Roy Choudhury, Vineet Choraria, Akshaya Moondra and Pankaj Kapdeo are holding shares as nominees of our Company*

3. ***Vodafone Idea Manpower Services Limited*** (“**VIMSL**”)

Corporate Information

VIMSL was incorporated as a public limited company on October 3, 2007, under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Gujarat at Dadra and Nagar Havelli. Its registered office is currently located at Suman Tower Plot no. 18, Sector no.11, Gandhinagar, Gujarat 382 011, India. Its corporate identification number is U74140GJ2007PLC051881.

Nature of Business

VIMSL is engaged in the business of providing manpower services inter-alia for support of back office and marketing filed of work to the Company.

Capital Structure

The details of the share capital of VIMSL as on the date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
2,000,000 equity shares of ₹ 10 each	20,000,000
Issued, subscribed and paid-up share capital	
50,000 equity shares of ₹ 10 each	500,000

Shareholding Pattern

The shareholding pattern of VIMSL is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1.	Vodafone Idea Limited	49,400	98.80
2.	Murthy G.V.A.S.*	100	Negligible
3.	Rachana Shetty*	100	Negligible
4.	Akshaya Moondra*	100	Negligible
5.	Pankaj Kapdeo*	100	Negligible
6.	Venkatesh Vishwanathan*	100	Negligible
7.	Vineet Choraria*	100	Negligible
	Total	**50,000**	**100.00**

** Murthy G.V.A.S., Rachana Shetty, Akshaya Moondra, Pankaj Kapdeo, Venkatesh Vishwanathan and Vineet Choraria are holding shares as nominees of our Company*

In addition to VISSL, VICSL, and VIMSL, our Company has the following Subsidiaries:

1. ***Vodafone Idea Business Services Limited*** (“**VIBSL**”)

Corporate Information

VIBSL was incorporated as a public limited company on September 24, 2009, under the Companies Act, 1956, as Vodafone Essar Shared Services Limited pursuant to a certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Its registered office is currently located at Vodafone House, Corporate Road Prahlad Nagar, off S G highway, Ahmedabad, Gujarat 380 051, India. Its corporate identification number is U74900GJ2009PLC058189.

Nature of Business

VIBSL is engaged in the business of an outsourcing hub for back-end IT support, data centre operations and hosting services to the Company and its subsidiaries. VIBSL is also registered as an other service provider.

Capital Structure

The details of share capital of VIBSL as on the date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
50,000 equity shares of ₹ 10 each	500,000
Issued, subscribed and paid-up share capital	
50,000 equity shares of ₹ 10 each	500,000

Shareholding Pattern

The shareholding pattern of VIBSL is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1	Vodafone Idea Limited	49,994	100.00
2	Vodafone Idea Telecom Infrastructure Limited*	1	Negligible
3	Vodafone Idea Technology Solutions Limited*	1	Negligible
4	Akshaya Moondra*	1	Negligible
5	Pankaj Kapdeo*	1	Negligible
6	Vineet Choraria*	1	Negligible
7	Suvamoy Roy Choudhury*	1	Negligible
	Total	**50,000**	**100.00**

** Vodafone Idea Telecom Infrastructure Limited, Vodafone Idea Technology Solutions Limited, Akshaya Moondra, Pankaj Kapdeo, Vineet Choraria and Suvamoy Roy Choudhury are holding shares as nominees of our Company*

2. ***Vodafone Idea Telecom Infrastructure Limited*** ("**VITIL**")

Corporate Information

VITIL was incorporated under the Companies Act, 1956 on October 19, 2007 as Indus Towers Limited pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra at Mumbai. The registered office of VITIL is currently located at Vodafone House, Corporate Road, Prahlad Nagar, Off: S.G. Highway, Ahmedabad 380 051, Gujarat, India. Its corporate identification number is U64200GJ2007PLC106772.

Nature of Business

VITIL is engaged in the business of, *inter-alia,* providing telecom infrastructure provider category-I services pursuant to an IP-1 registration issued by the DoT.

Capital Structure

The details of the share capital of VITIL as on the date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
2,000,000 equity shares of ₹ 10 each	20,000,000
Issued, subscribed and paid-up share capital	
1,800,000 equity shares of ₹ 10 each	18,000,000

Shareholding Pattern

The shareholding pattern of VITIL is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1.	Vodafone Idea Limited	1,799,940	100.00
2.	Vodafone Idea Technology Solutions Limited*	10	Negligible
3.	Vodafone Idea Business Services Limited*	10	Negligible
4.	Vineet Choraria*	10	Negligible
5.	Suvamoy Roy Choudhury*	10	Negligible
6.	Akshaya Moondra*	10	Negligible
7.	Pankaj Kapdeo*	10	Negligible
	Total	**1,800,000**	**100.00**

** Vodafone Idea Technology Solutions Limited, Vodafone Idea Business Services Limited, Vineet Choraria, Suvamoy Roy Choudhury, Akshaya Moondra and Pankaj Kapdeo are holding shares as nominees of our Company*

3. ***Vodafone Idea Technology Solutions Limited*** (“**VITSL**”)

Corporate Information

VITSL was incorporated as a public limited company under the Companies Act, 2013 on December 11, 2014 with the Registrar of Companies, Maharashtra at Mumbai. The registered office of VITSL is currently located at 10th Floor, Birla Centurion, Century Mills Compound Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra 400 030, India. Its corporate identification number is U72900MH2014PLC260105.

Nature of Business

VITSL is engaged in providing technology, software, hardware, value added services (VAS), application software, contents and related products and services that facilitate and develop access to IT enabled VAS products and services whether on single or multiple platform(s) or operating system(s). VITSL is also engaged in the business of providing data centre related services and IT Solutions (including E-SIMs) to its customers.

Capital Structure

The details of the share capital of VITSL as on the date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
5,000,000 equity shares of ₹ 10 each	50,000,000
Issued, subscribed and paid-up share capital	
500,000 equity shares of ₹ 10 each	5,000,000

Shareholding Pattern

The shareholding pattern of VITSL is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1.	Vodafone Idea Limited	499,994	100.00
2.	Vodafone Idea Business Services Limited*	1	Negligible
3.	Vodafone Idea Telecom Infrastructure Limited*	1	Negligible
4.	Suvamoy Roy Choudhury*	1	Negligible
5.	Vineet Choraria*	1	Negligible
6.	Akshaya Moondra*	1	Negligible
7.	Pankaj Kapdeo*	1	Negligible
	Total	**500,000**	**100.00**

** Vodafone Idea Business Services Limited, Vodafone Idea Telecom Infrastructure Limited, Suvamoy Roy Choudhury, Vineet Choraria, Akshaya Moondra and Pankaj Kapdeo are holding shares as nominees of our Company*

4. ***YOU Broadband India Limited*** (“**YBIL**”)

Corporate Information

YBIL was incorporated as a private limited company under the Companies Act, 1956 on November 13, 2000 with the Registrar of Companies, Maharashtra at Mumbai. Pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra at Mumbai on December 21, 2015, the Company was converted into Public Company. The registered office of YBIL is currently located at 10th Floor, Birla Centurion, Century Mills Compound Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra 400 030, India. Its corporate identification number is U51909MH2000PLC139321.

Nature of Business

YBIL is engaged in providing high speed broadband internet access through cable network, high bandwidth internet broadband services to enterprise segment, infrastructure support to licensed telecommunication service providers.

Capital Structure

The details of the share capital of YBIL as on date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
7,510,100,000equity shares of ₹ 10 each	751,010,000
Issued, subscribed and paid-up share capital	
75,004,960 equity shares of ₹ 10 each	750,049,600

Shareholding Pattern

The shareholding pattern of YBIL is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1.	Vodafone Idea Limited	75,004,954	99.99
2.	Vodafone Idea Shared Services Limited*	1	Negligible
3.	Vodafone Idea Business Services Limited*	1	Negligible
4.	Vodafone Idea Telecom Infrastructure Limited*	1	Negligible
5.	Vodafone Idea Technology Solutions Limited*	1	Negligible
6.	Akshaya Moondra*	1	Negligible
7.	Pankaj Kapdeo*	1	Negligible
	Total	**75,004,960**	**100.00**

** Vodafone Idea Shared Services Limited, Vodafone Idea Business Services Limited, Vodafone Idea Telecom Infrastructure Limited, Vodafone Idea Technology Solutions Limited, Akshaya Moondra and Pankaj Kapdeo are holding shares as nominees of our Company*

5. ***Vodafone Foundation*** (“**VF**”)

Corporate Information

VF was incorporated under Section 25 of the Companies Act, 1956 on May 23, 2008, as Unique Intermediary Facilitators, with the Registrar of Companies, Maharashtra at Mumbai. The registered office of VF is currently located at 10th Floor, Birla Centurion, Century Mills Compound Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra 400 030, India. Its corporate identification number is U65999MH2008NPL182612.

Nature of Business

VF is a Section 8 Company as per Companies Act, 2013. Pursuant to the enactment of Companies Act, 2013 and Section 135 of the Companies Act, 2013, VF is an implementing agency and carries out corporate social responsibility activities for the Company, its subsidiaries, associate and joint venture, promoter group companies in line with the Schedule VII of the Companies Act, 2013. VF primarily focuses on CSR activities that includes promoting and development of (a) education, (b) financial literacy, (c) empowerment of women, (d) healthcare, (e) environment, (f) eradication of poverty, and (g) improving socio-economic condition of farmers.

Capital Structure

The details of the share capital of VF as on date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
10,000 equity shares of ₹ 10 each	100,000
Issued, subscribed and paid-up share capital	
200 equity shares of ₹ 10 each	2,000

Shareholding Pattern

The shareholding pattern of VF is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1.	Vodafone Idea Limited	194	97.00
2.	Vodafone Idea Business Services Limited*	1	0.50
3.	Vodafone Idea Telecom Infrastructure Limited*	1	0.50
4.	Vodafone Idea Technology Solutions Limited*	1	0.50
5.	Suvamoy Roy Choudhury*	1	0.50
6.	Akshaya Moondra*	1	0.50
7.	Pankaj Kapdeo*	1	0.50

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
	Total	**200**	**100.00**

** Vodafone Idea Business Services Limited, Vodafone Idea Telecom Infrastructure Limited, Vodafone Idea Technology Solutions Limited, Suvamoy Roy Choudhury, Akshaya Moondra and Pankaj Kapdeo are holding shares as nominees of our Company*

6. ***Vodafone m-pesa Limited ("VMPL")***

Corporate Information

VMPL was incorporated as a public limited company under the Companies Act, 2013 on September 13, 2014 with the Registrar of Companies, Maharashtra at Mumbai. Its registered office is currently situated at 10th Floor, Birla Centurion, Century Mills Compound Pandurang Budhkar Marg, Worli, Mumbai 400 030, Maharashtra, India. Its corporate identification number is U67100MH2014PLC258108.

Nature of Business

VMPL was in the business of prepaid payment instruments and business correspondence and provided customers with a mobile wallet and money transfer services in the form of M-pesa as authorized under the objects clause of its memorandum of association. VMPL has ceased all operations and surrendered its prepaid payments instruments license issued by the Reserve Bank of India (RBI) under the Payment and Settlement System Act, 2007 with effect from September 30, 2019 as per the guidance and approval of RBI – Department of Payment and Settlement System (DPSS) and also terminated its Business Correspondence Agreement with ICICI Bank with effect from July 31, 2019. Presently, VMPL does not carry on any business activity.

Capital Structure

The details of the share capital of VMPL as on date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
350,000,000 equity shares of ₹ 10 each	3,500,000,000
Issued, subscribed and paid-up share capital	
237,099,380 equity shares of ₹ 10 each	2,370,993,800

Shareholding Pattern

The shareholding pattern of VMPL is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
8.	Vodafone Idea Limited	237,099,374	99.99
9.	Vodafone Idea Business Services Limited*	1	Negligible
10.	Vodafone Idea Telecom Infrastructure Limited*	1	Negligible
11.	Vodafone Idea Technology Solutions Limited*	1	Negligible
12.	Suvamoy Roy Choudhury*	1	Negligible
13.	Akshaya Moondra*	1	Negligible
14.	Pankaj Kapdeo*	1	Negligible
	Total	**237,099,380**	**100.00**

** Vodafone Idea Business Services Limited, Vodafone Idea Telecom Infrastructure Limited, Vodafone Idea Technology Solutions Limited, Suvamoy Roy Choudhury, Akshaya Moondra and Pankaj Kapdeo are holding shares as nominees of our Company*

Our Associate

As on the date of this Red Herring Prospectus, our Company has the following Associate:

Aditya Birla Idea Payments Bank Limited ("**ABIPBL**")

Corporate Information

ABIPBL was incorporated under the Companies Act, 2013 on February 19, 2016. The registered office of ABIPBL is currently located at A4, Aditya Birla Centre S.K. Ahire Marg, Worli, Mumbai, Maharashtra 400 030, India. Its corporate identification number is U65923MH2016PLC273308.

Nature of Business

ABIPBL was engaged in the business of, payment bank service in India, as authorised under its constitutional documents.

As notified by way of the RBI notification dated November 18, 2019, pursuant to a voluntarily winding up application by Aditya Birla Idea Payments Bank Limited, a Group Company and Associate of the Company, the High Court of Judicature at

Bombay passed an order on September 18, 2019 and has appointed an official liquidator in respect of the liquidation proceedings of Aditya Birla Idea Payments Bank Limited. Such liquidation proceedings are pending as of the date of this Red Herring Prospectus. For details, see *"Risk Factors – Aditya Birla Idea Payments Bank Limited, a Group Company and Associate of the Company, is currently under liquidation. We cannot assure you that such liquidation proceedings will be concluded in a timely manner. All disclosures pertaining to Aditya Birla Idea Payments Bank Limited in the Red Herring Prospectus are based on publicly available information only"* on page 30.

Capital Structure

The details of share capital of ABIPBL as on date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
650,000,000 equity shares of ₹10 each	6,500,000,000
Issued, subscribed and paid-up share capital	
568,965,460 equity shares of ₹10 each	5,689,654,600

Shareholding Pattern

The shareholding pattern of ABIPBL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1.	Vineet Choraria #	10	Negligible
2.	Hutokshi Wadia #	10	Negligible
3.	Shriram Jagetiya #	10	Negligible
4.	Grasim Industries Limited	290,172,365	51.00
5.	Pankaj Kapdeo *	10	Negligible
6.	Akshaya Moondra *	10	Negligible
7.	Vodafone Idea Limited	278,793,045	49.00
	Total	**568,965,460**	**100.00**

Vineet Choraria, Hutokshi Wadia and Shriram Jagetiya are the nominees of Grasim
* *Pankaj Kapdeo and Akshaya Moondra are holding shares as the nominees of our Company*

Our Joint Venture

As on the date of this Red Herring Prospectus, our Company has the following Joint Venture:

1. ***FireFly Networks Limited*** ("**FireFly**")*

Corporate Information

FireFly was incorporated as a public limited company under the Companies Act, 1956 on February 4, 2014 and received its certificate for commencement of business on February 4, 2014. The registered office of Firefly is currently located at A-19, Mohan Co-operative Industrial Estate, Mathura Road, South Delhi, New Delhi 110 044, India. Its corporate identification number is U74999DL2014PLC264417.

**Our Company has entered into a share purchase agreement dated November 4, 2023 with Manipura Digital Infrastructure OPCO Pte. Ltd. for transfer of Company's entire shareholding in FireFly, subject to completion of closing conditions, post which Firefly shall cease to be a joint venture of the Company.*

Nature of Business

FireFly is engaged in the business of project management, system integration and entry into contractual partnerships with: (i) vendors, business partners and equipment providers, including last mile access providers; and (ii) locations, including shops, municipal corporations, Indian Railways, airport management companies, educational institutions and real estate developers for various Wi-Fi deployment and maintenance related activities, including right of way of coordination, as authorised under its constitutional documents.

Capital Structure

The details of share capital of FireFly as on date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
50,000,000 equity shares of ₹ 10 each	500,000,000
Issued, subscribed and paid-up share capital	
2,000,000 equity shares of ₹ 10 each	20,000,000

Shareholding Pattern

The shareholding pattern of FireFly is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1.	Bharti Airtel Limited	999,997	49.99
2.	Vodafone Idea Limited	999,997	49.99
3.	Dua Kamal	1	Negligible
4.	Murthy Gvas	1	Negligible
5.	Pankaj Kapdeo	1	Negligible
6.	Akshaya Moondra	1	Negligible
7.	Rohit Krishnan Puri	1	Negligible
8.	Randeep Singh Sekhon	1	Negligible
	Total	**2,000,000**	**100.00**

Amount of accumulated profits or losses

As on the date of this Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiaries, as applicable, which are not accounted for by our Company.

OUR MANAGEMENT

In terms of our Articles of Association, our Company is authorised to have a maximum of 15 Directors. As on the date of this Red Herring Prospectus, our Board comprises of twelve Directors, including a Non-Executive Chairman, five Non-Executive Directors and six Independent Directors (including one woman Independent Director).

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth, DIN, age and nationality	Other directorships
1.	**Ravinder Takkar**[#] **Designation**: Non-Executive Chairman **Term**: Liable to retire by rotation **Period of directorship**: Since August 31, 2018 **Address**: Flat No.102b, Tower-10, The Aralias, Sector – 42, Charakpur (74), Gurugram 122 002, Haryana, India **Occupation**: Service **Date of Birth**: July 5, 1968 **DIN**: 01719511 **Age**: 55 years **Nationality**: American	*Indian Companies* 1. Cable and Wireless Global (India) Private Limited 2. Indus Towers Limited *Foreign Companies* Nil
2.	**Anjani Kumar Agrawal** **Designation***:* Independent Director **Term***:* For a period of three years with effect from August 27, 2022 **Period of directorship***:* Since August 27, 2022 **Address***:* Flat No. 2201, A-Wing, Tower No. 2, Sumer Trinity Tower, New Prabhadevi Road, Mumbai 400025, Maharashtra, India **Occupation**: Professional **Date of birth**: July 18, 1958 **DIN***:*08579812 **Age***:* 65 years **Nationality**: Indian	*Indian Companies* 1. Aditya Birla Sunlife Trustee Private Limited 2. Agarwal Jeevan Tattva Foundation 3. Ekal Shrihari Vanvasi Foundation 4. Emami Limited 5. Evonith Metallics Limited (*formerly known as Uttam Galva Metallics Limited*) 6. Evonith Value Steel Limited (*formerly known as Uttam Value Steels Limited*) 7. Firstsource Solutions Limited 8. Welspun Corp Limited *Foreign Companies* Nil
3.	**Arun Kumar Adhikari** **Designation**: Independent Director **Term**: For a period of three years with effect from August 31, 2021 **Period of directorship**: Since August 31, 2018 **Address**: Vivarea, 903 Wing A, Sane Guruji Marg, Jacob Circle, Mahalaxmi, Mumbai 400 011, Maharashtra, India **Occupation**: Professional **Date of birth**: January 20, 1954 **DIN**: 00591057 **Age**: 70 years **Nationality**: Indian	*Indian Companies* 1. Aditya Birla Capital Limited 2. Aditya Birla Fashion and Retail Limited 3. Aditya Birla Sun Life Insurance Company Limited 4. UltraTech Cement Limited 5. Voltas Limited 6. Voltbek Home Appliances Private Limited *Foreign Companies* Nil

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth, DIN, age and nationality	Other directorships
4.	**Ashwani Windlass** **Designation**: Independent Director **Term**: For a period of three years with effect from August 31, 2021 **Period of directorship**: Since August 31, 2018 **Address**: N-53, Panchshila Park, New Delhi – 110 017 India **Occupation**: Professional **Date of birth**: July 2, 1956 **DIN**: 00042686 **Age**: 67 years **Nationality**: Indian	*Indian Companies* 1. Bata India Limited 2. Hitachi MGRM Net Limited 3. HT Media Limited 4. Jubilant Foodworks Limited 5. Vodafone India Services Private Limited *Foreign Companies* Nil
5.	**Himanshu Kapania*** **Designation**: Non-Executive Director **Term:** Liable to retire by rotation **Period of directorship:** Since April 1, 2011 **Address**: Flat No. 3002, 30th Floor, The Imperial Edge, Tower No. 4, CTS No. 725 PT, B B Nakashe Marg, M P Mill Compound, Tardeo, Mumbai 400 034, Maharashtra, India **Occupation**: Professional **Date of birth**: April 23, 1961 **DIN**: 03387441 **Age**: 62 years **Nationality**: Indian	*Indian Companies* 1. Aditya Birla Idea Payments Bank Limited 2. Aditya Birla Management Corporation Private Limited *Foreign Companies* 1. Ras Al Khaimah Co. for White Cement & Construction Materials P.S.C
6.	**Krishnan Ramachandran** **Designation**: Independent Director **Term**: For a period of three years with effect from December 27, 2021 **Period of directorship**: Since December 27, 2018 **Address**: 2401-2402, A Wing, Raheja Atlantis, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013, Maharashtra, India **Occupation**: Professional **Date of birth**: June 22, 1949 **DIN**: 00193357 **Age**: 74 years **Nationality**: Indian	*Indian Companies* 1. Cerebrus Consultants Private Limited 2. Vodafone Idea Communication Systems Limited 3. Vodafone Idea Manpower Services Limited 4. Vodafone Idea Shared Services Limited 5. You Broadband India Limited *Foreign Companies* Nil
7.	**Kumar Mangalam Birla*** **Designation**: Non-Executive Director **Term**: Liable to retire by rotation **Period of directorship**: Since April 20, 2023 **Address**: Mangal Adityayan, 20, Carmichael Road, Mumbai 400 026, Maharashtra, India	*Indian Companies* 1. Aditya Birla Capital Limited 2. Aditya Birla Fashion and Retail Limited 3. Aditya Birla Management Corporation Private Limited 4. Aditya Birla New Age Hospitality Private Limited (*formerly known as Aditya Birla New Age Private Limited*)

<table>
<tr><th>Sr. No.</th><th>Name, designation, term, period of directorship, address, occupation, date of birth, DIN, age and nationality</th><th>Other directorships</th></tr>
<tr><td></td><td>Occupation: Industrialist

Date of birth: June 14, 1967

DIN: 00012813

Age: 56 years

Nationality: Indian</td><td>5. Aditya Birla Sun Life Insurance Company Limited

6. Birla Group Holdings Private Limited

7. Century Textiles and Industries Limited

8. G.D. Birla Medical Research and Education Foundation (Charitable Company incorporated under the Companies Act, 1956)

9. Global Holdings Private Limited

10. Grasim Industries Limited

11. Hindalco Industries Limited

12. Mananam Foundation (Charitable company incorporated under the Companies Act, 2013)

13. Svatantra Microfin Private Limited

14. UltraTech Cement Limited

Foreign Companies

1. Aditya Birla Chemicals (Thailand) Limited, Thailand

2. Birla Carbon Egypt, S.A.E

3. Birla Carbon (Thailand) Public Company Limited, Thailand

4. Indo Thai Synthetics Company Limited, Thailand

5. Novelis Inc., Canada

6. PT. Elegant Textile Industry, Indonesia

7. PT. Indo Bharat Rayon, Indonesia

8. PT. Indo Liberty Textiles, Indonesia

9. PT. Sunrise Bumi Textiles, Indonesia

10. Surya Kiran Investments Pte. Limited, Singapore

11. Thai Polyphosphate & Chemicals Company Limited, Thailand

12. Thai Rayon Public Company Limited, Thailand</td></tr>
<tr><td>8.</td><td>Neena Gupta

Designation: Independent Director

Term: For a period of three years with effect from September 17, 2021

Period of directorship: Since September 17, 2018

Address: H. No. M 1902 A, The Magnolias, DLF Golf Links, DLF City, Phase V, Gurugram 122 009, Haryana, India

Occupation: Professional

Date of birth: April 13, 1975

DIN: 02530640

Age: 48 years</td><td>Indian Companies

1. AAPC India Hotel Management Private Limited

2. Accent Hotels Private Limited

3. Caddie Hotels Private Limited

4. Interglobe Aircraft Management Services Private Limited

5. Interglobe Education Services Limited

6. Interglobe Enterprises Private Limited

7. Interglobe Hotels Private Limited

8. Interglobe Real Estate Ventures Private Limited

9. HMS Real Estate Private Limited</td></tr>
</table>

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth, DIN, age and nationality	Other directorships
	Nationality: Indian	10. Motherland Joint Ventures Private Limited 11. Srilanand Mansions Private Limited 12. Techpark Hotels Private Limited 13. Triguna Hospitality Ventures (India) Private Limited *Foreign Companies* 1. Interglobe Aircraft Management Services (UK) Private Limited 2. Hotel Cayre SAS (France) 3. K+K Hotel Kft (Hungary) 4. K+K Hotels S.L.U. (Spain) 5. K+K Hotels Limited (UK) 6. K+K Hotels GmbH (Austria) 7. K+K Hotelgesellschaft mbH (Germany) 8. K+K Hotel s.r.o. 9. Luchthaven Hotel Beleggingsmaatschappij B.V. (Netherlands)
9.	**Sateesh Govinda Kamath**[#] **Designation***:* Non- Executive Director **Term***:* Liable to retire by rotation **Period of directorship***:* Since May 25, 2023 **Address***:* Greenfields, Snows Ride, Windlesham, United Kingdom GU20 6LA **Occupation**: Professional **Date of birth**: November 14, 1973 **DIN**: 10169581 **Age***:* 50 years **Nationality**: Indian	*Indian Companies* Nil *Foreign Companies* 1. Vodafone Bilgi Ve Iletism Hizmetleri AS 2. Vodafone Dagitim Servis ve Icerik Hizmetleri A.S. 3. Vodafone Holding A.S. 4. Vodafone Net Iletism Hizmetleri A.S. *(formerly known as Vodafone Alternatif Telekom Hizmetleri A. Ş.)* 5. Vodafone Teknoloji Hizmetleri A.S. 6. Vodafone Telekomunikasyon A.S.
10.	**Sunil Sood**[#] **Designation:** Non-Executive Director **Term**: Liable to retire by rotation **Period of directorship**: Since February 24, 2021 **Address**: 2401/2402, Petit Towers, August Kranti Marg, Kemps Corner, Cumballa Hills, Mumbai 400 036, Maharashtra, India **Occupation**: Service **Date of birth**: February 9, 1961 **DIN**: 03132202 **Age**: 63 years **Nationality**: Indian	*Indian Companies* 1. Harvard Business School Club of India 2. Indus Towers Limited 3. Jalpak Foods India Private Limited 4. White Spread Foods Private Limited *Foreign Companies* Nil

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth, DIN, age and nationality	Other directorships
11.	**Suresh Choithram Vaswani** **Designation**: Independent Director **Term**: For a period of three years with effect from February 8, 2022 **Period of directorship**: Since February 8, 2019 **Address**: 5760, Daniel Road, Apt. 7607, Plano, Texas 75024, U.S.A **Occupation**: Professional **Date of birth**: January 2, 1960 **DIN**: 02176528 **Age**: 64 years **Nationality**: American	*Indian Companies* 1. Instavans Logistics Private Limited 2. Mastek Limited *Foreign Companies* 1. Global Synergy LLC 2. Infostretch US Corporation (DBA Apexon) 3. Innoveo Inc 4. Mediamint Holdings LLC 5. OMH Healthedge Holdings Inc. 6. Qmetry 7. SMK Ventures Fund 1, LLC 8. SumaMonde Kapital Ventures LLC 9. Vaswani LLC
12.	**Sushil Agarwal*** **Designation***:* Non-Executive Director **Term**: Liable to retire by rotation **Period of directorship**: Since August 4, 2021 **Address***:* 294 & 304, Tower B, Kalpataru Horizon, S.K. Ahire Marg, Near Doordarshan, Worli, Mumbai 400 018, Maharashtra, India **Occupation**: Service (Company Executive) **Date of birth**: June 13, 1963 **DIN**: 00060017 **Age***:* 60 years **Nationality**: Indian	*Indian Companies* 1. Aditya Birla Capital Limited 2. Aditya Birla Health Insurance Company Limited 3. Aditya Birla Management Corporation Private Limited 4. Aditya Birla Online Fashion Private Limited 5. Aditya Birla Wellness Private Limited 6. Applause Entertainment Private Limited 7. Azure Jouel Private Limited 8. B.G.H Properties Private Limited 9. Birla Management Centre Services Private Limited 10. Birla TMT Holdings Private Limited 11. Essel Mining & Industries Limited 12. Grasim Industries Limited 13. IGH Holdings Private Limited 14. Infocyber India Private Limited 15. Novel Jewels Limited *Foreign Companies* 1. AV Group NB Inc. 2. AV Terrace Bay Inc. 3. Birla Jingwei Fibres Company Limited 4. Indigold Carbon (Mauritius) Limited, Mauritius 5. Indigold Carbon USA Inc., Delaware 6. Indigold (Netherlands) B.V.

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth, DIN, age and nationality	Other directorships
		7. Zand Bank PJSC (*formerly known as Dubai Bank PJSC*)

** Directors nominated by ICL Group Shareholders.*
 # Directors nominated by Vodafone Group Shareholders

Brief profiles of the directors of our Company

Ravinder Takkar is the Non-Executive Chairman of our Company. He holds a bachelor's degree in science from Loyola Marymount University, USA. Prior to his current role as the Non-Executive Chairman of our Company, he served as the managing director and chief executive officer until August 18, 2022. He also serves as a director on the boards of Indus Towers Limited and Cable and Wireless Global (India) Private Limited.

Anjani Kumar Agrawal is an Independent Director of our Company. He is a qualified chartered accountant and is an alumni of INSEAD and Cambridge Institute for Sustainability Leadership. He has also worked with NITI Aayog on the Strategy for New India @ 75 policy. He is a fellow member of the Institute of Directors, India and also serves as a director on the boards of Firstsource Solutions Limited, Emami Limited, Aditya Birla Sunlife Trustee Private Limited, Welspun Corp Limited, Evonith Value Steel Limited and Evonith Metallics Limited.

Arun Kumar Adhikari is an Independent Director of our Company. He holds a bachelor's degree in technology (chemical engineering) from the Indian Institute of Technology, Kanpur and a post-graduate diploma in management from the Indian Institute of Management, Calcutta. He has also completed the Wharton Advanced Management Program from the Wharton School, University of Pennsylvania. He has previously worked with Hindustan Lever Limited (now Hindustan Unilever Limited), wherein, he also carried out an international assignment with Unilever Asia Amet, Singapore. He has worked as an external advisor with McKinsey and Company. He currently serves on the board of various companies, including Aditya Birla Fashion and Retail Limited, Ultratech Cement Limited, Voltas Limited and Aditya Birla Sun Life Insurance Company Limited.

Ashwani Windlass is an Independent Director of our Company. He holds a bachelor's degree in commerce and a bachelor's degree in journalism, both from the Punjab University, Chandigarh. He also holds a master's in business administration from University of Delhi. Previously, he was associated with Max India Limited and Reliance Telecom Limited. He serves as a director on the boards of Bata India Limited, Hitachi MGRM Net Limited, Hindustan Media Ventures Limited, HT Media Limited and Jubilant Foodworks Limited.

Himanshu Kapania is a Non-Executive Director of our Company. He holds a bachelor's degree of science (Engineering) in electrical from Birla Institute of Technology, Mesra and a post-graduate diploma in Management from Indian Institute of Management, Bangalore. Previously, he served as the managing director of the erstwhile Idea Cellular Limited. He also serves as a director on the board of Ras Al Khaimah Co. for White Cement & Construction Materials P.S.C. He is the chairman of the FICCI Task Force on Privacy and Data Security.

Krishnan Ramachandran is an Independent Director of our Company. He holds a bachelor's degree in electrical engineering (honours) in electrical engineering branch from Birla Institute of Technology & Science, Pilani and a post graduate diploma in management from the Indian Institute of Management, Calcutta. Previously, he was associated Tata Administrative Service and Voltas Limited, and with Philips India Limited as its managing director.

Kumar Mangalam Birla, the chairman of the Aditya Birla group, is a Non-Executive Director of our Company. He holds a bachelor's degree in commerce from Mumbai University and a master's degree in business administration from London Business School. He is a qualified chartered accountant. He has previously held several key positions on various regulatory and professional boards. He was a director on the central board of directors of the Reserve Bank of India. As the chairman of SEBI Committee on corporate governance, he authored the first-ever governance code for corporate India. He was chairman of the advisory committee constituted by the Ministry of Corporate Affairs and has also served as a member on the Prime Minister of India's Council on Trade and Industry.

Over the years, he has been conferred prestigious awards such as the Padma Bhushan, India's third highest civilian honour, in 2023. He also received the All India Management Association's coveted Business Leader of the Decade Award in 2023, the TiE Global Entrepreneur of the Year Award for Business Transformation in 2021, Asia Business Leadership Forum's Global Asian Award in 2019, Outstanding Businessman of the Year 2017 by CNBC-TV18's India Business Leader Awards, the 2017: GIL Visionary Leadership Award by Frost & Sullivan in 2017 and the CEO of the Year award at the IAA Leadership Awards 2016. Additionally, he has also been the recipient of the Business Leader of the Year award twice at the Economic Times Awards for Corporate Excellence. He is the chancellor of the Birla Institute of Technology and Science. He has also acted as the chairman of the Indian Institute of Management, Ahmedabad and the chairman of the board of governors of the Indian Institute of Technology, Delhi.

Neena Gupta is an Independent Director of our Company. She has a bachelor's degree in arts (history) and has completed a bachelor's degree in law, both from Delhi University. She has also served as an executive director at lnterGlobe Enterprises

Private Limited and is currently serving as the group general counsel lnterGlobe Enterprises Private Limited.

Sateesh Govinda Kamath is a Non-Executive Director of our Company. He holds a bachelor's degree in commerce from Mahatma Gandhi University in India and is a qualified cost accountant from the Institute of Cost Accountants of India. Previously, he was also associated with Hindustan Coca-Cola Beverages Private Limited and was the manager – finance at Amara Raja Batteries Limited. Currently, he also serves as the global finance director (markets) of Vodafone Group Services Limited. He is also a member of the supervisory board of VodafoneZiggo Group Holdings B.V.

Sunil Sood is a Non-Executive Director of our Company. He holds a post-graduate diploma in management from the Indian Institute of Management, Calcutta and has completed his bachelors in technology (textile technology) from the Indian Institute of Technology, Delhi. He also serves as a director on the board of Indus Towers Limited and Vodacom Group Limited, SA.

Suresh Choithram Vaswani is an Independent Director of our Company. He holds a bachelor's degree in technology (Honours) in metallurgical engineering from Indian Institute of Technology, Kharagpur and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. Previously, he has served as Joint CEO, IT business of Wipro Limited. He also serves as a director on the boards of OMH Healthedge Holdings Inc., Innoveo Inc. and Mastek Limited.

Sushil Agarwal is a Non-Executive Director of our Company. He holds a bachelor's degree in commerce and a master's degree in commerce from the University of Rajasthan and is a qualified chartered accountant. He serves as the group chief financial officer of the Aditya Birla group. He is on the boards of several companies including Grasim Industries Limited, Aditya Birla Capital Limited, Aditya Birla Health Insurance Company Limited, Aditya Birla Management Corporation Private Limited and Aditya Birla Wellness Private Limited. He has also been appointed as a nominee director of Dubai Bank PJSC (*previously known as Zand Bank*). He received the India's greatest CFO Award at the Asia One India's Greatest Brands and Leaders Awards, 2018 and the award for Outstanding Contribution and Excellent Performance as CA Business Leader - Corporate - CFO at the 11th Institute of Chartered Accountants of India Awards, 2017. Further, he was presented with the Chairman's Outstanding Leadership Award in 2014. He was shortlisted as the Top 10 Best Global CFOs, 2023 by the CEO Insights Magazine and was featured in a book titled 'CFO NITI: Candid Conversations with India's Finest Finance Leaders'.

Relationship between Directors and between Directors, KMPs and SMPs

None of our Directors are related to each other or to any Key Managerial Personnel or Senior Management.

Arrangement or understanding with major Shareholders, customers, suppliers or others pursuant to which our Directors were selected as a Director

Pursuant to the 2017 SHA and our Articles of Association, each of the Vodafone Group Shareholders and the ICL Group Shareholders have the right to nominate three directors on our Board. Further, the ICL Group Shareholders have the right to appoint the group chairperson of the ICL Group (or his successor) as the chairperson of the Board. Accordingly, the following Directors have been nominated by the Vodafone Group Shareholders and by the ICL Group Shareholders:

Directors nominated by ICL Group Shareholders

Kumar Mangalam Birla
Himanshu Kapania
Sushil Agarwal

Directors nominated by Vodafone Group Shareholders

Ravinder Takkar
Sunil Sood
Sateesh Govinda Kamath

Further, under the 2017 SHA and our Articles of Association, the ICL Group Shareholders and the Vodafone Group Shareholders have the right to nominate persons from among whom three independent Directors are required to be appointed.

For details of the 2017 SHA, see "*History and Certain Corporate Matters - Shareholders' Agreements and Other Agreements*" and "*Description of Equity Shares and Terms of Articles of Association*" on pages 150 and 691, respectively. No other Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Service contracts with Directors

There are no service contracts entered into by the Directors with our Company, which provide for benefits upon termination of employment.

Borrowing Powers of the Board

Pursuant to our Articles of Association, subject to applicable laws and the special resolution passed by our Shareholders at the annual general meeting held on September 30, 2020, our Board (including any committee of the Board) has been authorised to borrow for and on behalf of the Company, from time to time, as it may deem fit, any sum or sums of money, in Indian Rupee or any other foreign currency, from bank(s), financial institution(s), other person or persons, firms, bodies corporate, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid-up capital, free reserves and securities premium account of our Company, provided that the total amount so borrowed and outstanding at any time shall not exceed ₹1,000,000 million or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.

Terms of Appointment of our Executive Directors

Currently, there are no Executive Directors on the Board of our Company.

Terms of Appointment of our Independent and Non-Executive Directors

Pursuant to a resolution of our Board dated February 6, 2019, Independent Directors are entitled to receive a sitting fee of ₹100,000 for each meeting of the Board, ₹50,000 for each other meeting of the board committees. As at the date of this Red Herring Prospectus, other than our Independent Directors, our Non-Executive Directors are not entitled to receive any compensation from our Company.

Remuneration paid to our Executive Directors

There were no Executive Directors on the Board of our Company in the Financial Year ended March 31, 2024.

Remuneration paid to our Independent and Non-Executive Directors

Our Company has paid the following remuneration to our Independent and Non-Executive Directors in the Financial Year ended March 31, 2024:

(*in ₹ million*)

S. No.	Name of Director	Sitting fees paid	Commission paid	Total Remuneration
1.	Arun Kumar Adhikari	1.10	Nil	1.10
2.	Neena Gupta	0.70	Nil	0.70
3.	Ashwani Windlass	1.15	Nil	1.15
4.	Krishnan Ramachandran	1.10	Nil	1.10
5.	Suresh Choithram Vaswani	1.15	Nil	1.15
6.	Anjani Kumar Agrawal	1.05	Nil	1.05

Except as disclosed above, our Company has not paid any remuneration to our Independent and Non-Executive Directors for the financial year ended March 31, 2024.

Remuneration paid or payable to our Directors by our Subsidiaries

Except for Krishnan Ramachandran, none of our Directors have been paid or is payable any remuneration by our Subsidiaries, including contingent or deferred compensation accrued for the financial year ended March 31, 2024.

Details in relation to Krishnan Ramachandran's remuneration paid by our Subsidiaries for the Financial Year ended March 31, 2024 are as follows:

(*in ₹ million*)

S. No.	Name of Subsidiary	Sitting fees paid	Commission paid	Total Remuneration
1.	Vodafone Idea Communication Systems Limited	0.08	Nil	0.08
2.	Vodafone Idea Manpower Services Limited	0.10	Nil	0.10
3.	You Broadband India Limited	0.13	Nil	0.13
4.	Vodafone Idea Shared Services Limited	0.10	Nil	0.10

Bonus or profit-sharing plan for the Directors

Our Company does not have a bonus or profit sharing plan our Directors.

Confirmations

None of our Directors is or was a director of any listed company during the last five years preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

Except for Krishnan Ramachandran, none of our Directors is, or was, a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

Details in relation to Krishnan Ramachandran and with the delisting of Philips India Limited are as follows:

S. No.	Particulars	Details
1.	Name of the company	Philips India Limited
2.	Name of the stock exchange(s) on which the company was listed	BSE
3.	Date of delisting on stock exchange(s)	February 16, 2004
4.	Whether delisting was compulsory or voluntary	Voluntary
5.	Reasons for delisting	In compliance with clause 21(3)(a) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, pursuant to the acquisition of Philips India Limited by Koninklijke Philips Electronics N.V.
6.	Whether the company has been relisted	No
7.	Date of relisting on BSE	Not applicable
8.	Term of directorship (along with relevant dates) in the above company	February 24, 1995 to October 2, 2007

As on date of this Red Herring Prospectus, none of our Directors hold any shares in the Subsidiaries and Associates of our Company.

Interest of the Directors

All our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them. For details, see "*Other Financial Information – Related Party Transactions*" on page 570.

Some of our Directors may be interested in options granted (if any) pursuant to ESOS 2006 and ESOS 2013. For details, see "*Capital Structure*" on page 64.

Our Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Our Non-Executive Directors nominated by the ICL Group Shareholders and the Vodafone Group Shareholders may also be deemed to be interested to the extent of Equity Shares held by the Promoter entities nominating them to our Board. For further details regarding the shareholding of our Directors, see –"*Shareholding of Directors in our Company*" on page 169.

No loans have been availed by our Directors from the Company

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/ her to become, or to qualify him/ her as a Director, or otherwise, for services rendered by him/ her or by such firm or company in connection with the promotion or formation of our Company.

Interest in property

None of our Directors are interested in any property acquired of or by our Company or proposed or intended to be acquired by it.

Interest in promotion of our Company

Except for Kumar Mangalam Birla, who is one of the Promoters of our Company, none of the other Directors have any interest in the promotion of our Company, as at the date of this Red Herring Prospectus.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification Equity Shares.

As on the date of this Red Herring Prospectus, none of the Directors of our Company hold any Equity Shares in our Company, except as stated below:

Name	Number of Equity Shares
Kumar Mangalam Birla	8,64,906
Himanshu Kapania	27,06,276

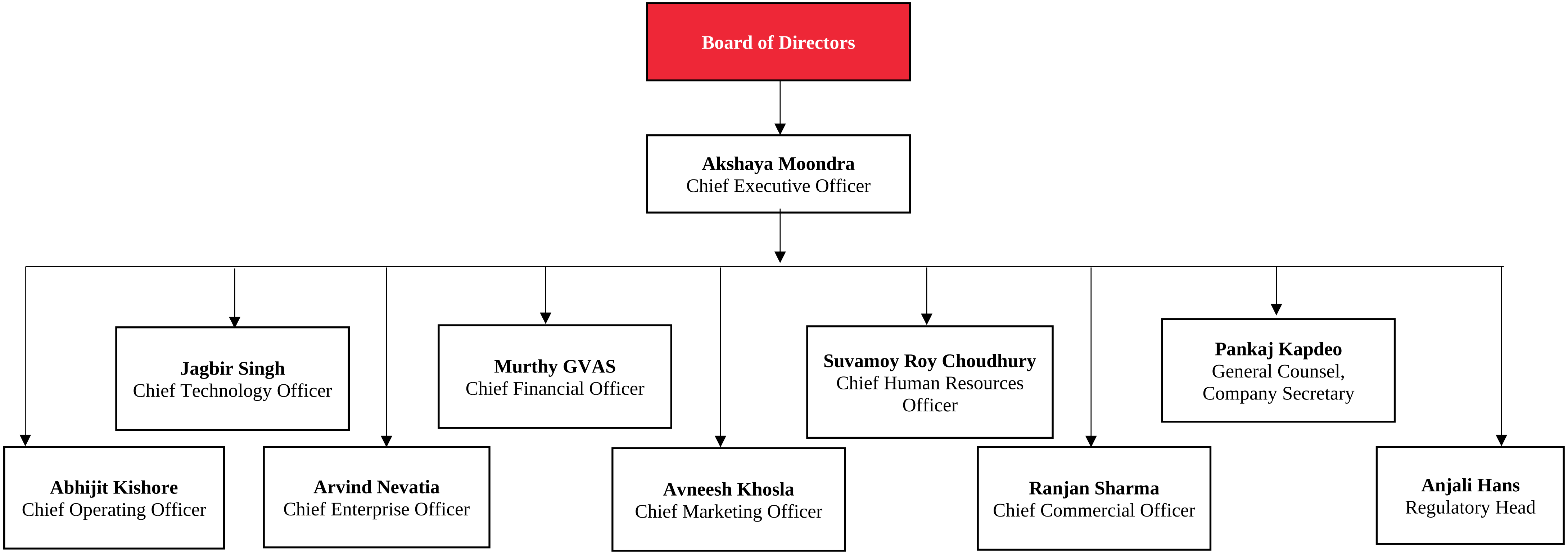
Name	Number of Equity Shares
Sunil Sood	7,217
Sushil Agarwal	148,044

Changes in our Board in the last three years

Details of the changes in our Board in the last three years preceding the date of this Red Herring Prospectus are set forth below:

Name of Director	Date of change	Reason for change in board
Sateesh Govinda Kamath	May 25, 2023	Appointed as Non-Executive Director
Diego Massidda	May 25, 2023	Resigned as non-executive director
Kumar Mangalam Birla	April 20, 2023	Appointed as Non-Executive Director
Krishna Kishore Maheshwari	April 19, 2023	Resigned as non-executive director
Anjani Kumar Agrawal	August 27, 2022	Appointed as Independent Director
Arun Thiagarajan	August 26, 2022	Retired due to end of second consecutive term as Independent Director
Himanshu Kapania	August 19, 2022	Re-designated as Non-Executive Director
Ravinder Takkar	August 19, 2022	Re-designated as Non-Executive Chairman
Krishna Kishore Maheshwari	March 3, 2022	Appointed as non-executive director
D. Bhattacharya	March 2, 2022	Resigned as non-executive director
Himanshu Kapania	August 4, 2021	Re-designated as non-executive chairman
Sushil Agarwal	August 4, 2021	Appointed as Non-Executive Director
Kumar Mangalam Birla	August 4, 2021	Resigned as non-executive chairman and non-executive director

Management Organisation Structure



Corporate Governance

As at the date of this Red Herring Prospectus, there are 12 Directors on our Board comprising six Non-Executive Directors and six Independent Directors. The Chairman of our Board, Ravinder Takkar, is a Non-Executive Director. Further, we have one woman Independent Director on our Board. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act in relation to the composition of our Board and constitution of committees thereof.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations and the Companies Act:

(a) Audit Committee;
(b) Nomination and Remuneration Committee;
(c) Stakeholders' Relationship Committee;
(d) CSR Committee; and
(e) Risk Management Committee;

Committees of our Board

The details of the committees of our Board are set forth below. In addition to the committees detailed below, our Board may, from time to time, constitute other committees for various functions.

Audit Committee

The Audit Committee was reconstituted *vide* resolution passed in the meeting of the Board of Directors on April 20, 2023. As on the date of this Red Herring Prospectus, it comprises the following members:

Name of the Director	Designation
Ashwani Windlass	Chairman
Anjani Kumar Agrawal	Member
Krishnan Ramachandran	Member
Suresh Vaswani	Member
Himanshu Kapania	Member
Sunil Sood	Member

The scope of the Audit Committee includes the terms of references prescribed under Regulation 18, read with part C of Schedule II of the SEBI Listing Regulations as well as Section 177 and other applicable provisions of the Companies Act, 2013 besides the other terms that may be referred by the Board of Directors. The terms of reference of the Audit Committee are mentioned below:

Scope and terms of reference:

The broad terms of reference of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by statutory auditors.
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b. Changes, if any, in accounting policies and practices and reasons for the same;
    c. Major accounting entries involving estimates based on the exercise of judgment by management;
    d. Significant adjustments made in the financial statements arising out of audit findings;
    e. Compliance with listing and other legal requirements relating to financial statements;
    f. Disclosure of any related party transactions;
    g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. The Audit Committee shall review the financial statements, in particular, the investments made by the unlisted subsidiary company.

7. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take steps in this matter.
8. Review and monitor the auditor's independence and performance and effectiveness of audit process.
9. Approval or any subsequent modification of transactions of the Company with related parties.
10. Scrutiny of inter-corporate loans and investments.
11. Reviewing the utilization of loans and/or advances from/ investment by the Holding Company in the subsidiary exceeding ₹ 1,000 Mn or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.
12. Valuation of undertakings or assets of the Company, wherever it is necessary.
13. Evaluation of internal financial controls and risk management systems.
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
16. Discussion with internal auditors of any significant findings and follow-up thereon.
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
20. To review the functioning of the Whistle Blower mechanism.
21. Approval of appointment of Chief Financial Officer (i.e. the Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
22. Review compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as may be amended from time to time at least once in a financial year and verify that systems for internal control are adequate and are operating effectively.
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
24. To review:
    a. Management Discussion and Analysis of financial condition and results of operations;
    b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
    c. Management letters/letters of internal control weaknesses issued by the Statutory Auditors, if any;
    d. Internal audit reports relating to internal control weaknesses; and
    e. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
    f. Review the effectiveness of the system for monitoring compliance with laws and regulations
    g. Any Show cause, demand , prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
    h. Any material default in financial obligations by the Company.
    i. Any significant or important matters affecting the business of the Company.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was reconstituted *vide* resolution passed in the meeting of the Board of Directors on August 3, 2022. As on the date of this Red Herring Prospectus, it comprises the following members:

Name of the Director	Designation
Arun Kumar Adhikari	Chairman
Anjani Kumar Agrawal	Member
Neena Gupta	Member
Suresh Choithram Vaswani	Member
Himanshu Kapania	Member
Sunil Sood	Member

The scope of activities of the Nomination and Remuneration Committee is as set out in Regulation 19 of SEBI Listing Regulations read with Section 178 of the Companies Act, 2013. The terms of reference of the Nomination and Remuneration Committee are mentioned below:

Scope and terms of reference:

The role of the Nomination and Remuneration Committee shall include the following:

1) Formulating and recommending to the board of directors, the Company's policies relating to the remuneration of the directors, KMPs and other employees;
2) Criteria for determining the qualifications, positive attributes and independence of current and proposed directors.
3) Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and senior managers of the quality required to run the Company successfully;
4) Ensure the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
5) The remuneration provided to directors and senior managers includes a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
6) Formulate appropriate policies, institute processes which enable the identification of individuals who are qualified to become Directors and who may be appointed in senior management and recommend to the Board of Directors their appointment and removal from time to time.
7) Review and implement succession and development plans for managing director, executive directors and senior managers;
8) Devise a policy on board diversity;
9) Formulate the criteria for determining qualifications, positive attributes and independence of directors.
10) Establish evaluation criteria and conduct the process of performance evaluation of each Director and structure manner.
11) Establish evaluation criteria of board and board committees;
12) Review and make recommendations to the board with respect to any incentive based compensation and equity based plans that are subject to the Board and shareholder approval (including broad-based plans)
13) Review and discuss with management the disclosures required to be included in the director's report as specified in the act and rules thereunder.
14) To supervise and monitor the process of issuance/ grant/ vesting/ cancellation of ESOPs and such other instruments as may be decided to be granted to the employees of the Company/ Subsidiary Company, from time to time, as per the provisions of the applicable laws, more particularly in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was reconstituted *vide* resolution passed in the meeting of our Board of Directors on January 23, 2019. As on the date of this Red Herring Prospectus, it comprises the following members:

Name of the Director	Designation
Neena Gupta	Chairperson
Arun Kumar Adhikari	Member
Krishnan Ramachandran	Member
Ravinder Takkar	Member

The terms of reference of the Corporate Social Responsibility Committee are mentioned below:

Scope and terms of reference:

The role of the CSR Committee includes the following:

1) To consider matters relating to education, health care, sustainable livelihood, infrastructural development and social change that it determines to be desirable. In addition, the CSR Committee shall examine any other matters referred to it by the Board;
2) To monitor the Company's CSR policy framework;
3) To receive reports and review CSR activities across the Company's operations;
4) To consider and propose an Annual Budget for CSR activities;
5) To develop a framework for submission, assessment and approval of discretionary and obligatory community, social, educational and charitable expenditures;
6) To prepare the Annual CSR Report and ensure that it is a fair reflection of the Company's CSR approach, policies, systems and performance;
7) To ensure that the Company's website communicates and reports its CSR approach and performance in a timely, complete and coherent manner as and when circumstances warrant and in line with regulatory requirement, if any;
8) To retain outside consultants, if required;
9) To take such independent professional / legal advice, and
10) To consider other matters as specified by the Board.

Stakeholders Relationship Committee

The Stakeholders' Relationship Committee was reconstituted *vide* resolution passed in the meeting of our Board of Directors on April 20, 2023 . As on the date of this Red Herring Prospectus, it comprises the following members:

Name of the Director	Designation
Himanshu Kapania	Chairman
Ravinder Takkar	Member
Sushil Agarwal	Member
Neena Gupta	Member

The terms of reference of the Stakeholders Relationship Committee are mentioned below:

Scope and terms of reference:

The role of the Stakeholders' Relationship Committee includes the following:

1) To monitor the complaints received by the Company from shareholders, Debenture holders, other security holders of the Company, Securities and Exchange Board of India (SEBI), Stock Exchanges, Ministry of Company Affairs, Registrar of Companies and the action taken for redressal of the same.
2) Resolving the grievances of security holders of the Company including complaints relating to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
3) To approve allotment of shares, debentures and other securities as per the authority conferred/to be conferred to the Committee by the Board of Directors from time to time.
4) To authorise officers of the Company to approve requests for transposition, deletion, consolidation, sub-division, change of name, dematerialization and rematerialization etc., of shares, debentures and other securities.
5) To approve and ratify the action taken by the authorised officers of the Company in compliance of the requests received from the Shareholders/ Investors for issue of duplicate/replacement/consolidation/sub-division, dematerialization and rematerialization etc. of shares, debentures and other securities of the Company.
6) To monitor and expedite the status and process of dematerialisation and rematerialisation of shares, debentures and securities of the Company.
7) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
8) Review the measures taken to reduce the quantum of unclaimed dividend / interest and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
9) To give directions for monitoring the stock of blank stationery and for printing of stationery required by the Secretarial Department of the Company, from time to time, for issuance of share certificates, debenture certificates, allotment letters, warrants, pay orders, cheques and other related stationary.
10) Review of measures taken for effective exercise of voting rights by shareholders.
11) To perform such other acts, deeds and things as may be delegated to the Committee by the Board from time to time.

Risk Management Committee

The Risk Management Committee was reconstituted *vide* resolution passed in the meeting of our Board of Directors on January 21, 2022. As on the date of this Red Herring Prospectus, it comprises the following members:

Name of the Director	Designation
Himanshu Kapania	Chairman
Sunil Sood	Member
Arun Kumar Adhikari	Member
Ashwani Windlass	Member

The terms of reference of the Risk Management Committee are mentioned below:

Scope and terms of reference:

The role of the Risk Management Committee includes the following:

1. Formulating a detailed risk management policy which shall include:
    a. framework for identification of internal and external risks specifically faced by the listed entity, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;

b. risk mitigation including systems and processes for internal control of identified risks;
c. business continuity plan;
d. appropriate methodology, processes and systems to monitor and evaluate risks associated with the business of the Company.

2. monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
3. periodically review the risk management policy, (at least once in two years), including by considering the changing industry dynamics and evolving complexity;
4. keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
5. appointment, removal and terms of remuneration of the Chief Risk Officer (if any); and
6. any other role and responsibility(ies) as may be notified by statute from time to time.

Employee stock option plan

For details of ESOP, see "*Capital Structure*" on page 64.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are 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, CCII (Mauritius), Inc., Euro Pacific Securities Ltd, Vodafone Telecommunications (India) Limited, Mobilvest, Prime Metals Ltd, Trans Crystal Ltd, Omega Telecom Holdings Private Limited and Usha Martin Telematics Limited.

Details of our Promoters

1. Kumar Mangalam Birla

Kumar Mangalam Birla, aged 56 years, is one of the Promoters and a Non-Executive Director of our Company. For a complete profile of Kumar Mangalam Birla, i.e., his date of birth, residential address, educational qualifications, professional experience, positions/ posts held in the past and other directorships, other ventures, special achievements, business and other activities, see "*Our Management*" on page 161.

He holds 864,906 Equity Shares, representing 0.002% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis.

His permanent account number is AEFPB5926H .

Our Company confirms that the permanent account number, bank account number(s) and passport number of Kumar Mangalam Birla will be submitted to the Stock Exchanges at the time of filing of this Red Herring Prospectus.

2. Hindalco Industries Limited

Corporate Information and History:

Hindalco Industries Limited ("**HIL**") was incorporated as a public company limited by shares under the Companies Act, 1956 on December 15, 1958 and its registered office is located at 21st Floor, One Unity Center, Senapati Bapat Marg, Prabhadevi, Mumbai 400 013, Maharashtra, India. The corporate identification number of HIL is L27020MH1958PLC011238. HIL is promoted by Kumar Mangalam Birla and Birla Group Holdings Private Limited.

As on the date of this Red Herring Prospectus, HIL holds 751,119,164 Equity Shares, representing 1.49% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis.

Nature of Business:

HIL is engaged in the manufacturing of aluminium and copper in India. Further, HIL has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of HIL as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Kumar Mangalam Birla	Chairman, Non-executive director
2.	Rajashree Birla	Non-executive director
3.	Askaran Agarwala	Non-executive director
4.	Vikas Balia	Non-executive Independent director
5.	Kailash Nath Bhandari	Non-executive Independent director
6.	Sudhir Mital	Non-executive Independent director
7.	Alka Bharucha	Non-executive Independent director
8.	Yazdi Dandiwala	Non-executive Independent director
9.	Satish Pai	Managing director
10.	Praveen Kumar Maheshwari	Whole-Time Director & Chief Financial Officer

Change in Control:

There has been no change in the control of HIL in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of HIL as at December 31, 2023:

Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of shares underlying Depository Receipts	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form	Sub-categorization of shares (XV) Shareholding (No. of shares) under		
									Sub Category I	Sub Category II	Sub Category III
(A) Promoter & Promoter Group	17	76,39,22,188	1,45,42,309	77,84,64,497	34.64	77,84,64,497	34.81	77,84,64,497	--	--	--
(B) Public	5,49,213	1,37,50,17,222	8,31,60,859	1,45,81,78,081	64.89	1,45,81,78,081	65.19	1,31,63,16,375			
(C1) Shares underlying DRs					0.00		0.00		--	--	--
(C2) Shares held by Employee Trust	1	1,05,73,945		1,05,73,945	0.47		0.00	1,05,73,945	--	--	--
(C) Non Promoter-Non Public	1	1,05,73,945		1,05,73,945	0.00		0.00	1,05,73,945	--	--	--
Grand Total	5,49,231	2,14,95,13,355	9,77,03,168	2,24,72,16,523	100.00	2,23,66,42,578	100.00	2,10,53,54,817			

As at the date of this Red Herring Prospectus, the equity shares of HIL are listed on the National Stock Exchange of India Limited and the BSE Limited.

Corporate Promoter of HIL:

The corporate promoter of HIL is Birla Group Holding Private Limited. As on the date of this Red Herring Prospectus, the details of the shareholders of Birla Group Holding Private Limited are as follows:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	Global Holdings Private Limited	847	35.00
2.	Rajratna Holdings Private Limited	726	30.00
3.	Vaibhav Holdings Private Limited	847	35.00
	Total	**2,420**	**100.00**

Board of Directors of Birla Group Holding Private Limited

As on the date of this Red Herring Prospectus, the board of directors of Birla Group Holding Private Limited comprises of:

Sr. No.	Name of director	Designation
1.	Kumar Mangalam Birla	Director
2.	Rajashree Birla	Director
3.	Pradeep Kumar Jajodia	Director
4	Suresh Chandra Tapuriah	Director

Our Company confirms that the permanent account number, bank account number(s) and company registration number of HIL, and the address of the registrar of companies where HIL is registered, will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

3. Grasim Industries Limited

Corporate Information and History:

Grasim Industries Limited ("**GIL**") was originally incorporated as 'Gwalior Rayon Silk Manufacturing (Weaving) Company Limited' on August 25, 1947, as a company limited by shares under the Gwalior Companies Act (I of Samvat 1963) at Gwalior, Madhya Pradesh, pursuant to a certificate of incorporation dated August 25, 1947 issued by the Registrar, Joint Stock Companies, Gwalior Government. Subsequently, the name of GIL was changed to 'Grasim Industries Limited' and consequently, a fresh certificate of incorporation dated July 22, 1986 was issued by the Registrar of Companies, Madhya Pradesh at Gwalior under the Companies Act, 1956. GIL's registered office is located at Birlagram, Nagda, Ujjain 456 331, Madhya Pradesh, India. The corporate identification number of GIL is L17124MP1947PLC000410.

The promoters of GIL are Kumar Mangalam Birla and Birla Group Holdings Private Limited.

As at the date of this Red Herring Prospectus, GIL holds 3,317,566,167 Equity Shares, representing 6.60% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis.

Nature of Business:

GIL commenced its operations as a textiles manufacturer and has since evolved into a diversified conglomerate with a leading position across many of its businesses. GIL's operating segments comprise viscose, chemicals, cement, financial services and others (primarily textiles, insulators, paints, B2B e-commerce and renewable energy).

Board of Directors:

The composition of the board of directors of GIL as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Kumar Mangalam Birla	Chairman, non-executive and non-independent director
2.	Rajashree Birla	Non-executive and non-independent director
3.	Ananyashree Birla	Non-executive and non-independent director
4.	Aryaman Vikram Birla	Non-executive and non-independent director
5.	Anita Ramachandran	Independent director
6.	N. Mohan Raj	Independent director
7.	Cyril Shroff	Independent director
8.	Thomas M Connelly Jr.	Independent director
9.	YP Dandiwala	Independent director
10.	V. Chandrasekaran	Independent director
11.	Adesh Kumar Gupta	Independent director
12.	Raj Kumar	Non-executive and non-independent director

Sr. No.	Name of director	Designation
13.	Sushil Agarwal	Non-executive and non-independent director
14.	Hari Krishna Agarwal	Executive director, managing director

Change in Control:

There has been no change in the control of GIL in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of GIL as at December 31, 2023:

Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form	Sub-categorization of shares (XV)		
										Shareholding (No. of shares) under		
										Sub Category I	Sub Category II	Sub Category III
(A) Promoter & Promoter Group[(1)]	24	25,01,44,214	1,15,64,900	3,13,20,509	29,30,29,623	43.06	29,30,29,623	43.20	29,30,29,623	--	--	--
(B) Public[(2)]	2,41,350	34,90,82,890	1,05,02,331	2,57,44,313	38,53,29,534	56.62	38,53,29,534	56.80	36,76,35,796			
(C1) Shares underlying DRs						0.00		0.00		--	--	--
(C2) Shares held by Employee Trust[(3)]	1	21,56,865			21,56,865	0.32		0.00	21,56,865	--	--	--
(C) Non Promoter-Non Public	1	21,56,865			21,56,865	0.00		0.00	21,56,865	--	--	--
Grand Total	2,41,375	60,13,83,969	2,20,67,231	5,70,64,822	68,05,16,022	100.00	67,83,59,157	100.00	66,28,22,284			

*(1) The shareholding of the promoter and promoter group includes 4.60% held by way of global depository receipts ("**GDRs**")*

(2) The shareholding of public shareholders include 3.78% held by way of GDRs.

*(3) In terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the trustees of the Grasim Employees Welfare Trust ("**Trust**") do not have voting rights in respect of the shares held by the Trust. The voting rights will be available to the individuals (Grantees) upon exercise of the options and restricted stock units ("**RSUs**") by them under the Employee Stock Option Scheme 2018 of Grasim Industries Limited.*

As at the date of this Red Herring Prospectus, the equity shares of GIL are listed on the National Stock Exchange of India Limited and the BSE Limited. Further, GIL has facilitated the issuance of global depository receipts ("**GDRs**"), which are listed on the Luxembourg Stock Exchange.

Corporate Promoter of GIL:

The corporate promoter of GIL is Birla Group Holdings Private Limited. As on the date of this Red Herring Prospectus, the details of the shareholders of Birla Group Holdings Private Limited are as follows:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	Global Holdings Private Limited	847	35.00
2.	Rajratna Holdings Private Limited	726	30.00
3.	Vaibhav Holdings Private Limited	847	35.00
	Total	**2,420**	**100.00**

Board of Directors of Birla Group Holdings Private Limited

As on the date of this Red Herring Prospectus, the board of directors of Birla Group Holdings Private Limited comprises of:

Sr. No.	Name of director	Designation
1.	Kumar Mangalam Birla	Director
2.	Rajashree Birla	Director
3.	Pradeep Kumar Jajodia	Director
4	Suresh Chandra Tapuriah	Director

Our Company confirms that the permanent account number, bank account number(s) and company registration number of GIL, and the address of the registrar of companies where GIL is registered, will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

4. Birla TMT Holdings Private Limited*

Corporate Information and History:

Birla TMT Holdings Private Limited ("**BTHPL**") was incorporated as a private company limited by shares under the Companies Act, 1956 on October 12, 2000 and its registered office is located at 212, 2nd Floor, T. V. Industrial Estate, 52, S. K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India. The corporate identification number of BTHPL is U72900MH2000PTC129116.

As at the date of this Red Herring Prospectus, BTHPL holds 353,798,538 Equity Shares, representing 0.70% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. BTHPL is not an original Promoter of our Company and has acquired control in the manner stated below:

Birla TMT Holdings Private Limited acquired Equity Shares in the Company during 2001 to 2018. Such acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Birla TMT Holdings Private Limited, along with certain other entities, and Birla Group Holdings Private Limited had filed an application before the National Company Law Tribunal, Mumbai Bench ("NCLT Mumbai**") and National Company Law Tribunal, Kolkata Bench ("**NCLT Kolkata**") seeking, amongst other things, the sanction of a scheme of amalgamation under Sections 230 to 232 of the Companies Act, 2013. NCLT Kolkata and NCLT Mumbai by way of their orders have sanctioned the scheme for amalgamation of Birla TMT Holdings Private Limited and certain other entities with and into Birla Group Holdings Private Limited ("**Scheme**"). The certified true copy of the order passed by NCLT Mumbai has been received and filed with registrar of companies at Mumbai. The certified true copy of the order passed by NCLT Kolkata is yet to be received. The Scheme shall become effective upon receipt of requisite approvals, if any, and conclusion of the necessary filings, as applicable, after receipt of the certified true copy of the order passed by NCLT Kolkata.*

Nature of Business:

BTHPL is a non-deposit taking non-banking finance company registered with the RBI and functioning as a Core Investment Company. Further, BTHPL has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of BTHPL as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Gopi Krishna Tulsian	Director
2.	Sushil Agarwal	Director

Change in Control:

There has been no change in the control of BTHPL in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of BTHPL:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	Birla Group Holdings Private Limited	2,250,200	100.00
	Total	**2,250,200**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of BTHPL are not listed on any stock exchange.

Promoter of BTHPL:

The promoter of BTHPL is Birla Group Holdings Private Limited. As on the date of this Red Herring Prospectus, the details of the shareholders of Birla Group Holdings Private Limited are as follows:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	Global Holdings Private Limited	847	35.00
2.	Rajratna Holdings Private Limited	726	30.00
3.	Vaibhav Holdings Private Limited	847	35.00
	Total	**2,420**	**100.00**

Board of Directors of Birla Group Holdings Private Limited

As on the date of this Red Herring Prospectus, the board of directors of Birla Group Holdings Private Limited comprises of:

Sr. No.	Name of director	Designation
1.	Kumar Mangalam Birla	Director
2.	Rajashree Birla	Director
3.	Pradeep Kumar Jajodia	Director
4	Suresh Chandra Tapuriah	Director

Our Company confirms that the permanent account number, bank account number(s) and company registration number of BTHPL, and the address of the registrar of companies where BTHPL is registered, will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

5. Vodafone International Holdings B.V.

Corporate Information and History:

Vodafone International Holdings B.V. ("**VIHBV**") was incorporated as a private limited company, limited by shares, under the laws of the Netherlands and its registered office is located at Rivium Quadrant 173, 15th floor, 2909 LC Capelle aan den IJssel, the Netherlands.

As at the date of this Red Herring Prospectus, VIHBV does not hold any Equity Shares of our Company. VIHBV is not an original Promoter of our Company. It is the promoter of certain of our Promoters, namely Al-Amin Investments Limited, Asian Telecommunication Investments (Mauritius) Limited, CCII (Mauritius), Inc., Euro Pacific Securities Ltd, Vodafone Telecommunications (India) Limited, Mobilvest, Prime Metals Ltd, Trans Crystal Ltd, Omega Telecom Holdings Private Limited and Usha Martin Telematics Limited, who became Promoters of our Company with effect from August 31, 2018, pursuant to the Merger. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The above acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

VIHBV is a holding and finance company. Further, VIHBV has not changed its activities since the date of its incorporation.

Board of Directors/ Management Board:

The composition of the management board of VIHBV as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of management board member	Designation
1.	Martin Buckers	Management board member
2.	Sean Cosgrove	Management board member

Change in Control:

There has been no change in the control of VIHBV in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of VIHBV:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	Vodafone Europe B.V.	18,928	100.00
	Total	**18,928**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of VIHBV are not listed on any stock exchange.

Promoter of VIHBV:

Vodafone Europe B.V. is the promoter of VIHBV and its ultimate holding company is Vodafone Group Plc. As on the date of this Red Herring Prospectus, the details of the shareholders of Vodafone Europe B.V. are as follows:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	Vodafone Consolidated Holdings Limited	31,666,522,038	100.00
	Total	31,666,522,038	**100.00**

Board of Directors/ Management Board of Vodafone Europe B.V.

As on the date of this Red Herring Prospectus, the management board of Vodafone Europe B.V. comprises of:

Sr. No.	Name of management board member	Designation
1.	Martin Buckers	Management board member
2.	Sean Cosgrove	Management board member

Our Company confirms that the permanent account number, bank account number(s) and company registration number of VIHBV will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

6. Al-Amin Investments Limited

Corporate Information and History:

Al-Amin Investments Limited ("**AAIL**") was incorporated as a private company limited by shares under the laws of Mauritius on November 30, 1999 and its registered office is located at 5th Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius.

As at the date of this Red Herring Prospectus, AAIL holds 812,744,186 Equity Shares, representing 1.62% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. AAIL is not an original Promoter of our Company. It became a Promoter of our Company with effect from August 31, 2018, pursuant to the Merger. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The above acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

AAIL is an investment holding company. Further, AAIL has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of AAIL as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Helen Suzanne Gujadhur-Bell	Director
2.	Boopendradas Sungker	Director
3.	Gerhardus Adriaan Van Niekerk	Director

Change in Control:

There has been no change in the control of AAIL in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of AAIL:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	Array Holdings Limited	10,637	100.00
	Total	**10,637**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of AAIL are not listed on any stock exchange.

Promoter of AAIL:

The immediate holding company of AAIL is Array Holdings Limited. AAIL is promoted by VIHBV. The ultimate holding company of AAIL is Vodafone Group Plc. For details of the shareholders and board of directors of VIHBV, see "*Our Promoters - Vodafone International Holdings B.V.*" on page 183 above.

Our Company confirms that the permanent account number, bank account number(s) and company registration number of AAIL will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

7. Asian Telecommunication Investments (Mauritius) Limited

Corporate Information and History:

Asian Telecommunication Investments (Mauritius) Limited ("**ATIML**") was incorporated as a private company limited by shares under the laws of Mauritius on May 26, 1997 and its registered office is located at 5th Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius.

As at the date of this Red Herring Prospectus, ATIML holds 980,469,868 Equity Shares, representing 1.95% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. ATIML is not an original Promoter of our Company. It became a Promoter of our Company with effect from August 31, 2018, pursuant to the Merger. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The above acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

ATIML is an investment holding company. Further, ATIML has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of ATIML as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Helen Suzanne Gujadhur-Bell	Director
2.	Boopendradas Sungker	Director
3.	Gerhardus Adriaan Van Niekerk	Director

Change in Control:

There has been no change in the control of ATIML in the preceding three years.

Shareholding Pattern:
The following table sets forth details of the shareholding pattern of ATIML:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	Array Holdings Limited	3,249	100.00
	Total	**3,249**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of ATIML are not listed on any stock exchange.

Promoter of ATIML:

The immediate holding company of ATIML is Array Holdings Limited. ATIML is promoted by VIHBV . The ultimate holding company of ATIML is Vodafone Group Plc. For details of the shareholders and board of directors of VIHBV, see "*Our Promoters - Vodafone International Holdings B.V.*" on page 183 above.

Our Company confirms that the permanent account number, bank account number(s) and company registration number of ATIML will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

8. CCII (Mauritius), Inc.

Corporate Information and History:

CCII (Mauritius), Inc. ("**CCII**") was incorporated as a private company limited by shares under the laws of Mauritius on August 15, 1995 and its registered office is located at 5th Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius.

As at the date of this Red Herring Prospectus, CCII holds 446,059,752 Equity Shares, representing 0.89% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. CCII is not an original Promoter of our Company. It became a Promoter of our Company with effect from August 31, 2018, pursuant to the Merger. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The above acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

CCII is an investment holding company. Further, CCII has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of CCII as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Helen Suzanne Gujadhur-Bell	Director
2.	Boopendradas Sungker	Director
3.	Gerhardus Adriaan Van Niekerk	Director

Change in Control:

There has been no change in the control of CCII in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of CCII:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	CGP India Investments Limited	4,044	100.00
	Total	**4,044**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of CCII are not listed on any stock exchange.

Promoter of CCII:

The immediate holding company of CCII is CGP India Investments Limited. CCII is promoted by VIHBV. The ultimate holding company of CCII is Vodafone Group Plc. For details of the shareholders and board of directors of VIHBV, see "*Our Promoters - Vodafone International Holdings B.V.*" on page 183 above.

Our Company confirms that the permanent account number, bank account number(s) and company registration number of CCII will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

9. Euro Pacific Securities Ltd

Corporate Information and History:

Euro Pacific Securities Ltd ("**EPSL**") was incorporated as a private company limited by shares under the laws of Mauritius on November 25, 1992 and its registered office is located at 5th Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius.

As at the date of this Red Herring Prospectus, EPSL holds 5,593,277,865 Equity Shares, representing 11.12% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. EPSL is not an original Promoter of our Company. It became a Promoter of our Company with effect from August 31, 2018, pursuant to the Merger. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The above acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

EPSL is an investment holding company. Further, EPSL has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of EPSL as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Helen Suzanne Gujadhur-Bell	Director
2.	Boopendradas Sungker	Director
3.	Gerhardus Adriaan Van Niekerk	Director

Change in Control:

There has been no change in the control of EPSL in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of EPSL:

Sr. No.	Name of shareholder	Number of equity Shares	Percentage (%)
1.	CGP India Investments Limited	4,245	100.00
	Total	**4,245**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of EPSL are not listed on any stock exchange.

Promoter of EPSL:

The immediate holding company of EPSL is CGP India Investments Limited. EPSL is promoted by VIHBV. The ultimate holding company of EPSL is Vodafone Group Plc. For details of the shareholders and board of directors of VIHBV, see "*Our Promoters - Vodafone International Holdings B.V.*" on page 183 above.

Our Company confirms that the permanent account number, bank account number(s) and company registration number of EPSL will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

10. Vodafone Telecommunications (India) Limited

Corporate Information and History:

Vodafone Telecommunications (India) Limited ("**VTIL**") was incorporated as a private company limited by shares under the laws of Mauritius on July 25, 1995 and its registered office is located at 5th Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius.

As at the date of this Red Herring Prospectus, VTIL holds 1,624,511,788 Equity Shares, representing 3.23% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. VTIL is not an original Promoter of our Company. It became a Promoter of our Company with effect from August 31, 2018, pursuant to the Merger. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The above acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

VTIL is an investment holding company. Further, VTIL has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of VTIL as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Helen Suzanne Gujadhur-Bell	Director
2.	Boopendradas Sungker	Director
3.	Gerhardus Adriaan Van Niekerk	Director

Change in Control:

There has been no change in the control of VTIL in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of VTIL:

Sr. No.	Name of Shareholder	Number of Equity Shares	Percentage (%)
1.	Array Holdings Limited	3,201	100.00
	Total	**3,201**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of VTIL are not listed on any stock exchange.

Promoter of VTIL:

The immediate holding company of VTIL is Array Holdings Limited. VTIL is promoted by VIHBV. The ultimate holding company of VTIL is Vodafone Group Plc. For details of the shareholders and board of directors of VIHBV, see "*Our Promoters - Vodafone International Holdings B.V.*" on page 183 above.

Our Company confirms that the permanent account number, bank account number(s) and company registration number of VTIL will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

11. Mobilvest

Corporate Information and History:

Mobilvest was incorporated as a private company limited by shares under the laws of Mauritius on December 22, 1995 and its registered office is located at 5th Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius.

As at the date of this Red Herring Prospectus, Mobilvest holds 1,675,994,466 Equity Shares, representing 3.33% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. Mobilvest is not an original Promoter of our Company. It became a Promoter of our Company with effect from August 31, 2018, pursuant to the Merger. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The above acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

Mobilvest is an investment holding company. Further, Mobilvest has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of Mobilvest as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Helen Suzanne Gujadhur-Bell	Director
2.	Boopendradas Sungker	Director
3.	Gerhardus Adriaan Van Niekerk	Director

Change in Control:

There has been no change in the control of Mobilvest in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of Mobilvest:

Sr. No.	Name of shareholder	Number of Equity Shares	Percentage (%)
1.	CGP India Investments Limited	159,889,464	100.00
	Total	**159,889,464**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of Mobilvest are not listed on any stock exchange.

Promoter of Mobilvest:

The immediate holding company of Mobilvest is CGP India Investments Limited. Mobilvest is promoted by VIHBV. The ultimate holding company of Mobilvest is Vodafone Group Plc. For details of the shareholders and board of directors of VIHBV, see "*Our Promoters – Vodafone International Holdings B.V.*" on page 183 above.

Our Company confirms that the permanent account number, bank account number(s) and company registration number of Mobilvest will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

12. Prime Metals Ltd

Corporate Information and History:

Prime Metals Ltd ("**PML**") was incorporated as a private company limited by shares under the laws of Mauritius on June 8, 1993 and its registered office is located at 5th Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius.

As at the date of this Red Herring Prospectus, PML holds 2,756,484,727 Equity Shares, representing 5.49% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. PML is not an original Promoter of our Company. It became a Promoter of our Company with effect from August 31, 2018, pursuant to the Merger. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The aforementioned acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

PML is an investment holding company. Further, PML has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of PML as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Helen Suzanne Gujadhur-Bell	Director
2.	Boopendradas Sungker	Director
3.	Gerhardus Adriaan Van Niekerk	Director

Change in Control:

There has been no change in the control of PML in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of PML:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	CGP India Investments Limited	2,845	100.00
	Total	**2,845**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of PML are not listed on any stock exchange.

Promoter of PML:

The immediate holding company of PML is CGP India Investments Limited. PML is promoted by VIHBV. The ultimate holding company of PML is Vodafone Group Plc. For details of the shareholders and board of directors of VIHBV, see "*Our Promoters – Vodafone International Holdings B.V.*" on page 183 above.

Our Company confirms that the permanent account number, bank account number(s) and company registration number of PML will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

13. Trans Crystal Ltd

Corporate Information and History:

Trans Crystal Ltd ("**TCL**") was incorporated as a private company limited by shares under the laws of Mauritius on July 7, 2000 and its registered office is located at 5th Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius.

As at the date of this Red Herring Prospectus, TCL holds 1,461,143,311 Equity Shares, representing 2.90% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. TCL is not an original Promoter of our Company. It became a Promoter of our Company with effect from August 31, 2018, pursuant to the Merger. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The above acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

TCL is an investment holding company. Further, TCL has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of TCL as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Helen Suzanne Gujadhur-Bell	Director
2.	Boopendradas Sungker	Director
3.	Gerhardus Adriaan Van Niekerk	Director

Change in Control:

There has been no change in the control of TCL in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of TCL:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	Array Holdings Limited	3,201	100.00
	Total	**3,201**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of TCL are not listed on any stock exchange.

Promoter of TCL:

The immediate holding company of TCL is Array Holdings Limited. TCL is promoted by VIHBV. The ultimate holding company of TCL is Vodafone Group Plc. For details of the shareholders and board of directors of VIHBV, see "*Our Promoters - Vodafone International Holdings B.V.*" on page 183 above.

Our Company confirms that the permanent account number, bank account number(s) and company registration number of TCLwill be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

14. Omega Telecom Holdings Private Limited

Corporate Information and History:

Omega Telecom Holdings Private Limited ("**OTHPL**") was incorporated as a private company limited by shares under the Companies Act, 1956 on April 24, 1995 and its registered office is located at 201-206, Shiv Smriti Chambers, 2nd Floor, 49/A, Dr. Annie Besant Road, Worli Naka, Worli, Mumbai 400 018, Maharashtra, India. The corporate identification number of OTHPL is U64200MH1995PTC087657.

Pursuant to a scheme of amalgamation and arrangement, Jaykay Finholding (India) Private Limited (*now merged with Omega Telecom Holdings Private Limited*) ("**JKF**"), SMMS Investments Private Limited, Nadal Trading Company Private Limited, Plustech Mercantile Company Private Limited, ND Callus Info Services Private Limited, MV Healthcare Services Private Limited, AG Mercantile Company Private Limited, Scorpios Beverages Private Limited, Telecom Investments India Private Limited ("**TII**") and UMT Investments Limited merged with and into OTHPL with effect from 4 July 2020 (the "**Omega Scheme**").

As at the date of this Red Herring Prospectus, OTHPL holds 279,017,784 Equity Shares, representing 0.55% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. OTHPL is not an original Promoter of our Company. It became a Promoter of our Company with effect from August 31, 2018, pursuant to the Merger. Pursuant to Omega Scheme, the shareholding of erstwhile TII and erstwhile JKF in our Company is now held by OTHPL. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The above acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

OTHPL is an investment holding company. Further, OTHPL has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of OTHPL as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Priyanka Sinha	Director
2.	Tejas Gokhale	Director
3.	Vijayalaxmi Narayan	Director

Change in Control:

There has been no change in the control of OTHPL in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of OTHPL:

Sr. No.	Name of shareholder	Number of equity shares	Percentage (%)
1.	CGP India Investments Limited	499,840,187	62.35
2.	Vodafone India Services Private Limited	212,095,881	26.46
3.	Vodafone Telecommunications (India) Limited	89,692,381	11.19
	Total	**801,628,449**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of OTHPL are not listed on any stock exchange.

Promoter of OTHPL:

The immediate holding companies of OTHPL are CGP India Investments Limited, Vodafone India Services Private Limited and Vodafone Telecommunications (India) Limited. OTHPL is promoted by VIHBV. The ultimate holding company of OTHPL is Vodafone Group Plc. For details of the shareholders and board of directors of VIHBV, see "*Our Promoters - Vodafone International Holdings B.V.*" on page 183 above.

Our Company confirms that the permanent account number, bank account number(s) and company registration number of OTHPL, and the address of the registrar of companies where OTHPL is registered, will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus with them.

15. Usha Martin Telematics Limited

Corporate Information and History:

Usha Martin Telematics Limited ("**UMTL**") was incorporated as a company limited by shares under the Companies Act, 1956 on March 16, 1995, and its registered office is located at Flat no. 1, 1st Floor, 3A, New Bowbazar Lane, Kolkata 700 012, West Bengal, India. The corporate identification number of UMTL is U32202WB1995PLC069502.

As at the date of this Red Herring Prospectus, UMTL holds 91,123,113 Equity Shares, representing 0.18% of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. UMTL is not an original Promoter of our Company. It became a Promoter of our Company with effect from August 31, 2018, pursuant to the Merger. For details, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation, revaluation of assets, if any, in the last ten years*" on page 148.

The above acquisition of control was in compliance with the provisions of the Takeover Regulations and the SEBI Listing Regulations.

Nature of Business:

UMTL is an investment holding company. Further, UMTL has not changed its activities since the date of its incorporation.

Board of Directors:

The composition of the board of directors of UMTL as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of director	Designation
1.	Priyanka Sinha	Director
2.	Vijayalaxmi Narayan	Director
3.	Tejas Gokhale	Director

Change in Control:

There has been no change in the control of UMTL in the preceding three years.

Shareholding Pattern:

The following table sets forth details of the shareholding pattern of UMTL:

Sr. No.	Name of shareholder	Number of Equity Shares	Percentage (%)
1.	Omega Telecom Holdings Private Limited	197,595,384	100
2.	Priyanka Sinha (as a nominee of OTHPL)	10	Negligible
3.	Vijayalaxmi Narayan (as a nominee of OTHPL)	10	Negligible
4.	Tejas Gokhale (as a nominee of OTHPL)	10	Negligible
5.	Ashraf Ali (as a nominee of OTHPL)	10	Negligible
6.	Abanish Kumar Singh (as a nominee of OTHPL)	10	Negligible
7.	Rishi Raj Singh (as a nominee of OTHPL)	5	Negligible
8.	Amit Ahuja (as a nominee of OTHPL)	5	Negligible
	Total	**197,595,444**	**100.00**

As at the date of this Red Herring Prospectus, the equity shares of UMTL are not listed on any stock exchange.

Promoter of UMTL:

The immediate holding company of UMTL is OTHPL. UMTL is promoted by VIHBV. The ultimate holding company of UMTL is Vodafone Group Plc. For details of the shareholders and board of directors of VIHBV, see "*Our Promoters - Vodafone International Holdings B.V.*" on page 183 above.

Our Company confirms that the permanent account number, bank account number(s) and company registration number of UMTL, and the address of the registrar of companies where UMTL is registered, will be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

As on the date of this Red Herring Prospectus, our Promoters hold an aggregate of 20,144,175,635 Equity Shares representing 40.06% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share capital held by our Promoters*" on page 64.

Interests of our Promoters

Our Promoters are interested in our Company to the extent of the following: (i) they have promoted our Company, and (ii) in the Equity Shares and stock options, if any, held by them or their relatives in our Company, as applicable. For details regarding the shareholding of our Promoters and the members of our Promoter Group in our Company, see *"Capital Structure – Notes to Capital Structure – History of Build-up and Contribution and Lock-in of Promoter's Shareholding*" on page 64, and for business transactions between our Promoters and the Promoter Group, see *"Other Financial Information – Related Party Transactions*" on page 570.

Except as disclosed in this sectin and in "*Other Financial Information – Related Party Transactions*" on page 570, respectively, our Promoters have no interest in any property acquired by our Company within the three years immediately preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

No sum has been paid or agreed to be paid to our Promoters or to a firm or company in which our Promoters are a member, in cash or shares or otherwise, by any person either to induce them to become or to qualify them as a director or otherwise for services rendered by them or by such firm or company, as applicable, in connection with the promotion or formation of our Company. For details of related party transactions entered into by our Company with our Promoters, members of our Promoter Group and Group Companies during the Financial Year immediately preceding the date of this Red Herring Prospectus, see "*Other Financial Information – Related Party Transactions*" on page 570.

Payment of benefit to our Promoters or Promoter Group

There is no amount or benefit paid or given by our Company to our Promoters or the Promoter Group during the two years immediately preceding the date of filing of this Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters or any members of our Promoter Group, other than as stated in "*Other Financial Information – Related Party Transactions*" and "*Our Management*" on pages 570 and 161, respectively.

Material guarantees given by our Promoters

Our Promoters have not given any material guarantees to third parties with respect to the Equity Shares of our Company.

Companies or firms with which our Promoters have disassociated in the last three years

Except for as disclosed below, our Promoters have not disassociated themselves from any company completely in the three years immediately preceding the date of filing of this Red Herring Prospectus:

Sr. No.	Name of Company or Firm from which Promoter has Disassociated	Reasons for and Circumstances Leading to Disassociation	Date of Disassociation
Hindalco Industries Limited			
1.	A.V Metals Inc.	Merged into Novelis Inc.	September 1, 2022
2.	Novelis (India) Infotech Ltd	Dissolution	September 23, 2022
3.	Aleris Aluminum France S.à.r.l.	Merged into Novelis PAE S.A.S	March 29, 2022
4.	Novelis Lamines France S.A.S	Merged into Novelis PAE S.A.S.	March 29, 2022
5.	Aleris RM, Inc.	Merged into Novelis ALR International, Inc. (formerly Aleris International, Inc.)	July 21, 2021
6.	Name Acquisition Co.		
7.	Aleris Aluminum Denmark ApS	Dissolved into Aleris Switzerland GmbH	April 15, 2021
8.	Aleris Aluminum Poland Sp. z.o.o.		
9.	Saras Micro Devices, Inc	Novelis sold 90% ownership of entity. Legal entity still exists but investment is not held as a venture/associate.	November 22, 2021
Kumar Mangalam Birla			
10.	Thai Peroxide Company Limited, Thailand	Resignation as director	December 15, 2023
11.	Aditya Birla Sun Life AMC Limited	Resignation as director	April 19, 2023
Grasim Industries Limited			
12.	Aditya Birla Solar Limited	Amalgamation of Aditya Birla Solar Limited with Aditya Birla Renewables Limited	The Scheme has become effective from July 24, 2023, with appointed date being April 1, 2019
13.	Grasim Premium Fabric Private Limited	Amalgamation of Grasim Premium Fabric Private Limited with Grasim Industries Limited	The Scheme has become effective from June 21, 2021, with appointed date being April 1, 2019
14.	Sun God Trading and Investment Limited	Amalgamation of Sun God Trading and Investment Limited with ABNL Investment Limited	The Scheme has become effective from June 29, 2021, with appointed date being April 1, 2019

Other Confirmations

Our Promoters and members of our Promoter Group have not been declared wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been promoters or directors of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter Group

The individuals and entities forming part of our Promoter Group (other than our Promoters and our Subsidiaries) of our Company, in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are as follows:

Natural persons who are a part of our Promoter Group

Name of Promoter	Name of relative	Relationship
Kumar Mangalam Birla	Neerja Birla	Spouse
	Rajashree Birla	Mother
	Ananyashree Birla	Daughter
	Advaitesha Birla	Daughter
	Aryaman Vikram Birla	Son
	Vasavadatta Bajaj	Sister

Entities forming part of our Promoter Group

1. 4260848 Canada Inc.;
2. 4260856 Canada Inc.;
3. 8018227 Canada Inc.;
4. ABNL Investment Limited;
5. ABReL (MP) Renewables Limited;
6. ABReL (Odisha) SPV Limited;
7. ABReL (RJ) Projects Limited;
8. ABReL Century Energy Limited;
9. ABReL EPC Limited;
10. ABReL EPCCO Services Limited;
11. ABReL Green Energy Limited;
12. ABReL Hybrid Projects Limited;
13. ABReL Renewables EPC Limited;
14. ABReL Solar Power Limited;
15. ABReL SPV2 Limited;
16. Aditya Birla ARC Limited;
17. Aditya Birla Capital Digital Limited;
18. Aditya Birla Capital Limited
19. Aditya Birla Capital Technology Services Limited (*formerly known as Aditya Birla MyUniverse Limited*);
20. Aditya Birla Elyaf Sanayi Ve Ticaret Anonim Sirketi, Turkey;
21. Aditya Birla Finance Limited;
22. Aditya Birla Financial Shared Services Limited;
23. Aditya Birla Health Insurance Company Limited;
24. Aditya Birla Housing Finance Limited;
25. Aditya Birla Insurance Brokers Limited
26. Aditya Birla Money Insurance Advisory Services Limited;
27. Aditya Birla Money Limited;
28. Aditya Birla Money Mart Limited;
29. Aditya Birla New Age Hospitality Private Limited;
30. Aditya Birla New Age Restaurant and Cafe Private Limited
31. Aditya Birla PE Advisors Private Limited;
32. Aditya Birla Power Composites Limited
33. Aditya Birla Renewables Solar Limited;
34. Aditya Birla Renewables Subsidiary Limited;
35. Aditya Birla Renewables Utkal Limited;
36. Aditya Birla Renewables Energy Limited;
37. Aditya Birla Renewables Green Power Private Limited (*formerly, Waacox Energy Private Limited*);

38. Aditya Birla Renewables Limited
39. Aditya Birla Renewables SPV 1 Limited;
40. Aditya Birla Science & Technology Company Private Limited;
41. Aditya Birla Stressed Asset AMC Private Limited;
42. Aditya Birla Sun Life AMC (Mauritius) Limited;
43. Aditya Birla Sun Life Asset Management Company Limited, Dubai;
44. Aditya Birla Sun Life AMC Limited;
45. Aditya Birla Sun Life AMC Pte. Limited, Singapore;
46. Aditya Birla Sun Life Insurance Company Limited;
47. Aditya Birla Sun Life Pension Management Limited;
48. Aditya Birla Sun Life Trustee Private Limited;
49. Aditya Birla Trustee Company Private Limited;
50. Aditya Birla Wellness Private Limited;
51. Aditya Group AB, Sweden;
52. Aditya Vikram Kumar Mangalam Birla HUF;
53. Africonnect (Zambia) Limited;
54. Al Nakhla Crusher LLC, Fujairah, UAE;
55. Aleris (Shanghai) Trading Co., Ltd.;
56. Aleris Aluminum Japan, Ltd.;
57. Aleris Aluminum UK Limited;
58. Aleris Asia Pacific International (Barbados) Ltd.;
59. Aleris Asia Pacific Limited;
60. Aleris Holding Canada ULC;
61. Aleris Switzerland GmbH;
62. AluInfra Services SA;
63. Aluminium Norf GmbH;
64. Arabian Cement Industry LLC, Abu Dhabi;
65. Array Holdings Limited;
66. AV Group NB Inc. Canada;
67. AV Minerals (Netherlands) N.V.;
68. AV Terrace Bay Inc., Canada;
69. BC Tradelink Limited, Tanzania;
70. Bhagwati Limestone Company Private Limited;
71. Bhaskarpara Coal Company Limited;
72. Bhubaneswari Coal Mining Limited;
73. Bhumi Resources (Singapore) PTE Limited;
74. Binani Cement (Uganda) Limited;
75. Binani Cement (Tanzania) Limited, Tanzania;
76. Birla Advanced Knits Private Limited;
77. Birla Copper Asoj Private Limited;
78. Birla Cosmetics Private Limited;
79. Birla Group Holdings Private Limited;
80. Birla Jingwei Fibres Company Limited, China;
81. Brecha Energetica Ltda;
82. Cavalry Holdings Limited;
83. CGP India Investments Limited;
84. CGP Investments (Holdings) Limited;
85. Chaitanya India Fin Credit Private Limited;
86. Dahej Harbour & Infrastructure Limited;
87. Deutsche Aluminium Verpackung Recycling GmbH;
88. Duqm Cement Project International, LLC, Oman;
89. East Africa Investments (Mauritius) Limited;
90. East Coast Bauxite Mining Company;
91. Elaine Investments Pte Ltd;
92. France Aluminum Recyclage SA;
93. Gateway Communications Africa (UK) Limited;
94. Gateway Communications Tanzania Limited;
95. Global Holdings Private Limited;
96. Gotan Lime Stone Khanij Udyog Private Limited;
97. Grasim Business Services Private Limited;
98. Greenyana Sunstream Private Limited;
99. GS Telecom (Pty) Limited;

100. Harish Cement Limited;
101. Hindalco Almex Aerospace Limited;
102. Hindalco Kabushiki Kaisha;
103. Hydromine Global Minerals (GMBH) Limited;
104. IGH Holdings Private Limited;
105. Indus Towers Limited;
106. Jupicol (Proprietary) Limited;
107. KA Hospitality Private Limited;
108. Kosala Livelihood and Social Foundation;
109. Letein Valley Cement Limited;
110. Logan Aluminum Inc;
111. Lucknow Finance Company Limited;
112. Mahan Coal Limited;
113. Merit Plaza Limited*;
114. Mezzanine Ware Proprietary Limited (RF);
115. Minerals & Minerals Limited;
116. Mobile Wallet VM1;
117. Mobile Wallet VM2;
118. Motifprops 1 (Proprietary) Limited;
119. M-PESA Holding Co. Limited;
120. M-Pesa Limited;
121. Novelis (China) Aluminum Products Co. Ltd.;
122. Novelis (Shanghai) Aluminum Trading Company Ltd;
123. Novelis AG;
124. Novelis ALR Aluminum Holdings Corporation;
125. Novelis ALR Aluminum, LLC;
126. Novelis ALR Aluminum-Alabama LLC;
127. Novelis ALR Asset Management Corporation;
128. Novelis ALR International, Inc.;
129. Novelis ALR Recycling of Ohio, LLC;
130. Novelis ALR Rolled Products Sales Corporation;
131. Novelis ALR Rolled Products, Inc.;
132. Novelis ALR Rolled Products, LLC;
133. Novelis Aluminum (Zhenjiang) Co. Ltd.;
134. Novelis Aluminum Beteiligungs GmbH;
135. Novelis Aluminum Holding Unlimited Company;
136. Novelis Casthouse Germany GmbH;
137. Novelis Corporation;
138. Novelis de Mexico S.A. de C.V.;
139. Novelis Deutschland GmbH;
140. Novelis Deutschland Holding GmbH;
141. Novelis do Brasil Ltda;
142. Novelis Europe Holdings Limited;
143. Novelis Global Employment Organization, Inc.;
144. Novelis Holdings Inc.;
145. Novelis Inc.;
146. Novelis Italia SpA;
147. Novelis Koblenz GmbH;
148. Novelis Korea Limited;
149. Novelis MEA Limited;
150. Novelis Netherlands B.V.;
151. Novelis PAE S.A.S.;
152. Novelis Services (Europe) Inc.;
153. Novelis Services (North America) Inc.;
154. Novelis Services Limited;
155. Novelis Sheet Ingot GmbH;
156. Novelis South America Holdings LLC;
157. Novelis Switzerland S.A.;
158. Novelis UK Ltd.;
159. Novelis Ventures LLC;
160. Novelis Vietnam Company Limited;
161. Oriana Investments Pte Ltd;

162. Pilani Investment and Industries Corporation Limited;
163. PT Anggana Energy Resources (Anggana), Indonesia;
164. Rajratna Holdings Private Limited;
165. Renew Surya Uday Private Limited;
166. Renuka Investments & Finance Limited;
167. Renukeshwar Investments & Finance Limited;
168. Safaricom PLC;
169. Samruddhi Swastik Trading and Investments Limited;
170. Sarmady Communications;
171. Scarlet Ibis Investments 23 (Pty) Limited;
172. Shared Networks Tanzania Limited;
173. Star Cement Co. LLC, Dubai;
174. Star Cement Co. LLC, Ras-Al-Khaimah;
175. Star Super Cement Industries LLC;
176. Starnet;
177. Storage Technology Services (Pty) Limited;
178. Suvas Holdings Limited;
179. Svatantra Holdings Private Limited;
180. Svatantra Micro Housing Finance Corporation Limited;
181. Svatantra Microfin Private Limited;
182. Swiss Merchandise Infrastructure Limited[*];
183. Talk & Cheese Private Limited;
184. Tubed Coal Mines Limited;
185. Ulsan Aluminum Ltd.;
186. UltraTech Cement Bahrain Company WLL, Bahrain (*formerly known as Arabian Gulf Cement Co WLL*);
187. UltraTech Cement Lanka Private Limited;
188. UltraTech Cement Limited;
189. UltraTech Cement Middle East Investments Limited;
190. UltraTech Nathdwara Cement Limited[*];
191. Utkal Alumina International Limited;
192. Utkal Alumina Social Welfare Foundation;
193. Vaibhav Holdings Private Limited;
194. VBA (Mauritius) Limited;
195. VBA Holdings Limited;
196. VBA International (SL) Limited;
197. VBA International Limited;
198. Vikram Holdings Private Limited;
199. Vodacom Moçambique, SA;
200. Vodacash S.A;
201. Vodacom (Pty) Limited;
202. Vodacom Business (Angola) Limitada;
203. Vodacom Business (Kenya) Limited;
204. Vodacom Business Africa (Nigeria) Limited;
205. Vodacom Business Africa Group (Pty) Limited;
206. Vodacom Business Africa Group Services Limited;
207. Vodacom Business Cote d’Ivoire s.a.r.l.;
208. Vodacom Congo (RDC) SA;
209. Vodacom Financial Services (Proprietary) Limited;
210. Vodacom Group Limited;
211. Vodacom Insurance Administration Company (Proprietary) Limited;
212. Vodacom Insurance Company(RF) Limited;
213. Vodacom International Holdings (Pty) Limited;
214. Vodacom International Limited;
215. Vodacom Lesotho (Pty) Limited;
216. Vodacom Life Assurance Company (RF) Limited;
217. Vodacom Payment Services (Proprietary) Limited;
218. Vodacom Properties No 1 (Proprietary) Limited;
219. Vodacom Properties No.2 (Pty) Limited;
220. Vodacom Tanzania Foundation;
221. Vodacom Tanzania Limited Zanzibar;
222. Vodacom Tanzania PLC;
223. Vodacom Trust Limited;

224. Vodacom UK Limited;
225. Vodafone Bilgi Ve Iletisim Hizmetleri AS;
226. Vodafone Business Cameroon SA;
227. Vodafone Dagitim Hizmetleri A.S.;
228. Vodafone Data;
229. Vodafone Egypt Telecommunications S.A.E.;
230. Vodafone Elektronik Para Ve Ödeme Hizmetleri A.Ş.;
231. Vodafone Empresa Brasil Telecomunicações Ltda;
232. Vodafone Europe B.V.;
233. Vodafone For Trading;
234. Vodafone Global Services Private Limited;
235. Vodafone Group Plc;
236. Vodafone Holding A.S.;
237. Vodafone Holdings (SA) Proprietary Limited;
238. Vodafone India Services Private Limited;
239. Vodafone International Services LLC;
240. Vodafone Investment UK;
241. Vodafone Investments (SA) Proprietary Limited;
242. Vodafone Kenya Limited;
243. Vodafone Mauritius Limited;
244. Vodafone Mobile Operations Limited;
245. Vodafone M-Pesa, S.A;
246. Vodafone Net İletişim Hizmetleri A.Ş.;
247. Vodafone Serviços Empresariais Brasil Ltda.;
248. Vodafone Teknoloji Hizmetleri A.S.;
249. Vodafone Telekomunikasyon A.S;
250. Vodafone Tele-Services (India) Holdings Limited;
251. VSSB Vodafone Shared Services Budapest Private Limited Company;
252. Waterberg Lodge (Proprietary) Limited;
253. Wheatfields Investments 276 (Proprietary) Limited;
254. White Rock USA Protected Cell 24; and
255. XLink Communications (Proprietary) Limited.

* *Pursuant to a meeting of the board of directors of UltraTech Cement Limited (“**UTCL**”) dated April 28, 2023 and the intimation made by UTCL to the Stock Exchanges dated April 28, 2023, a scheme of amalgamation was approved of UltraTech Nathdwara Cement Limited, Merit Plaza Limited and Swiss Merchandise Infrastructure Limited with UTCL.*

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies", includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed in the offer documents, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, in terms of the materiality policy, (i) such companies (other than the Promoters and Subsidiaries of our Company) with which our Company had related party transactions, during the period for which financial information is disclosed in this Red Herring Prospectus, as covered under applicable accounting standards; and (ii) (a) companies that are a part of the Promoter Group (as defined in the SEBI ICDR Regulations) with which there were transactions in the most recent financial year included in the Consolidated Financial Statements in this Red Herring Prospectus, which individually or in the aggregate, exceeded 10% of the total consolidated revenue of the Company for the most recent Fiscal, and (b) companies with which there have been related party transactions in the nine months period ended December 31, 2023, have been identified by our Company as Group Companies, as set out below:

S. No.	Name of the Group Company	Registered / Principal Office
1.	AAPC India Hotel Management Private Limited	4th Floor, 211, Kaveri Tower 1 D-6, Vasant Kunj, South Delhi, New Delhi 110 070, India
2.	ABReL SPV 2 Limited	A-4, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India.
3.	Accent Hotels Private Limited	Third Floor, Dr. Gopal Das Bhawan, 28, Barakhamba Road, Central Delhi, New Delhi 110 001, Delhi, India
4.	Aditya Birla Capital Limited	Indian Rayon Compound, Veraval 362 266, Gujarat, India
5.	Aditya Birla Capital Technology Services Limited	Indian Rayon Compound, Junagadh Road, Veraval 362 266, Gujarat, India
6.	Aditya Birla Finance Limited	Indian Rayon Compound, Junagadh Road, Veraval 362 266, Gujarat, India
7.	Aditya Birla Financial Shared Services Limited	One World Center, Tower 1, 18th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013, Maharashtra, India
8.	Aditya Birla Health Insurance Company Limited	One World Centre, Tower - 1, 9th Floor, Jupiter Mills Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013, Maharashtra, India
9.	Aditya Birla Housing Finance Limited	Indian Rayon Compound, Veraval 362 266, Gujarat, India
10.	Aditya Birla Idea Payments Bank Limited*	A4, Aditya Birla Centre S.K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India
11.	Aditya Birla Insurance Brokers Limited	Indian Rayon Compound, Veraval 362 266, Gujarat, India
12.	Aditya Birla Management Corporation Private Limited	C-1, Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India
13.	Aditya Birla Money Insurance Advisory Services Limited	Indian Rayon Compound, Junagadh Road, Veraval 362 266, Gujarat, India
14.	Aditya Birla Money Limited	Indian Rayon Compound, Veraval 362 266, Gujarat, India
15.	Aditya Birla Money Mart Limited	Indian Rayon Compound, Junagadh Road, Veraval 362 266, Gujarat, India
16.	Aditya Birla New Age Hospitality Private Limited	213, 2nd Floor, T.V Industrial Estate, 52, S.K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India
17.	Aditya Birla Online Fashion Private Limited	Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India
18.	Aditya Birla PE Advisors Private Limited	One World Centre, Tower 1, 18th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013, Maharashtra, India
19.	Aditya Birla Power Composites Limited	Survey No. 158 - 159, Meghasar, Taluka- Halol, Panch Mahals, Halol-Kalol Road 389 330, Gujarat, India
20.	Aditya Birla Renewables Limited	A-4, Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India
21.	Aditya Birla Renewables Subsidiary Limited	A-4, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India.
22.	Aditya Birla Renewables Solar Limited	A-4, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India.
23.	Aditya Birla Science & Technology Company Private Limited	C-1, Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India
24.	Aditya Birla Sun Life AMC (Mauritius) Limited	Apex House, Bank Street, Twenty Eight, Cyber City, Ebene 27201, Mauritius
25.	Aditya Birla Sun Life AMC Limited	One World Center, Tower 1, 17th Floor, Jupiter Mills, Senapati Bapat Marg, Elphinstone, Road, Mumbai 400 013, Maharashtra, India
26.	Aditya Birla Sun Life Asset Management Company Limited, Dubai	Unit 05, Level 7, Currency House Building 1, Dubai International Financial Centre, Dubai, 482027, United Arab Emirates
27.	Aditya Birla Sun Life Insurance Company Limited	One World Centre, Tower 1, 16th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013, Maharashtra, India

S. No.	Name of the Group Company	Registered / Principal Office
28.	Aditya Birla Sun Life Pension Management Limited	One World Centre, Tower 1, 16th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013, Maharashtra, India
29.	Aditya Birla Wellness Private Limited	One World Center, Tower 1, 9th Floor, Jupiter Mill Compound, 841 S B Marg, Elphinstone, Mumbai 400 013, Maharashtra, India
30.	Applause Entertainment Private Limited	702, Shalimar Morya Park, Oshiwara Link Road Andheri (W), Mumbai 400 053, Maharashtra, India
31.	Bhubaneswari Coal Mining Limited	10, Camac Street 18th Floor, Industry House, Kolkata 700 017, West Bengal, India
32.	Binani Cement (Uganda) Limited	NA**
33.	Birla Brothers Private Limited	14th floor, Birla Building, 9/1 R. N. Mukherjee Road, Kolkata 700 001, West Bengal, India
34.	Cable and Wireless Global (India) Private Limited	10th Floor, Tower A&B, Global Technology Park, Outer Ring Road Devarabeesanahalli Village Varthur Hobli, Bangalore 560 103, Karnataka, India
35.	Cable & Wireless Networks India Private Limited	10th Floor, Tower A&B, Global Technology Park, Outer Ring Road Devarabeesanahalli Village Varthur Hobli, Bangalore 560 103, Karnataka, India
36.	Cable & Wireless Worldwide Limited	Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN
37.	Cable and Wireless (India) Limited	10th Floor, Phase I, Tower A&B, Global Technology Outer Ring Road Devarabeesanahalli Village Varthur Hobli, Bangalore 560 103, Karnataka, India
38.	Caddie Hotels Private Limited	Third Floor, Dr. Gopal Das Bhawan, 28, Barakhamba Road, Central Delhi, New Delhi 110 001, Delhi, India
39.	Cerebrus Consultants Private Limited	405, Kakad Chambers, 132, Annie Besant Road, Worli, Mumbai 400 018, Maharashtra, India
40.	Finesse International Design Private Limited	D-32, Ground Floor, Defence Colony, South Delhi, New Delhi 110 024, Delhi, India
41.	FireFly Networks Limited	A-19, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi 110 044, Delhi, India
42.	G.D Birla Medical Research & Education Foundation	C-1 Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India
43.	Ghana Telecommunications Company Limited	South Liberation Link Manet Tower A, Airport City, Accra 221, Ghana
44.	Goa Glass Fibre Limited	218-220, NH-17, Colvale Village, Bardez, North Goa, Colvale 403 513, Goa, India
45.	Gotan Lime Stone Khanij Udyog Private Limited	D-7 Shastri Nagar, Jodhpur 342003, Rajasthan, India
46.	Harish Cement Limited	Jagjit Complex, Ground Floor, Near Naresh Chowk, Sundernagar Road, Mandi, 175 019, Himachal Pradesh, India
47.	Hindalco-Almex Aerospace Limited	21st Floor, One Unity Center, Senapati Bapat Marg, Prabhadevi, Mumbai 400013 Maharashtra, India
48.	IGH Holdings Private Limited	1st Floor Industry House 159 Churchgate Reclamation, Mumbai 400 020, Maharashtra, India
49.	India Advantage Fund Ltd.	Apex House Bank Street, TwentyEight, Cybercity Ebene 72201, Mauritius
50.	Indus Towers Limited	Building no. 10, Tower A, 4th Floor, DLF Cyber City, Gurugram 122 002, Haryana, India
51.	Infinity Services Partner Company	Vodacom Corporate Park, 082 Vodacom Boulevard, Midrand, Gauteng, 1685, South Africa
52.	InterGlobe Enterprises Private Limited	3rd Floor, Dr. Gopal Das Bhawan, 28, Barakhamba Road, New Delhi 110 001, Delhi, India
53.	Interglobe Hotels Private Limited	Third Floor, Dr. Gopal Das Bhawan 28, Barakhamba Road, Central Delhi, New Delhi 110 001, Delhi, India
54.	Interglobe Technology Quotient Private Limited	Third Floor, Dr. Gopal Das Bhawan, 28, Barakhamba Road, Central Delhi, New Delhi 110 001, Delhi, India
55.	Mahan Coal Limited	Bariyania Guest House Village Bariyania, Singrauli, PO Bargawan 486 886, Madhya Pradesh, India
56.	MetroHoldings Limited	Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom
57.	National Communications Backbone Company Limited	Telecom House, Nsawam Road, Accra-North, PMB-21, Ghana
58.	Omega Healthcare Management Services Private Limited	Nagarjuna Silver Crest, Corporation No. 33, NAL Wind Tunnel Road, Murugeshpalya, Bangalore - 560 017, Karnataka, India
59.	Oriana Investments PTE Limited	65, Chulia Street #48-05/08, OCBC Centre 049 513, Singapore
60.	Pilani Investment and Industries Corporation Limited	Birla Building, 9/1, R. N. Mukherjee Road, Kolkata, 700 001, West Bengal, India
61.	Safaricom PLC	Safaricom House, Waiyaki Way, Westlands. PO Box 66827, 00800 Nairobi, Kenya
62.	Srilanand Mansions Private Limited	Third Floor, Dr. Gopal Das Bhawan, 28, Barakhamba Road, Central Delhi, New Delhi 110 001, Delhi, India

S. No.	Name of the Group Company	Registered / Principal Office
63.	Star Super Cement Industries LLC, UAE (SSCIL)	B-233 Jebel Ali, Industrial Area-2, Dubai, UAE.P. O. Box: 37608
64.	Storage Technology Services (Pty) Limited	Vodacom Corporate Park, 082 Vodacom Boulevard, Midrand, 1685, South Africa
65.	Svatantra Microfin Private Limited	Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road, Mumbai City, Mumbai 400 013, Maharashtra, India
66.	Triguna Hospitality Ventures (India) Private Limited	Third Floor, Dr. Gopal Das Bhawan, 28, Barakhamba Road, Central Delhi, New Delhi 110 001, Delhi, India
67.	UltraTech Cement Limited	B-Wing Ahura Centre 2nd Floor Mahakali Caves Road Andheri East, Mumbai 400 093, Maharashtra, India
68.	UltraTech Nathdwara Cement Limited	PS Arcadia Central, 5th Floor, 4A Abanindra Nath Thakur Sarani (Camac Street), Kolkata 700 016, West Bengal, India
69.	Vodacom Congo (RDC) S.A.	292 Avenue de la Justice Kinshasa Democratic Republic Of The Congo
70.	Vodacom Group Limited	Vodacom Corporate Park, 082 Vodacom Boulevard Vodavalley Midrand 1685. South Africa.
71.	Vodacom Lesotho (Pty) Limited	Vodacom Park NO:585 Mabile Road, Maseru Lesotho.
72.	Vodacom Moçambique, SA	Rua dos Desportistas, Numero 649, Cidade de Maputo Mozambique
73.	Vodacom Tanzania PLC.	15th Floor Vodacom Tower, Ursino Estate Plot 23, Old Bagamoyo Road, P.O. Box 2369. Dar es Salaam
74.	Vodacom (Pty) Limited	082 Vodacom Boulevard Vodavalley Midrand 1685. South Africa.
75.	Vodafone Albania Sh.A	Pavaresia Street, No. 61, Kashar Street 1026 Tirana ALBANIA
76.	Vodafone Czech Republic A.S.	náměstí Junkových 2 155 00 Praha 5, Czech Republic
77.	Vodafone Enterprise Global Limited	38/39 Fitzwilliam Square West, Dublin 2, D02 NX53, Ireland
78.	Vodafone Enterprise Singapore Pte. Limited	2, 12 Marina View, level 17 WHEAT Baumkuchen (Asia Square), Singapore 018961
79.	Vodafone Espana S.A.U.	Avenida America 115 28042, Madrid, Spain
80.	Vodafone Global Enterprise Limited	Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN
81.	Vodafone Global Network Limited	38/39 Fitzwilliam Square West, Dublin 2, D02 NX53, Ireland
82.	Vodafone Global Services Private Limited	Mantri Tower B, Wing No. B1&B2, 3rd Floor, S. No. 197, Near Hotel Four Points, Lohegaon, Pune 411 014, Maharashtra, India
83.	Vodafone Gmbh	Ferdinand-Braun-Platz 1 40549, Düsseldorf, Nordrhein-Westfalen Germany
84.	Vodafone Group Services Limited	Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom
85.	Vodafone India Services Private Limited	201-206, Shiv Smriti, 2nd Floor, 49/A Dr. Annie Besant Road, Above Corporation Bank, Worli, Mumbai City, Mumbai 400 018, Maharashtra, India
86.	Vodafone International Services LLC	Building no. 2109 "VHUB1", Smart Village, Cairo Alexandria, Egypt
87.	Vodafone Ireland Limited	MountainView. Leopardstown Dublin 18. IRELAND
88.	Vodafone Italia S.P.A.	Via Jervis 13 Ivrea Piemonte 10015.
89.	Vodafone Libertel B.V.	Avenue Ceramique 300, Maastricht, Limburg, 6221 KX, Netherlands
90.	Vodafone Limited	Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN
91.	Vodafone Magyarorszag (ZRT)	Boldizsár utca 2, Budapest, 1112 Hungary
92.	Vodafone Malta Limited	Sky Parks Business Centre, Malta International Airport, Luqa, LQA 4000, Malta
93.	Vodafone Net Iletişim Hizmetleri A.S. *(formerly known as Vodafone Alternatif Telekom Hizmetleri A. Ş.)*	Istanbul, Buyukdere Cad. No. 251, Maslak, Sariyer, 34398, Türkiye
94.	Vodafone Network Pty Limited	Level 27, Tower Two, International Towers Sydney 200 Barangaroo Avenue, Barangaroo NSW 2000, Australia
95.	Vodafone New Zealand Limited	74 Taharoto Road, Takapuna, Auckland 0622, New Zealand
96.	Vodafone Portugal Comunicacoes Pessoais, S.A.	Av. D. João II, nº 36 - 8º Piso, 1998 – 017, Parque das Nações, Lisboa, Portugal
97.	Vodafone Roaming Services S.À R.L	15 Rue Edward Steichen, L-2540 Luxembourg
98.	Vodafone Romania S.A.	Barbu Vacarescu Nr 201 Etaj 4 Sector 2, Bucuresti, Romania
99.	Vodafone Telekomünikasyon A.S	Büyükdere Caddesi, No: 251, Maslak, Şişli / İstanbul, 34398, Turkey
100.	Vodafone US Inc.	1450 Broadway, Fl 11, Suite 104, New York NY 10018, United States
101.	Vodafone Pty Limited	Tower-Two, International Towers, Sydney L 27, 200 Barangaroo Avenue, Barangaroo, New South Wales, 2000 Australia
102.	Vodafone-Panafon Hellenic Telecommunications Company S.A.	1-3 Tzavella, Halandri, 15231, Greece
103.	Wheelsemi Private Limited	3A Sham Shankuntal Heights, Modi Baug, Ganeshkhind Road, Behind Deccan Wheels Showroom, Shivajinagar, Pune 411 016, Maharashtra, India

**As notified by way of the RBI notification dated November 18, 2019, pursuant to a voluntarily winding up application by Aditya Birla Idea Payments Bank Limited, a Group Company and Associate of the Company, the High Court of Judicature at Bombay passed an order on September 18, 2019 and has appointed an official liquidator in respect of the liquidation proceedings of Aditya Birla Idea Payments Bank Limited. Such liquidation proceedings are pending as of the date of this Red Herring Prospectus. For details, see "Risk Factors – Aditya Birla Idea Payments Bank Limited, a Group Company and Associate of the Company, is currently under liquidation. We cannot assure you that such liquidation proceedings will be concluded in a timely manner. All disclosures pertaining to Aditya Birla Idea Payments Bank Limited in the Red Herring Prospectus are based on publicly available information only" on page 30.*
*** Binani Cement (Uganda) Limited is currently under liquidation under the local laws of the jurisdiction in which it operates.*

Details of our top five Group Companies

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of the top five Group Companies determined on the basis of their market capitalization/ turnover, based on their respective audited financial statements for the preceding three years shall be hosted on their respective websites as indicated below:

S. No.	Top five Group Companies	Website
1.	UltraTech Cement Limited	https://www.ultratechcement.com/
2.	Vodacom Group Limited	https://www.vodacom.com/
3.	Indus Towers Limited	https://www.industowers.com/
4.	Aditya Birla Capital Limited	https://www.adityabirlacapital.com/investor-relations
5.	Safaricom PLC	https://www.safaricom.co.ke/

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the top five Group Companies and other information provided on their respective websites does not constitute a part of this Red Herring Prospectus and should not be relied upon or used as a basis for any investment decision.

Neither our Company nor any of the BRLMs nor any of the Company's or the BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained in the websites given above.

Nature and extent of interest of our Group Companies

Business interest of our Group Companies

Except as disclosed in "*Other Financial Information – Related Party Transactions*" on page 570 and in the ordinary course of business, our Group Companies do not have or currently propose to have any business interest in our Company.

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years before filing this Red Herring Prospectus or proposed to be acquired by our Company

None of our Group Companies are interested in the properties acquired by our Company in the three years preceding the filing of this Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building, and supply of machinery, etc.

None of our Group Companies are interested in any transactions for acquisition of land, construction of building, and supply of machinery, etc.

Common pursuits among the Group Companies and our Company, or its Subsidiaries or its Associates

There are no common pursuits amongst our Group Companies and our Company or its Subsidiaries or its Associates.

Related business transactions with our Group Companies and significance on the financial performance of our Company

Except as disclosed in "*Other Financial Information – Related Party Transactions*" on page 570, there are no other related business transactions with our Group Companies which would have an impact on the financial performance of our Company.

Confirmations

Except for Vodacom Group Limited, Safaricom PLC, Vodacom Tanzania PLC, Aditya Birla Capital Limited, Aditya Birla Sun Life AMC Limited, Aditya Birla Money Limited, Aditya Birla Finance Limited, UltraTech Cement Limited, Indus Towers Limited and Pilani Investment and Industries Corporation Limited, none of our other Group Companies are listed companies in terms of Section 2 (52) of the Companies Act.

For details regarding capital issues by our listed Group Companies in terms of Section2 (52) of the Companies Act in the three years preceding the date of this Red Herring Prospectus, see, "*Other Regulatory and Statutory Disclosures*" on page 653.

DIVIDEND POLICY

The Board of Directors of our Company adopted a dividend distribution policy in their meeting held on February 11, 2017, which was amended by the Board of Directors in their meeting held on June 30, 2021 ("**Dividend Policy**"). The declaration and payment of dividend by our Company is governed by the applicable provisions of the Companies Act, SEBI Listing Regulations and the Articles of Association of our Company.

In terms of the Dividend Policy, the dividend, if any, will depend on a number of internal factors and external factors, which include, (i) leverage profile and capital adequacy metrics; (ii) stability of earnings; (iii) cash flow position from operations; (iv) future capital expenditure, inorganic growth plans and reinvestment opportunities; (v) industry outlook and stage of business cycle for underlying businesses; (vi) overall economic / regulatory environment; (vii) contingent liabilities; (viii) past dividend trends; (ix) buyback of shares or any such alternate profit distribution measure; (x) payment of annual instalments of AGR liabilities pursuant to a judgment of the Supreme Court in this matter; and (xi) any other factor as deemed fit by the Board.

Our Company has not declared and/or paid any dividends in the last three Fiscals, until the date of this Red Herring Prospectus.

The amounts paid as dividend in the past are not necessarily indicative of dividend which may be declared by our Company, if any, in the future. There is no guarantee that any dividends will be declared or paid in the future. Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Offer. The form, frequency and amount of future dividends declared by our Company will depend on a number of internal and external factors, including, but not limited to, the factors set out in the Dividend Policy and such other factors that the Board may deem relevant in its discretion, subject to the approval of our Shareholders.

For a summary of some of the restrictions that may materially affect our ability to declare or pay dividends, see "*Risk Factors - Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements*" on page 41.

SECTION V: FINANCIAL INFORMATION

CONSOLIDATED FINANCIAL STATEMENTS

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VODAFONE IDEA LIMITED

Special Purpose Interim Condensed Consolidated Financial Statements

For the nine months period ended December 31, 2023

Review Report

To
The Board of Directors
Vodafone Idea Limited

We have reviewed the accompanying Special Purpose Interim Condensed Consolidated Financial Statements of Vodafone Idea Limited ("the Company" or "the Holding Company") and its subsidiaries (together referred as "the Group"), its joint venture and associate, comprising of Special purpose interim condensed consolidated Balance sheet as at December 31, 2023, Special purpose interim condensed consolidated Statements of Profit and Loss (including the condensed statement of Other Comprehensive Income), Special purpose interim condensed consolidated Statement of Cash Flows and Special purpose interim condensed consolidated Statement of Changes in Equity for the nine months ended December 31, 2023, and a summary of significant accounting policies and other explanatory information (together hereinafter referred to as the "Special Purpose Interim Condensed Consolidated Financial Statements") prepared in accordance with Indian Accounting Standard ("Ind AS") 34 "Interim Financial Reporting".

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Special Purpose Interim Condensed Consolidated Financial Statements in accordance with the requirements of Indian Accounting Standard 34 (IND AS 34) "Interim Financial Reporting" specified under section 133 of the Companies Act, 2013 ("the Act"), as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Special Purpose Interim Condensed Consolidated Financial Statements based on our review.

Scope of our Review

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Special Purpose Interim Condensed Consolidated Financial Statements are free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Special Purpose Interim Condensed Consolidated Financial Statements are not prepared, in all material respects, in accordance with the requirement of Ind AS-34 prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Material Uncertainty Related to Going Concern

We draw attention to Note 4B to the Special Purpose Interim Condensed Consolidated Financial Statements, which describes the Group's financial condition as of December 31, 2023 and its debt obligations due for the next 12 months. The Group's financial performance has impacted it's ability to generate the cash flow that it needs to settle/refinance its liabilities as they fall due.

The Group's ability to continue as a going concern is dependent on its ability to raise additional funds as required and successful negotiations with lenders and vendors for continued support and generation of cash flow from its operations that it needs to settle its liabilities as they fall due. Our conclusion is not modified in respect of this matter.

Other Matters

1. The accompanying Special Purpose Interim Condensed Consolidated Financial Statements includes the Group's share of net loss and total comprehensive loss of Rs 29 million for the year to date from April 1, 2023 to December 31, 2023, as considered in the unaudited consolidated financial statements in respect of a joint venture, based on its interim financial statements which have not been reviewed by any auditor. These unaudited interim financial statements and other unaudited financial information have been approved and furnished to us by the Management. Our conclusion, in so far as it relates to the affairs of the joint venture, is based solely on such unaudited interim financial statements and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial statements are not material to the Group. Our conclusion is not modified with respect of this matter.

2. The Group had earlier prepared separate statement of Unaudited Consolidated Financial Results for the quarter ended December 31, 2023 and year to date from April 1, 2023 to December 31, 2023 in accordance with the recognition and measurement principles laid down in Ind AS 34 read with relevant rules issued thereunder and other accounting principles generally accepted in India, on which we had issued a separate auditor's review report dated January 29, 2024. These Unaudited Consolidated Financial Results were prepared for submission by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

3. These Special Purpose Interim Condensed Consolidated Financial Statements have been prepared by the Company solely for the purpose of raising additional funds as stated in Note 2 of the accompanying Special Purpose Interim Condensed Consolidated Financial Statements and therefore should not be used, referred or distributed for any other purpose.

For S.R. BATLIBOI & ASSOCIATES LLP
ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per Nilangshu Katriar
Partner
Membership No.: 58814

UDIN: 24058814BKGSNM4448

Place: Mumbai
Date: April 04, 2024

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Balance Sheet as at December 31, 2023

Particulars	Notes	As at December 31, 2023 (Unaudited)	As at March 31, 2023 (Audited)
Assets			
Non-current assets			
Property, plant and equipment (including Right-to-Use Assets (ROU))	5	544,103	598,211
Capital work-in-progress		5,561	3,003
Intangible assets	6	899,843	964,341
Intangible assets under development (includes amount referred in note 14(iii))		176,049	175,761
Investments accounted for using the equity method		29	58
Financial assets			
Other non-current financial assets	7	71,046	88,501
Deferred tax assets (net)		144	135
Other non-current assets	8	75,944	103,388
Total non-current assets (A)		**1,772,719**	**1,933,398**
Current assets			
Inventories		19	163
Financial assets			
Trade receivables		22,464	21,640
Cash and cash equivalents		3,189	2,288
Bank balance other than cash and cash equivalents		4,991	6,266
Other current financial assets		520	394
Current tax assets		2,063	-
Other current assets		101,560	107,785
Total current assets (B)		**134,806**	**138,536**
Assets classified as held for sale (AHFS) (C) (refer note 14(vi))		493	493
Total Assets (A+B+C)		**1,908,018**	**2,072,427**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Balance Sheet as at December 31, 2023

Particulars	Notes	As at December 31, 2023 (Unaudited)	As at March 31, 2023 (Audited)
Equity and Liabilities			
Equity			
Equity share capital		486,797	486,797
Other equity		(1,466,116)	(1,230,388)
Total equity (A)		**(979,319)**	**(743,591)**
Liabilities			
Non-current liabilities			
Financial liabilities			
Long term borrowings			
Loans from banks and others	9 (A)	-	9,351
Deferred payment obligations	9 (B)	1,952,762	1,883,550
Lease Liabilities		247,726	250,612
Trade payables		759	1,058
Other non-current financial liabilities	10	109,180	66,623
Long term provisions		228	235
Other non-current liabilities		4,122	4,362
Total non-current liabilities (B)		**2,314,777**	**2,215,791**
Current liabilities			
Financial liabilities			
Short term borrowings	11	81,495	122,959
Lease Liabilities		119,395	111,188
Trade payables		137,319	135,364
Other current financial liabilities	12	142,862	153,557
Other current liabilities	13	85,918	77,011
Short term provisions		316	147
Current tax liability (net) (includes amount referred in note 14(vii))		5,255	1
Total current liabilities (C)		**572,560**	**600,227**
Total Equity and Liabilities (A+B+C)		**1,908,018**	**2,072,427**

The accompanying notes are an integral part of the Special Purpose Interim Condensed Consolidated Financial Statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Anjani Kumar Agrawal
Independent Director
(DIN : 08579812)

Krishnan Ramachandran
Independent Director
(DIN : 00193357)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : April 4, 2024

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Statement of Profit and loss for the nine months period ended December 31, 2023

Particulars	For the period ended December 31, 2023 (Unaudited)	For the period ended December 31, 2022 (Unaudited)
Income		
Service revenue	319,812	316,274
Sale of trading goods	172	57
Other operating income	465	122
Revenue from operations	**320,449**	**316,453**
Other income	807	2,175
Total income	**321,256**	**318,628**
Expenses		
Cost of trading goods	152	50
Employee benefit expenses	15,783	13,815
Network expenses and IT outsourcing cost	74,456	76,760
License fees and spectrum usage charges	27,682	30,969
Roaming and access charges	30,553	28,297
Subscriber acquisition and servicing expenditure	32,005	26,356
Advertisement, business promotion expenditure and content cost	4,715	7,337
Other expenses	7,201	6,802
	192,547	**190,386**
Profit / (Loss) before finance costs, depreciation, amortisation, share of net profit/(loss) of joint venture, exceptional items and tax	**128,709**	**128,242**
Finance costs	194,852	183,527
Depreciation	102,870	107,939
Amortisation	65,952	65,521
Profit / (Loss) before share of profit/(loss) of joint venture, exceptional items and tax	**(234,965)**	**(228,745)**
Add : Share in profit/(loss) of joint venture	(29)	5
Profit / (Loss) before exceptional items and tax	**(234,994)**	**(228,740)**
Exceptional items (refer note 14 (viii))	7,555	-
Profit / (Loss) before tax	**(227,439)**	**(228,740)**
Tax expense:		
- Current tax (includes amount referred in note 14(vii))	8,206	133
- Deferred tax	(7)	(51)
Profit / (Loss) after tax	**(235,638)**	**(228,822)**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Statement of Profit and loss for the nine months period ended December 31, 2023

Particulars	For the period ended December 31, 2023 (Unaudited)	For the period ended December 31, 2022 (Unaudited)
Other comprehensive income / (loss)		
Items not to be reclassified to profit or loss in subsequent periods:		
Re-measurement gains / (loss) on defined benefit plans	(91)	61
Income tax effect	1	(1)
Other comprehensive income / (loss) for the period, net of tax	**(90)**	**60**
Total comprehensive income / (loss) for the period	**(235,728)**	**(228,762)**
Earnings / (loss) per equity share of Rs. 10 each:		
Basic (Rs.)	**(4.84)**	**(7.07)**
Diluted (Rs.)	**(4.84)**	**(7.07)**

The accompanying notes are an integral part of the Special Purpose Interim Condensed Consolidated Financial Statements

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

Place: Mumbai
Date : April 4, 2024

For and on behalf of the Board of Directors of Vodafone Idea Limited

Anjani Kumar Agrawal
Independent Director
(DIN : 08579812)

Krishnan Ramachandran
Independent Director
(DIN : 00193357)

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Statement of Changes in Equity for the nine months period ended December 31, 2023

A. Equity share capital:

Equity shares of Rs. 10 each issued, subscribed and fully paid

	Numbers	Amount
As at April 1, 2022	32,118,847,885	321,188
Issue of Share capital	-	-
As at December 31, 2022	32,118,847,885	321,188
Issue of Share capital (refer note 4 A & 14 (i))	16,560,841,320	165,609
As at April 1, 2023	48,679,689,205	486,797
Issue of Share capital	-	-
As at December 31, 2023	48,679,689,205	486,797

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Statement of Changes in Equity for the nine months period ended December 31, 2023

B. Other equity

Particulars	Reserves and surplus									
	Capital reserve	Capital reduction reserve	Debenture redemption reserve	Securities premium	Amalgamation adjustment deficit account	General reserve	Retained earnings	Employee stock options reserve	Convertible Share Warrants	Total
As at April 1, 2022	**(88,460)**	**277,787**	**4,408**	**1,095,861**	**(488,444)**	**1,562**	**(1,743,600)**	**50**	**-**	**(940,836)**
Profit/(Loss) for the nine months period ended December 31, 2022	-	-	-	-	-	-	(228,822)	-	-	(228,822)
Other comprehensive income/(loss) for the nine months period ended December 31, 2022	-	-	-	-	-	-	60	-	-	60
Total comprehensive income/(loss)	**-**	**-**	**-**	**-**	**-**	**-**	**(228,762)**	**-**	**-**	**(228,762)**
Share-based payment expenses	-	-	-	-	-	-	12	(12)	-	-
Addition on account of issue of warrants during the period (refer note 14(i))	-	-	-	-	-	-	-	-	4,362	4,362
As at December 31, 2022	**(88,460)**	**277,787**	**4,408**	**1,095,861**	**(488,444)**	**1,562**	**(1,972,350)**	**38**	**4,362**	**(1,165,236)**
Profit/(Loss) for the three months ended March 31, 2023	-	-	-	-	-	-	(64,189)	-	-	(64,189)
Other comprehensive income/(loss) for the three months ended March 31, 2023	-	-	-	-	-	-	51	-	-	51
Total comprehensive income/(loss)	**-**	**-**	**-**	**-**	**-**	**-**	**(64,138)**	**-**	**-**	**(64,138)**
Adjustment on account of settlement of financial liability	-	-	-	-	-	-	3,305	-	-	3,305
Conversion of convertible share warrants into equity shares (net of share issue expenses of Rs. 42 Mn) (refer note 14(i))	-	-	-	43	-	-	-	-	(4,362)	(4,319)
As at April 1, 2023	**(88,460)**	**277,787**	**4,408**	**1,095,904**	**(488,444)**	**1,562**	**(2,033,183)**	**38**	**-**	**(1,230,388)**
Profit/(Loss) for the nine months period ended December 31, 2023	-	-	-	-	-	-	(235,638)	-	-	(235,638)
Other comprehensive income/(loss) for the nine months period ended December 31, 2023	-	-	-	-	-	-	(90)	-	-	(90)
Total comprehensive income/(loss)	**-**	**-**	**-**	**-**	**-**	**-**	**(235,728)**	**-**	**-**	**(235,728)**
Transfer of debenture redemption reserve to General Reserves	-	-	(4,408)	-	-	4,408	-	-		-
As at December 31, 2023	**(88,460)**	**277,787**	**-**	**1,095,904**	**(488,444)**	**5,970**	**(2,268,911)**	**38**	**-**	**(1,466,116)**

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Anjani Kumar Agrawal
Independent Director
(DIN : 08579812)

Krishnan Ramachandran
Independent Director
(DIN : 00193357)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : April 4, 2024

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Statement of Consolidated Cash Flows for the nine months period ended December 31, 2023

Particulars	For the period ended December 31, 2023 (Unaudited)	For the period ended December 31, 2022 (Unaudited)
Operating activities		
Loss before tax	(227,439)	(228,740)
Adjustments to reconcile loss before tax to net cash flows		
Share in loss/(profit) of joint venture	29	(5)
Depreciation of property, plant and equipment (including RoU Assets)	102,870	107,939
Amortisation of intangible assets	65,952	65,521
Share-based payment expense (ESOS)	-	2
Gain on disposal of property, plant and equipment and intangible assets (net)	(343)	(441)
Exceptional item (refer note 14(viii))	(7,555)	-
Finance costs	194,852	183,527
Bad debts / advances written off	94	(590)
Allowance for doubtful debts / advances	1,410	1,792
Liabilities / provisions no longer required written back	(440)	(23)
Other income	(524)	(1,938)
Working capital adjustments		
(Increase) in trade receivables	(2,336)	(773)
Decrease/(Increase) in inventories	144	(10)
Decrease in other financial and non-financial assets	8,511	6,785
(Decrease)/Increase in trade payables	(7,101)	9,241
Increase/(Decrease) in other financial and non-financial liabilities	4,327	(4,664)
Cash flows from operating activities	**132,451**	**137,623**
Income tax refund (including TDS) (net)	26,387	8,986
Net cash flows from operating activities	**158,838**	**146,609**
Investing activities		
Purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development)	(13,705)	(32,853)
Payment towards Spectrum - Upfront payment	-	(16,800)
Payment of Deferred Payment obligation towards Spectrum	(4,483)	-
Proceeds from sale of property, plant and equipment and intangible assets	664	582
Net sale of current investments	191	174
Interest received	359	710
Maturity /(Placement) for Fixed deposits with banks having maturity of 3 to 12 months	55	(41)
Net cash flows (used in) investing activities	**(16,919)**	**(48,228)**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Statement of Consolidated Cash Flows for the nine months period ended December 31, 2023

Particulars	For the period ended December 31, 2023 (Unaudited)	For the period ended December 31, 2022 (Unaudited)
Financing activities		
Proceeds from issue of convertible share warrants (refer note 14 (i))	-	4,362
Payment of interest and finance charges[1]	(24,354)	(17,654)
Repayment of long term borrowings	(45,344)	(43,129)
Proceeds from short term borrowings	20,000	19,824
Repayment of short term borrowings	(28,824)	(25,000)
Payment of lease liabilities	(62,496)	(49,778)
Net cash flows (used in) financing activities	**(141,018)**	**(111,375)**
Net increase / (decrease) in cash and cash equivalents during the period	**901**	**(12,994)**
Cash and cash equivalents at the beginning of the period	**2,288**	**14,532**
Cash and cash equivalents at the end of the period	**3,189**	**1,538**

[1] includes interest payment on deferred payment obligation forming part of long term borrowings

1. Cash and Cash Equivalents include the following Balance Sheet amounts

Particulars	For the period ended December 31, 2023	For the period ended December 31, 2022
Balances with banks		
In current accounts	3,025	1,108
In deposit accounts	28	260
Cheques on hand	121	151
Cash on hand	15	19
	3,189	**1,538**

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Anjani Kumar Agrawal
Independent Director
(DIN : 08579812)

Krishnan Ramachandran
Independent Director
(DIN : 00193357)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : April 4, 2024

1. Corporate Information

Vodafone Idea Limited ('the Company'), a public limited company, was incorporated under the provisions of the Companies Act applicable in India on March 14, 1995. Its shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India (Scrip Code; NSE: IDEA, BSE: 532822). The registered office of the Company is situated at Suman Tower, Plot No. 18, Sector–11, Gandhinagar – 382011, Gujarat. The Company is one of the leading telecom service providers in India. The Company and its subsidiaries ("the Group") is engaged in the business of telecommunication services.

These special purpose interim condensed consolidated financial statements as at and for the nine months period ended December 31, 2023 were approved by the Board of Directors dated April 4, 2024.

2. Basis of preparation

These special purpose interim condensed consolidated financial statements of the Company, its subsidiaries (the "Group"), joint venture and associate comprising of special purpose interim condensed consolidated balance sheet, special purpose interim condensed consolidated statement of profit and loss, special purpose interim condensed consolidated statement of changes in equity and special purpose interim condensed consolidated statement of cash flows together with the explanatory consolidated notes as at and for the nine months period ended December 31, 2023 have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') for Interim Financial Reporting (Ind AS 34).

The accounting policies adopted in the preparation of these special purpose interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended March 31, 2023. These special purpose interim condensed consolidated financial statements should be read with the Group's consolidated financial statements for the year ended March 31, 2023. Selected explanatory notes are included in these special purpose interim condensed consolidated financial statements to explain events and transactions that are significant for the understanding of the changes in the Group's financial position and performance since the annual consolidated financial statements as at and for the year ended March 31, 2023.

The Group had earlier prepared and issued on January 29, 2024, the statement of unaudited consolidated financial results for the quarter ended December 31, 2023 and year to date from April 1, 2023 to December 31, 2023 (the "Statement") for submission to stock exchange pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), which were reviewed by auditors.

The comparative figures in the special purpose interim condensed consolidated balance sheet and related explanatory notes to the extent related to amounts as at March 31, 2023, have been extracted from the audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2023 and, therefore, are audited. The Consolidated Financial Statements of the Group as at and for the year ended March 31, 2023, were authorised for issue as on May 25, 2023. The comparative figures in special purpose interim condensed consolidated statement of profit and loss, special purpose interim condensed consolidated statement of changes in equity, special purpose interim condensed consolidated statement of cash flows together with related explanatory consolidated notes for the nine months period ended December 31, 2022 have been extracted from the books of accounts used to prepare the results for the nine-month period ended December 31, 2022.

These special purpose interim condensed consolidated financial statements have been prepared on a historical cost basis.

The Group has elected to present Profit/(Loss) before finance costs, depreciation, amortisation, share of profit/(loss) of joint venture, exceptional items and tax as a separate line item on the face of the statement of profit and loss. In its measurement, the company does not include finance costs, depreciation, amortisation, share of profit/(loss) of joint venture, exceptional items and tax.

Purpose of special purpose interim condensed consolidated financial statements

These special purpose interim condensed consolidated financial statements have been prepared solely for the purpose of raising additional funds.

3. Significant accounting estimates, assumptions and judgments

In preparing these special purpose interim condensed consolidated financial statements, the significant judgements made by management in applying the Group's accounting policies and key sources of the estimation uncertainty were the same as those that applied to the annual consolidated financial statements for the year ended March 31, 2023.

New accounting pronouncements

MCA vide notification no. G.S.R. 242(E) dated March 31, 2023 has issued Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends following Ind AS:

- Ind AS 101 First Time Adoption of Indian Accounting Standards
- Ind AS 102 Shared based Payment
- Ind AS 12 Income Taxes
- Ind AS 107 Financial Instrument Disclosures
- Ind AS 103 Business Combinations
- Ind AS 109 Financial Instruments
- Ind AS 115 Revenue from Contracts with Customers
- Ind AS 1 Presentation of Financial Statements
- Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Ind AS 34 Interim Financial Reporting

The amendments are applicable for annual periods beginning after April 1, 2023, however, these do not have material impact on these special purpose interim condensed consolidated financial statements of the Company.

4 A. The Honourable Supreme Court on October 24, 2019 along with supplementary order dated July 20, 2019 and final order dated September 01, 2020 delivered its judgment (together referred to as "AGR Judgment") on the cross appeals against the Honourble TDSAT judgment dated April 23, 2015, relating to the definition of Adjusted Gross Revenue. The order upheld the principal demand, levy of interest, penalty and interest on penalty.

Subsequent to the same, on September 1, 2020, vide its judgment, the Honourable Supreme Court has inter-alia directed that Telecom Operators shall at the first instance, make the payment of 10% of the total dues as demanded by the Department of Telecommunications ('DoT') by March 31, 2021 and thereafter, Telecom Operators to make payment in Ten instalments commencing from April 1, 2021 to March 31, 2031, payable by 31st March of every succeeding financial year.

The Company had on August 10, 2021 filed a review petition with the Honourable Supreme Court for considering to hear the modification application on correction of manifest / clerical / arithmetic errors in the computation of AGR demands which is still pending to be heard.

The Union Cabinet on September 15, 2021 approved major structural and process reforms in the telecom sector to boost the proliferation and penetration of broadband and telecom connectivity. Further to address liquidity requirements, the Cabinet has also approved deferment of AGR dues which are payable in annual instalments as determined by the Honourable Supreme Court for up to four years without any change in the instalment period and deferment of spectrum auction instalments payable from October 1, 2021 to September 30, 2025 excluding the instalments due for spectrum auction 2021. It also provided upfront conversion of the interest amount arising due to such deferment into equity. The Company has conveyed its acceptance on January 10, 2022 ("Exercise Date").

Further on March 31, 2022, the DoT computed the Net Present value (NPV) of the interest liability on moratorium period amounting to Rs. 161,332 Mn towards AGR dues (as per Honourable SC affidavit dated September 01, 2020) and deferred annual Spectrum liabilities as on the Exercise Date, which the Company has confirmed on April 14, 2022. The DoT on June 15, 2022 offered a moratorium on pending AGR related dues up to Financial Year 2018-19 along with an option of equity conversion of interest liability pertaining to the moratorium period for this additional amounts. On June 29, 2022, Company conveyed its acceptance for the deferment of AGR related dues till financial year 2018-19. The above mentioned letter has a summary of additional AGR dues amounting to Rs. 88,372 Mn (including amounts for the period till FY 16-17 not forming part of the affidavit submitted to Supreme Court). The DoT has mentioned that these are subject to further correction on account of disposal of various representations submitted by the Company, outcome of other pending litigations etc. and the undisputed amounts finally determined by December 31, 2025 shall be paid in six equal instalments post the moratorium period. In September 2022, the Company has also informed the DoT on AGR dues (beyond affidavit period till FY 18-19) interest during the moratorium period shall not be converted in to equity.

The DoT, on February 03, 2023, issued an order under section 62(4) of the Companies Act, 2013 ("the Act"), directing the Company to issue equity shares against the loan of Rs. 161,332 Mn representing Net Present Value of the interest as at the Exercise Date as defined in equity conversion guidelines. On February 07, 2023 ("Date of conversion"), the Company's Board has allotted shares to the Government of India (GoI).

Consequent to the above, the Company has derecognised the loan liability of Rs 161,332 Mn due to the issuance of 16,133,184,899 equity shares at an issue price of Rs 10 each amounting to Rs. 161,332 Mn, and consequential adjustment of Rs 3,305 Mn has been adjusted to Other equity.

Subsequent to such conversion, the promoter shareholding of Vodafone group and Aditya Birla group will stand at 50.4 % and GoI shareholding at 33.1%.

On April 5, 2023, the Company has filed affidavit with Honourable Supreme Court including the compliance letter stating that by acceptance of the deferment option and agreeing to moratorium of AGR dues for four years, it has complied with Court order dated September 1, 2020.

Accordingly, as at December 31, 2023, the net liability towards AGR dues arising out of Honourable Supreme Court judgment amounting to Rs. 690,173 Mn (net of payment of Rs. 78,544 Mn) (including interest till December 31, 2023) is disclosed as deferred payment obligation of Rs. 651,107 Mn under long term borrowings and as Interest accrued but not due of Rs. 39,066 Mn under other non-current liabilities in the financial statements.

4 B. The Group has incurred a loss of Rs. 235,638 Mn for the nine months ended December 31, 2023. Its net worth stands at negative Rs. 979,319 Mn and the Net Working Capital (excluding short term borrowings, future lease liability and certain accruals toward pending litigations) stands at negative Rs 206,430 Mn.

As at December 31, 2023, the total debt (including interest accrued but not due) of the Group stands at Rs. 2,149,640 Mn. As at December 31, 2023, an amount of Rs. 27,676 Mn (March 31, 2023: Rs. 39,271 Mn) has been reclassified from non-current borrowings to current maturities of long-term debt for not meeting certain covenant clauses under the financial agreements. The Group has exchanged correspondences and continues to be in discussion with the lenders for next steps/waivers. The existing debt as payable by December 31, 2024 is Rs. 53,854 Mn (excluding amount classified as current on account of not meeting certain covenant clauses). As of date, the Group has met all its debt obligations payable to its lenders / banks and financial institutions along with applicable interest. The Company has utilized extended credit period to discharge some of its contractual obligations. Further, certain vendors have asked for payment of their overdue outstanding. The Company continues to be in discussion with them to agree to a payment plan.

The Board of Directors of the Company at its meeting held on February 27, 2024 and subsequently the shareholders at extra ordinary general meeting held on April 2, 2024 have, subject to other requisite approvals, approved raising of funds up to Rs. 200,000 Mn, in one of more tranches by issuance of equity shares or any other instruments. Further, one of the promoters has confirmed its financial support to the extent of Rs. 20,000 Mn.

The Group's ability to continue as a going concern is dependent on raising additional funds as required, successful negotiations with lenders and vendors for continued support and generation of cash flow from operations that it needs to settle its liabilities as they fall due. Pending the outcome of the above matters, these special purpose interim condensed consolidated financial statements have been prepared on a Going Concern basis.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 5

Property, plant and equipment (including Right-to-use (RoU) Assets)

Particulars	Freehold land	Buildings	Leasehold Improvement	Plant and machinery	Furniture and fixtures	Office equipments	Vehicles	RoU Assets (refer note 5(a))	Total
Cost									
As at April 1, 2022	189	5,120	858	987,684	1,301	1,946	804	363,133	1,361,035
Additions	-	-	1	23,502	34	110	-	185,596	209,243
Disposals/Adjustments	-	-	(14)	(5,936)	(12)	(102)	(60)	(6,592)	(12,716)
As at December 31, 2022	189	5,120	845	1,005,250	1,323	1,954	744	542,137	1,557,562
As at March 31, 2023	189	5,117	841	1,006,912	1,320	1,950	711	535,686	1,552,726
Additions	-	-	10	8,097	13	44	-	46,552	54,716
Disposals/Adjustments	-	-	(16)	(6,919)	(23)	(90)	(91)	(7,713)	(14,852)
As at December 31, 2023	189	5,117	835	1,008,090	1,310	1,904	620	574,525	1,592,590
Accumulated Depreciation									
As at April 1, 2022	-	1,123	756	624,864	1,242	1,847	767	194,109	824,708
Depreciation charge for the period	-	149	30	60,864	17	106	29	46,744	107,939
Disposals/Adjustments	-	-	(14)	(5,785)	(12)	(102)	(58)	(438)	(6,409)
As at December 31, 2022	-	1,272	772	679,943	1,247	1,851	738	240,415	926,238
As at March 31, 2023	-	1,319	778	695,657	1,239	1,831	708	252,983	954,515
Depreciation charge for the period	-	148	34	56,266	25	38	2	46,357	102,870
Disposals/Adjustments	-	-	(14)	(6,600)	(23)	(90)	(91)	(2,080)	(8,898)
As at December 31, 2023	-	1,467	798	745,323	1,241	1,779	619	297,260	1,048,487
Net Book Value									
As at December 31, 2023	189	3,650	37	262,767	69	125	1	277,265	544,103
As at December 31, 2022	189	3,848	73	325,307	76	103	6	301,722	631,324
As at March 31, 2023	189	3,798	63	311,255	81	119	3	282,703	598,211

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 5(a)

Set out below are the carrying amounts of ROU recognised and the movements during the period:

Particulars	Land & Building	Cell sites	IRU	Others	Total
As at April 1, 2022	9,104	136,118	22,734	1,068	169,024
Additions	1,395	182,713	1,488	-	185,596
Deletions/Adjustments	(34)	(6,120)	-	-	(6,154)
Depreciation expenses	(2,275)	(41,995)	(1,892)	(582)	(46,744)
As at December 31, 2022	8,190	270,716	22,330	486	301,722
As at March 31, 2023	7,088	253,040	22,225	350	282,703
Additions	2,576	43,392	585	-	46,553
Deletions/Adjustments	(668)	(4,945)	(21)	-	(5,634)
Depreciation expenses	(1,840)	(42,289)	(1,934)	(294)	(46,357)
As at December 31, 2023	7,156	249,198	20,855	56	277,265

Note 6

Intangible assets

Particulars	Entry / license fees and spectrum	Brand	Computer - Software	Total
Cost				
As at April 1, 2022	1,530,445	26,225	26,360	1,583,030
Additions	17,348	-	2,475	19,823
Disposals/Adjustments	-	-	(3)	(3)
As at December 31, 2022	1,547,793	26,225	28,832	1,602,850
As at March 31, 2023	1,547,793	26,225	29,224	1,603,242
Additions	-	-	1,454	1,454
Disposals/Adjustments	-	-	-	-
As at December 31, 2023	1,547,793	26,225	30,678	1,604,696
Accumulated Amortisation				
As at April 1, 2022	514,171	14,201	22,799	551,171
Amortisation charge for the period	61,884	1,437	2,200	65,521
Disposals/Adjustments	-	-	(3)	(3)
As at December 31, 2022	576,055	15,638	24,996	616,689
As at March 31, 2023	596,416	16,975	25,510	638,901
Amortisation charge for the period	62,050	2,083	1,819	65,952
Disposals/Adjustments	-	-	-	-
As at December 31, 2023	658,466	19,058	27,329	704,853
Net Book Value				
As at December 31, 2023	889,327	7,167	3,349	899,843
As at December 31, 2022	971,738	10,587	3,836	986,161
As at March 31, 2023	951,377	9,250	3,714	964,341

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 7
Other non-current financial assets

Particulars	As at December 31, 2023	As at March 31, 2023
Deposits with body corporate and others (includes amount referred in Note 17)		
- Considered Good	5,817	5,787
- Considered Doubtful	295	300
Deposits and balances with government authorities		
- Considered Good	592	302
- Considered Doubtful	726	726
Interest receivable	23	12
Margin money deposits	675	1,191
Settlement Asset (refer note 14(iv))	63,939	81,209
	72,067	**89,527**
Allowance for doubtful advances	(1,021)	(1,026)
Total	**71,046**	**88,501**

Note 8
Other non-current assets

Particulars	As at December 31, 2023	As at March 31, 2023
Capital advances		
- Considered Good	47	19
- Considered Doubtful	17	42
Prepaid expenses	250	319
Advance income tax (Net)	14,035	33,961
GST recoverable		
- Considered Good	-*	-*
- Considered Doubtful	55	55
Costs to obtain a contract with the customer	7,451	8,663
Others (consisting mainly deposit against demands which are appealed against / subjudice) (includes amount referred in note 14(viii))		
- Considered Good	54,161	60,426
- Considered Doubtful	1,406	1,406
	77,422	**104,891**
Allowance for doubtful advances	(1,478)	(1,503)
Total	**75,944**	**103,388**

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 9 (A)

Loans from banks and others

Particulars	As at December 31, 2023	As at March 31, 2023
Secured Loans		
Term Loans		
- Rupee loan from banks	-	1,351
Total Secured loans (A)	**-**	**1,351**
Unsecured Loans		
Optionally Convertible Debentures (OCDs)	-	8,000
Total Unsecured Loans (B)	**-**	**8,000**
Total (A+B)	**-**	**9,351**

Note 9 (B)

Deferred payment obligations (unsecured)

Particulars	As at December 31, 2023	As at March 31, 2023
Deferred Payment obligation towards Spectrum (refer note 4A)	1,301,655	1,228,085
Deferred Payment obligation pursuant to AGR judgment (refer note 4A)	651,107	655,462
Deferred Payment Others	-	3
Total	**1,952,762**	**1,883,550**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

(C) (i) Security clause

Type of Borrowing	Outstanding Secured Loan Amount		Security Offered
	As at December 31, 2023	As at March 31, 2023	
Rupee Loan	9,950	9,950	First Ranking pari passu charge on movable fixed assets of the company excluding [(1)]: a) Spectrum and Telecom licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive telecom infrastructure
Rupee Loan	42,426	52,771	First Ranking pari passu charge on all the movable assets (including current/non current assets), immovable assets and intangible assets of the Company excluding [(1)]: a) Spectrum and Telecom Licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive Telecom Infrastructure
Rupee Loan	1,819	3,182	First Ranking pari passu charge to be created on all the movable assets and current assets of the Company excluding: a) Spectrum and Telecom Licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive Telecom Infrastructure d) Cash margin provided against specific facility (present or future)
Rupee Loan	-	14,824	a) Extension of exclusive first charge by way of hypothecation over the entire fibre assets owned by one of the Group Company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee c) Extension of exclusive charge by way of mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds; d) Extension of exclusive charge on Fixed Deposit of Rs. 2,200 Mn out of cash margin given to a bank.
Sub-Total	**54,195**	**80,727**	
Unamortised upfront fees	(17)	(105)	
Total	**54,178**	**80,622**	

[(1)] Security offered does not cover properties / assets acquired pursuant to amalgamation of VInL and VMSL with the Company, RoU assets and PPE to which the title will be transferred to the company on payment.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

(C) (ii) The Company has also provided charge against certain assets excluding ROU assets and PPE to which the title will be transferred to the company on final payment for availing non-fund based facility towards bank guarantees/letter of credit including guarantee to DoT with respect to deferred payment obligation towards spectrum, one time spectrum charges and various performance/roll out obligations. The details of the same are as below:

Type of funding	Security Amount		Outstanding Facility Amount		Security Offered
	As at December 31, 2023	As at March 31, 2023	As at December 31, 2023	As at March 31, 2023	
Bank Guarantee and Letter of Credit	20,000	20,000	-	-	First Ranking Pari Passu charge on movable (including CWIP) and current assets of the Company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn and c) spectrum and telecom licenses
	26,250	26,250	3,427	4,959	Second Ranking pari passu charge on movable (including CWIP) and current assets of the Company[(1)]
	90,900	90,900	40,431	40,507	Second Ranking pari passu charge on movable (including CWIP) and current assets of the Company excluding[(1)] a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn and c) spectrum and telecom licenses
	3,000	3,000	319	319	Second Ranking pari passu charge on movable (including CWIP) assets of the Company [(1)]
	41,500	41,500	9,634	9,646	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses
	21,500	21,500	1,597	1,597	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses Charge on Fixed Deposit of Rs. 722 Mn
	19,350	19,350	-	-	a) a first ranking pari passu charge by way of hypothecation over all the Fiber Assets owned by one of the Group company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee; and c) a first ranking pari passu mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds. d) Charge on fixed deposit of Rs. 1,935 Mn
	5,142	5,142	-	445	(i) First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses
	10,000	10,000	1,101	1,341	Charge on fixed deposit upto Rs.10,000 Mn
Total	**237,642**	**237,642**	**56,509**	**58,814**	

Note: Apart from this, the Company also has unsecured bank guarantees and letter of credits of Rs. 2,538 Mn. (March 31, 2023: Rs. 2,948 Mn.)

[(1)] Security offered does not cover properties / assets acquired pursuant to amalgamation of VMSL and VInL with the Company.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

(D) Repayment terms of loans from banks and others as on December 31, 2023

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Short term Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans					
a) Rupee Loan [1]	26,116	-	-	26,116	a) Repayable in 2 equal quarterly installments of 3.75% each of the total drawn amount starting March, 2024 b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024 c) Repayable in 1 quarterly installment of 2.5% of the total drawn amount in September, 2026 d) Balance repayable in December 2026
b) Rupee Loan	9,950	-	-	9,950	Repayable in February, 2024
c) Rupee Loan [1]	13,500	-	-	13,500	Repayable in 9 equal quarterly installments starting March, 2024
d) Rupee Loan [1]	2,810	-	-	2,810	Repayable in June, 2026
e) Rupee Loan	1,819	-	-	1,819	Repayable in 4 quarterly equal installments staring March, 2024
Sub-Total	**54,195**	**-**	**-**	**54,195**	
Unamortised upfront fees	(17)	-	-	(17)	
Sub-Total (A)	**54,178**	**-**	**-**	**54,178**	
(ii) Unsecured Loans					
a) Short Term Loan	-	-	6,000	6,000	Repayable in January, 2024
b) 11.20% optionally Convertible Debenture	16,000	-	-	16,000	Refer note 14(ii)
Sub-Total	**16,000**	**-**	**6,000**	**22,000**	
Unamortised upfront fees	(1)	-	(18)	(19)	
Sub-Total (B)	**15,999**	**-**	**5,982**	**21,981**	
Grand Total (A+B)	**70,177**	**-**	**5,982**	**76,159**	

(All amounts are in Rs millions, except per share data and unless stated otherwise)

(D) Repayment terms of loans from banks and others as on March 31, 2023

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Short term Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans					
a) Rupee Loan [1]	31,875	-	-	31,875	a) Repayable in 5 equal quarterly installments of 3.75% each of the total drawn amount starting June, 2023
					b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024
					c) Repayable in 2 equal quarterly installments of 2.5% each of the total drawn amount starting September, 2026
b) Rupee Loan	9,950	-	-	9,950	Repayable in February, 2024
c) Rupee Loan [1]	19,500	-	-	19,500	Repayable in 13 equal quarterly installments starting June, 2023
d) Rupee Loan [1]	1,396	-	-	1,396	Repayable in June, 2026
e) Rupee Loan	-	-	14,824	14,824	Repayable in an installment of Rs. 2,500 Mn in May, 2023 and balance repayable in August, 2023
f) Rupee Loan	1,818	1,364	-	3,182	Repayable in 7 equal quarterly installments staring June, 2023
Sub-Total	**64,539**	**1,364**	**14,824**	**80,727**	
Unamortised upfront fees	(16)	(13)	(76)	(105)	
Sub-Total (A)	**64,523**	**1,351**	**14,748**	**80,622**	
(ii) Unsecured Loans					
a) Foreign currency Loan [1]	389	-	-	389	Repayable in April, 2023
b) Rupee Term Loan [1]	10,000	-	-	10,000	Repayable in June, 2023
c) Rupee Term Loan [1]	5,000	-	-	5,000	Repayable in 2 equal quarterly installments starting April, 2023
d) Rupee Term Loan	306	-	-	306	Repayable in 2 half yearly installments starting June, 2023
e) 10.90% Redeemable Non Convertible Debentures	15,000	-	-	15,000	Repayable in September, 2023
f) 11.20% Optionally Convertible Debentures	8,000	8,000	-	16,000	Refer note 14(ii)
Sub-Total	**38,695**	**8,000**	**-**	**46,695**	
Unamortised upfront fees	(25)	-	-	(25)	
Sub-Total (B)	**38,670**	**8,000**	**-**	**46,670**	
Grand Total (A+B)	**103,193**	**9,351**	**14,748**	**127,292**	

[1] Some of the Company's loans are subjected to covenant clauses, whereby the Company is required to meet certain specified financial ratios. The Company has not met certain financial ratios for some of these arrangements, the gross outstanding amount for which as at December 31, 2023 was Rs. 42,426 Mn (March 31, 2023 Rs. 68,160 Mn). Accordingly, as at December 31, 2023 loans amounting to Rs. 27,676 Mn (March 31, 2023 Rs. 39,271 Mn) has been re-classified from non-current borrowings to current maturities of long term debt. As on the reporting date, none of the banks have approached for early repayment.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

(E) Repayment terms of deferred payment obligations as on December 31, 2023

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Obligation towards spectrum acquired in (refer note 4A) (A)				
a) November - 2012 auctions	-	13,953	13,953	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	250,330	250,330	Repayable in 7 equal annual installments starting March, 2026 / September, 2026
c) March - 2015 auctions	-	610,730	610,730	Repayable in 8 equal annual installments starting April, 2026 / Repayable in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	250,256	250,256	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	529	14,614	15,143	Repayable in 16 equal annual installments starting March, 2024
f) August - 2022 auctions (refer note 14(iii))	4,807	161,772	166,579	Repayable in 18 equal annual installments starting August 2024
Sub-Total (A)	**5,336**	**1,301,655**	**1,306,991**	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 4A) (B)	**-**	**651,107**	**651,107**	Repayable in 6 equal annual installments starting March , 2026
Grand Total (A+B)	**5,336**	**1,952,762**	**1,958,098**	

(E) Repayment terms of deferred payment obligations as on March 31, 2023

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Obligation towards spectrum acquired in (refer note 4A)				
a) November - 2012 auctions	-	12,714	12,714	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	250,008	250,008	Repayable in 7 equal annual installments starting March, 2026 / September, 2026
c) March - 2015 auctions	-	555,208	555,208	Repayable in 8 equal annual installments starting April, 2026 / Repayable in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	228,963	228,963	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	529	14,614	15,143	Repayable in 16 equal annual installments starting March, 2024
f) August - 2022 auctions (refer note 14 (iii))	4,483	166,578	171,061	Repayable in 19 equal annual installments starting from August 2023
Sub-Total (A)	5,012	1,228,085	1,233,097	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 4A) (B)	-	655,462	655,462	Repayable in 6 equal annual installments starting March , 2026
(iii) Deferred Payment Others (C)	6	3	9	Repayable in monthly installment starting April, 2023
Grand Total (A+B+C)	5,018	1,883,550	1,888,568	

(F) Interest rate for Rupee Term Loan ranges from 8.81% to 13.05% (March 31, 2023: from 8.81% to 12.15%). Foreign currency loan (March 31, 2023: 6.07%) and Deferred Payment obligations from 7.2% to 10% (March 31, 2023: from 7.2% to 10%).

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 10
Other non-current financial liabilities

Particulars	As at December 31, 2023	As at March 31, 2023
Payable for capital expenditure	102	344
Interest accrued but not due on deferred payment obligations (includes amount referred in note 4A)	109,078	66,279
Total	**109,180**	**66,623**

Note 11
Short term borrowings

Particulars	As at December 31, 2023	As at March 31, 2023
Secured Loans		
Short term loan from bank (refer note 9(C) and 9(D))	-	14,748
Current maturities of loans from banks and others (refer note 9(C) and 9(D))	54,178	64,523
Unsecured Loans		
Current maturities of loans from banks and others(refer note 9(D))	15,999	38,670
Current maturities of Deferred payment obligations (refer note 9(E))	5,336	5,018
Short term loan from banks	5,982	-
Total	**81,495**	**122,959**

Note 12
Other current financial liabilities

Particulars	As at December 31, 2023	As at March 31, 2023
Payable for capital expenditure	69,160	65,708
Accrual towards One Time Spectrum Charges (OTSC) (refer note 14(v))	63,003	56,449
Interest accrued but not due on Loans from banks and others	928	2,758
Interest accrued but not due on deferred payment obligations	5,377	7,717
Unpaid dividend	-	1
Derivative liabilities at fair value through profit or loss (forward contracts)	-	26
Security deposits from customers and others	3,641	2,960
Settlement liability (refer note 14(iv))	-	17,270
Others	753	668
Total	**142,862**	**153,557**

Note 13
Other current liabilities

Particulars	As at December 31, 2023	As at March 31, 2023
Deferred revenue and advance from customers	27,160	26,964
Taxes, regulatory and statutory liabilities	58,575	49,864
Others	183	183
Total	**85,918**	**77,011**

Note 14
Significant transactions / new developments

i) During the previous year, the Board of Directors of the Company at its meeting held on July 22, 2022 approved issuance of 427,656,421 warrants each convertible into one fully paid-up equity share of face value of Rs. 10/- for cash at a price of Rs.10.20/- to an entity forming part of the promoter group, aggregating upto Rs. 4,362 Mn which were allotted on July 25, 2022. Pursuant to the exercise of the right of conversion attached to the warrants, the Board of Directors of the Company at its meeting held on February 14, 2023 approved conversion of these warrants into equity shares and consequently allotted 427,656,421 equity shares to the promoter group entity.

ii) During the previous year, the Board of Directors of the Company at its meeting held on January 31, 2023 has re-approved issuance of upto 16,000 optionally convertible, unsecured, unrated and unlisted Indian Rupee denominated debentures (OCDs) having a face value of Rs. 1,000,000 each, in one or more tranches, aggregating upto Rs.16,000 Mn, each convertible into 100,000 equity shares of face value of Rs. 10/- each at a conversion price of Rs. 10/- to ATC Telecom Infrastructure Private Limited ('ATC'), a non-promoter of the Company, on a preferential basis. The Capital Raising Committee of the Board of Directors of the Company has, at its meeting held on February 27, 2023 and February 28, 2023, allotted a total of 16,000 number of OCDs to ATC which was redeemable in two equal instalments in August 2023 and August 2024. During the year, the Company and ATC have agreed to extend the period of redemption of 8000 OCDs from 6 months from date of allotment i.e. August 2023 to 18 months from date of allotment i.e. August 2024. Further, as per terms of the agreement, holder of OCDs is entitled to convert OCDs into equity shares of the Company at all time and the Company also has right to convert the outstanding OCDs into equity shares after 1 year of the issuance subject to the Company's equity shares price being equal to or higher than the pre agreed share price.

Subsequently on March 18, 2024, in accordance with the terms of the OCDs, ATC has requested the Company for conversion of 14,400 OCDs into 144,00,00,000 fully paid-up Equity Shares and accordingly on March 23, 2024, the Company allotted 144,00,00,000 equity shares of face value of Rs.10/- each at an issue price of Rs. 10/- per equity share to ATC.

iii) During the previous year, the DoT conducted auctions for various spectrum bands which got concluded on August 1, 2022. The Company successfully bid for its spectrum requirements at a total cost of Rs. 187,863 Mn as under:

- 3300 MHz band in 17 priority circles (for providing 5G services)
- 26 GHz band in 16 circles (for providing 5G services)
- Additional 4G spectrum acquisition in 3 circles i.e. Andhra Pradesh, Karnataka and Punjab

The validity of the above spectrum is for a 20 year period starting from the effective date as mentioned in the Frequency Assignment Letter for respective service areas. As per the payment options available, the Company has chosen the deferred payment option. In the previous year, the Company has capitalised the cost pertaining to additional 4G spectrum amounting to Rs 17,348 Mn and has recorded cost pertaining to 5G spectrum amounting to Rs 170,515 Mn and related borrowing cost of Rs. 4,875 Mn as 'Intangible assets under development'. As on December 31, 2023, 'Intangible assets under development' includes Rs. 175,390 Mn related to 5G spectrum.

iv) The Implementation Agreement entered between the parties defines a settlement mechanism between the Company and the promoters of erstwhile Vodafone India Limited ("VInL") for any cash inflow/outflow that could possibly arise to/by the Company towards settlement of certain outstanding disputes pertaining to the period until May 31, 2018. As at December 31, 2023, the Company had recognized settlement assets amounting to Rs 63,939 Mn. The settlement of such assets recognized was to happen periodically based on cash inflow/ outflow incurred as defined in the Implementation Agreement starting from June 2020 but not beyond June 2025. The receivables of Rs 63,939 Mn as at December 31, 2023 (March 31, 2023: settlement asset balance of Rs 81,209 Mn and settlement liability balance of Rs 17,270 Mn) is subject to further cash inflows / outflows incurred till June, 2025 and hence, classified as non-current financial assets. The Company believes that it will be able to recover this amount in terms of the Implementation Agreement even if the related liabilities are paid beyond June 2025 based on the deferment of AGR dues availed by the Company. The settlement between the Company and VInL promoters for any cash outflow that could possibly arise shall be subject to requisite approvals, if any, which would be evaluated/obtained at the time of settlement to VInL promoters.

v) One Time Spectrum Charges (Beyond 4.4 MHz):

During the financial year 2012-13, the DoT had issued demand notices towards one time spectrum charges (hereinafter referred to as "OTSC"). The demands on the Company i.e. formerly Idea Cellular Limited have been challenged by way of writ petition before the Bombay High Court (BHC). The erstwhile Vodafone India Limited (VInL) and erstwhile Vodafone Mobile Services Limited (VMSL) had challenged the demands before the TDSAT. The grounds taken before BHC and TDSAT were different though.

On July 4, 2019 TDSAT in its judgement quashed the demands levied on erstwhile VInL and VMSL and inter alia held that:

- For spectrum up to 6.2 MHz, OTSC is not chargeable and accordingly demand set aside.
- For spectrum beyond 6.2 MHz,
  - Allotment after July 1, 2008, OTSC shall be levied from the date of allotment of such spectrum.
  - Allotment before July 1, 2008, OTSC shall be levied from January 1, 2013 till the date of expiry of license.
  - Conditions as stated in para 1 (v) of the impugned order dated December 28, 2012 (given hereunder) is arbitrary and illegal and is accordingly set aside, i.e. Upfront charges in the case of spectrum holding in multiple bands (900 MHz and 1800 MHz), spectrum in 1800 MHz band will be accounted for first, towards the limit of 4.4 MHz was held to be arbitrary and illegal and accordingly set aside.

Thereafter the Company filed an appeal before the Honourable Supreme Court against the TDSAT judgement. On March 16, 2020, Honourable Supreme Court dismissed the petition filed by the Company challenging the levy of OTSC beyond 6.2 MHz. Following the dismissal of the Company's appeal by the Honourable Supreme Court on March 16, 2020, the Company is yet to receive any demand from the DoT in line with the TDSAT order. The Company proceedings before the BHC in respect of Idea Cellular Limited remains pending. The DoT preferred an appeal against the entire TDSAT judgement and sought stay on the impugned judgement. The matter is pending before the Honourable Supreme Court.

The Company, on prudence basis, has recognized a charge for spectrum holding beyond 6.2 MHz in line with the TDSAT order. The amount has been calculated basis the demand computation that was raised by the DoT in July 2018 for Bank Guarantees to be given for OTSC in line with the M&A guidelines at the time of merger. The Company has recognised interest cost of Rs. 6,554 Mn (December 31, 2022: Rs. 4,923 Mn) in Statement of Profit and loss. Accordingly, the Company has disclosed as Accrual towards One Time Spectrum Charges of Rs. 63,003 Mn (March 31, 2023: Rs. 56,449 Mn) under Other current financial liabilities.

vi) During the previous year, on March 28, 2023, the Company has entered into a term sheet with a prospective buyer for assignment of certain leasehold rights of land. Accordingly, the Company has reclassified such leasehold land from RoU assets to Assets held for sale (AHFS). The transaction is subject to conditions precedent mentioned in term sheet and expected to be completed by March 31, 2024.

vii) On October 16, 2023, the Honourable Supreme Court of India pronounced a judgement, on an ongoing litigation, regarding the tax treatment of annual Revenue Share License Fee (RSLF) paid to the DoT since July 1999 and held that it merits the same tax treatment as the upfront fee that is paid at the time of acquisition of a telecom license. The Company has been treating RSLF as revenue expenses for the purpose of taxation. This decision does not result in a permanent disallowance but leads to a staggered allowance of RSLF over the balance period of the license resulting into lower taxable deduction in the initial years of a license and a higher deduction in the later period of the license.

Over the years, the Company has acquired various licenses from the DoT and also acquired companies having telecom licenses and merged these entities into the Company resulting in cancellation of licenses pertaining to those entities on merger. Based on initial evaluation and after considering the allowable deductions for the periods and on a best estimate basis, a tax provision of Rs. 8,220 Mn and interest of Rs 2,530 Mn are recorded under "Current tax" and "Finance costs" respectively, and corresponding effect has been recorded as Current tax liability of Rs 5,231 Mn and adjusted Rs 5,519 Mn in Other Non-Current Assets in the financial statements. Due to tax losses carried forward, higher deductions in future periods do not meet the criteria for the recognition of deferred tax assets under Ind AS 12 - Income Taxes.

viii) On July 23, 2018, the Company had paid an amount of Rs 39,263 Mn under protest for the differential amount of entry fees paid and market determined price of 4.4 Mhz, as demanded by the DoT. The Company had thereafter filed a petition with TDSAT disputing Rs 13,636 Mn as excess amount calculated by the DoT. Based on probability assessment of ultimate outflow, the Company had capitalised Rs 39,263 Mn, paid under protest, along with the respective spectrum of the circles and amortised substantially over the balance life of the respective spectrum.

The DoT accepted the Company's contention to the extent of Rs 7,555 Mn resulting in TDSAT issuing order dated December 15, 2023, directing the DoT to adjust this amount. The DoT vide letter dated December 27, 2023 has communicated such adjustment. Accordingly, the Company has recognised the same as an Exceptional Item in the statement of profit and loss with a corresponding effect given under Other Non-Current Assets in the Balance Sheet.

Note 15
Capital and other Commitments

Estimated amount of commitments are as follows:

- Contracts remaining to be executed for capital expenditure (net of advances) and not provided for are Rs. 27,150 Mn (March 31, 2023: Rs. 33,856 Mn).
- Long term contracts remaining to be executed including early termination commitments (if any) are Rs. 19,046 Mn (March 31, 2023: Rs. 26,817 Mn).

Note 16
Contingent Liabilities not provided for

A) Licensing Disputes:

i. OTSC (Less than 4.4 MHz) – Rs. 38,570 Mn (March 31, 2023: Rs. 38,570 Mn):

In FY 2015-16 erstwhile VMSL received demands from the DoT towards One time spectrum charges for less than 4.4 MHz pursuant to the transfer of licenses of certain subsidiaries amounting to Rs. 33,495 Mn. The Company believes the charges levied by the DoT are not tenable, since the merger guidelines are not applicable considering that the said merger did not involve any intra-circle merger and did not result in increase in spectrum holding of the Company. The Demand is challenged and remains sub-judice at TDSAT.

Also, in FY 2015-16, erstwhile VMSL received demand from the DoT towards extension of license of Tamil Nadu circle for making it co-terminus with license of Chennai circle amounting to Rs. 5,075 Mn. The Company believes the charges levied by the DoT are not tenable, considering the merger of licenses is as per the guidelines issued by the DoT in 2005 and as such does not get covered under as per clause 3 (i) and (m) of the M&A guidelines dated February 20, 2014. The Demand is challenged and remains sub-judice at TDSAT.

ii. Other Licensing Disputes – Rs. 97,794 Mn (March 31, 2023: Rs. 104,033 Mn):

- In December 2016, the Company had challenged the TRAI recommendation of levying penalty for allegedly denying points of interconnect (PoIs) to Reliance Jio, citing Telecom Regulatory Authority of India's (TRAI) move "arbitrary and biased" and one which exceeds the sectorial watchdog's jurisdiction. The Honourable Delhi High Court suggested that the DoT could consider objections raised by the Company in its plea along with the TRAI recommendations. On September 29, 2021, the DoT had issued demand notice for imposition of financial penalty amounting to Rs. 20,000 Mn for violation of the provisions of license agreements and standards of Quality of service of basic telephone service (wireline) and SMTS regulation 2009. The Company has filed petition with Honourable TDSAT on October 11, 2021 against the demand raised by the DoT. In the recent hearing, interim relief has been granted stating no coercive action shall be taken for realisation of penalty under challenge. The matter is yet to be concluded.
- Additional demands towards AGR dues for which the company has written to the DoT requesting corrections of certain computational errors, admissible pass-through not considered based on the principles laid down in the AGR judgement (Refer note 4A).
- Disputes relating to alleged non-compliance of licensing conditions & other disputes with the DoT (including those towards CAF Audit and EMF), either filed by or against the Company and pending before Honourable Supreme Court / TDSAT.
- Demands on account of alleged violations in license conditions relating to amalgamation of erstwhile Spice Communications Limited currently sub-judice before the Honourable TDSAT.
- Demand with respect to upfront spectrum amounts for continuation of services from February 2, 2012 till various dates in the service areas where the licenses were quashed following the Honourable Supreme Court Order.

In October 2015, the DoT issued interim guidelines, wherein Microwave Spectrum held by expired /expiring licenses was declared as being held on a provisional basis subject to final outcome of the DoT's decision on recommendation by TRAI on the allocation and pricing of Microwave Spectrum. The interim guidelines issued by the DoT are not in line with the understanding provided during the earlier auctions as part of Notice Inviting Application (NIA) for the spectrum auction. Basis the interim guidelines, the DoT has instructed the Company to provide an undertaking that the pricing and allocation decisions of the DoT would be considered final in this respect. The Company has not provided the said undertaking or signed the agreement being against the express and binding confirmations under NIA. Further TDSAT vide its order dated March 13, 2019 set aside the Impugned guidelines and stated 2006 rates hold to be valid, which should be applied from future date as and when notified by the DoT as per the judgment. The Honourable Supreme Court vide its order dated November 8, 2019 stayed the TDSAT order and directed the Company to furnish bank guarantee till the next date of hearing. The matter was last listed on October 18, 2022, where Supreme Court directed the Company to file its reply/ counter to the DoT's appeal. The matter will be listed in due course. Accordingly, the implication of the said order is not considered in the financial statement.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

B) Other Matters not acknowledged as debt

Particulars	As at December 31, 2023	As at March 31, 2023
Income tax matters (see note i below)	4,834	15,140
Sales tax and entertainment tax matters (see note ii below)	1,524	1,564
Service tax/Goods and Service Tax(GST) matters (see note iii below)	14,823	15,231
Entry tax and customs matters (see note iv below)	5,567	5,486
Other claims (see note v below)	27,105	33,873
Total	**53,853**	**71,294**

i. Income Tax Matters (including Tax deducted at source)

– Appeals filed by the Group against the demands raised by the Income Tax Authorities relates to disputes on non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors, disputes relating to denial of tax holiday benefit from certain business receipts etc.

Honourable Supreme Court vide its order dated February 28, 2024 upheld Company's appeal regarding non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors. As per requirements of Ind AS 10 'Events after the Reporting Period', the Company has treated this as an adjusting event and accordingly has reduced Rs 10,306 Mn from the 'Income tax matters' as on December 31, 2023.

Rest of the above matters contested by the Group are pending at various appellate authorities.

ii. Sales Tax and Entertainment Tax

– Sales Tax demands mainly relates to the demands raised by the VAT/Sales Tax authorities of few states on Broadband Connectivity, SIM cards etc. on which the Group has already paid Service Tax.
– Demand of tax for non-submission of Declaration forms viz. C forms & F forms in stipulated time limit.
– In one state entertainment tax is being demanded on revenue from value added services.

iii. Service Tax/ Goods and Service Tax (GST)

Service Tax / GST demands mainly relates to the following matters:
– Denial of Cenvat credit related to Towers and Shelters.
– Disallowance of Cenvat Credit on input services viewed as ineligible credit
– Demand of service tax on SMS termination charges, Demand of service tax on reversal of input credit on various matters including on removal of passive infrastructure.

iv. Entry Tax and Customs

– Entry Tax disputes pertains to classification / valuation of goods.
– Demand of customs duty/anti-dumping duty on dispute relating to classification issue. The Group has challenged these demands which are pending at various forums.

v. Other claims not acknowledged as debts
   - Mainly include consumer forum cases, disputed matters with local Municipal Corporation and certain infrastructure service providers, Regional Provident Fund Commission and other miscellaneous sub-judiced disputes.
   - Disputes with the Electricity Boards on matters relating classification of Mobility Towers into Industrial v/s commercial

The future cash outflows in respect of the above matters are determinable only on receipt of judgments/ decisions from such forums/ authorities. Further, based on the Group's evaluation, it believes that it is not probable that the claims will materialise and therefore, no provision has been recognised for the above.

Note 17
Related party transactions

The related parties where control, joint control and significant influence exists are subsidiaries, joint venture and associate respectively. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director whether executive or otherwise.

The Group has transactions with the below related parties:

Relationship	Related Party
Joint Venture	Firefly Networks Limited
Associate	Aditya Birla Idea Payments Bank Limited
Promoter / Promoter Group[(1)]	Mr. Kumar Mangalam Birla*
	Grasim Industries Limited
	Hindalco Industries Limited
	Euro Pacific Securities Limited*
	Prime Metals Limited*
	Mobilvest*
	Vodafone Telecommunications (India) Limited*
	Omega Telecom Holdings Private Limited*
	Asian Telecommunications Investments (Mauritius) Limited*
	Al-Amin Investments Limited*
	CCII (Mauritius) Inc.*
	Usha Martin Telematics Limited*
	Birla TMT Holdings Private Limited*
	Pilani Investment And Industries Corporation Limited
	Elaine Investments PTE Limited*
	Oriana Investments PTE Limited*
	IGH Holdings Private Limited
	Trans Crystal Limited*

Notes to Special Purpose Interim Condensed Consolidated Financial Statements

Relationship	Related Party
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Cable & Wireless Global (India) Private Limited
	Cable and Wireless (India) Limited
	Ghana Telecommunications Company Limited (ceased w.e.f February 21, 2023)*
	Infinity Services Partner Company
	Metro Holdings Limited
	National Communications Backbone Company Limited (ceased w.e.f February 21, 2023)*
	Vodacom Congo (RDC) S.A.
	Vodacom Group Limited
	Vodacom Lesotho (Pty) Limited
	Vodacom Moçambique, SA
	Vodacom Tanzania PLC.
	Vodafone Albania Sh.A
	Vodafone Czech Republic A.S.
	Vodafone Enterprise Europe (UK) Limited
	Vodafone Enterprise Global Limited
	Vodafone Enterprise Singapore Pte. Limited
	Vodafone Espana S.A.U.
	Vodafone India Services Private Limited
	Vodafone Global Enterprise Limited
	Vodafone Global Network Limited
	Vodafone Global Services Private Limited
	Vodafone Gmbh
	Vodafone Group Services Limited
	Vodafone International Services LLC
	Vodafone Ireland Limited
	Vodafone Italia S.P.A.
	Vodafone Limited
	Vodafone Magyarorszag (ZRT) (ceased w.e.f January 31, 2023)*
	Vodafone Net Iletişim Hizmetleri A.Ş.
	Vodafone Portugal Comunicacoes Pessoais, S.A.
	Vodafone Procurement Company S.À R.L
	Vodafone Roaming Services S.À R.L
	Vodafone Romania S.A
	Vodafone Telekomunikasyon A.S
	Vodafone US Inc.
	Vodafone-Panafon Hellenic Telecommunications Company S.A.
	Indus Towers Limited
	Safaricom PLC
	Vodafone (Pty) Limited
	Vodafone Network Pty Limited
	Vodafone Sales & Services Limited
	Storage Technology Services (Pty) Limited
	Vodafone Group PLC*
	ABReL SPV 2 Limited
	Aditya Birla Capital Limited
	Aditya Birla Finance Limited
	Aditya Birla Financial Shared Services Limited

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Notes to Special Purpose Interim Condensed Consolidated Financial Statements

Relationship	Related Party
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Aditya Birla Housing Finance Limited
	Aditya Birla Insurance Brokers Limited
	Aditya Birla Money Insurance Advisory Services Limited
	Aditya Birla Money Limited
	Aditya Birla PE Advisors Private Limited
	Aditya Birla Renewables Limited
	Aditya Birla Sun Life AMC (Mauritius) Limited
	Aditya Birla Sun Life AMC Limited
	Aditya Birla Sun Life Asset Management Company Limited Dubai
	Aditya Birla Sun Life Insurance Company Limited
	Aditya Birla Sun Life Pension Management Limited
	Binani Cement Uganda Limited
	Harish Cement Limited
	UltraTech Cement Limited
	Aditya Birla Power Composites Limited
	Bhubaneswari Coal Mining Limited
	Aditya Birla Health Insurance Company Limited
	Aditya Birla Science & Technology Company Private Limited
	Aditya Birla Renewables Subsidiary Limited
	Hindalco Almex Aerospace Limited
	Aditya Birla New Age Hospitality Private Limited
	Aditya Marketing and Manufacturing Private Limited (Ceased w.e.f September 22, 2022)*
	Birla Brothers Private Limited
	G.D Birla Medical Research & Education Foundation
	Mahan Coal Limited
	Aditya Birla Renewables Solar Limited
	India Advantage Fund Ltd., Mauritius
	Svatantra Microfin Private Limited
Key Management Personnel (KMP)	Mr. Sunil Sood (Non-Executive Director)*
	Mr. Diego Massida (Ceased to be Non-Executive Director w.e.f May 25, 2023)*
	Mr. Sushil Agarwal (Non-Executive Director)*
	Mr. Sateesh Kamath (Appointed as Non-Executive Director on May 25, 2023)*
	Mr. Krishna Kishore Maheshwari (Ceased to be Non-Executive Director w.e.f April 19, 2023)*
	Mr. Himanshu Kapania (Chairman till August 18, 2022 and appointed as Non-Executive Director on August 19, 2022)*
	Mr. Ravinder Takkar (Managing Director & CEO till August 18, 2022 and appointed as Non-Executive Chairman on August 19, 2022)*
	Mr. Arun Thiagarajan (Ceased to be Independent Director on August 26, 2022)*
	Mrs. Neena Gupta (Independent Director)
	Mr. Arun Adhikari (Independent Director)
	Mr. Ashwani Windlass (Independent Director)
	Mr. Krishnan Ramachandran (Independent Director)
	Mr. Suresh Vaswani (Independent Director)
	Mr. Anjani Kumar Agrawal (Appointed as Independent Director on August 27, 2022)
	Mr. Akshaya Moondra (CFO till August 18, 2022 and appointed as CEO on August 19, 2022)
	Mr. Murthy G.V.A.S (Appointed as CFO on February 15, 2023)

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Relationship	Related Party
Other Related Parties in which Directors are interested	Aditya Birla Management Corporation Private Limited
	Interglobe Hotels Private Limited
	AAPC India Hotel Management Private Limited
	Accent Hotels Private Limited
	Caddie Hotels Private Limited
	Cerebrus Consultants Private Limited
	Interglobe Enterprises Private Limited
	Interglobe Technology Quotient Private Limited
	Srilanand Mansions Private Limited
	Triguna Hospitality Ventures (India) Private Limited
	Aditya Birla Online Fashion Private Limited
	Omega Healthcare Management Services Private Limited (ceased w.e.f November 1, 2022)*
	Applause Entertainment Private Limited
	Finesse International Design Private Limited (ceased w.e.f January 16, 2023)*
Trust[(2)]	Vodafone Idea Limited Employees Group Gratuity Scheme*
	Vodafone Idea Limited Employees Superannuation Scheme*
	Vodafone Idea Manpower Services Limited Employees Group Gratuity Scheme
	Hutchison Max Telecom Limited Superannuation Fund*
	Vodafone Idea Shared Services Limited Employees Group Gratuity Scheme
	Vodafone Idea Telecom Infrastructure Limited Employees Group Gratuity Scheme

[(1)] as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

[(2)] Transaction with trust includes contribution to gratuity and superannuation funds.

* No transactions during the current period

The following transactions were carried out with the related parties in the ordinary course of business:

A. Transactions with Related Parties for the period ended December 31, 2023 and December 31, 2022

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter / Promoter Group	Other Related Parties in which Directors are interested	Trust
Sale of service	-*	2,001	-*	-	46	8	-
	-*	(1,503)	-*	-	(41)	(2)	-
Purchase of service[(1)]	-	68,975	4	-	-	-	-
	-	(70,303)	1	-	-	-	-
Remuneration[(2)]	-	-	-	132	-	-	-
	-	-	-	(67)	-	-	-
Director's sitting fees paid	-	-	-	5	-	-	-
	-	-	-	(6)	-	-	-
Expense incurred on behalf of	-	-	14	-	-	-	-
	-	-	(15)	-	-	-	-
Expense incurred on company's behalf by	-	18	-	-	-	-	-
	-	-	-	-	-	-	-
Proceeds from issue of share warrants	-	-	-	-	-	-	-
	-	-	-	-	(4,362)	-	-
Insurance premium (including advance given)	-	4	-	-	-	-	-
	-	(7)	-	-	-	-	-
Donations received	-	346	-	-	-	-	-
	-	(304)	-	-	-	-	-
Security Deposits Received	-	-*	-	-	-	-	-
	-	-	-	-	-	-	-
Contribution to Gratuity fund	-	-	-	-	-	-	4
	-	(200)	-	-	-	-	-
Sale of fixed assets including Capital Work in Progress	-	1	-	-	-	-	-
	-	-	-	-	-	-	-

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

(Figures in bracket are for the period ended December 31, 2022)

(All amounts are in Rs millions, except per share data and unless stated otherwise)

B. Balances with Related Parties as at December 31, 2023 and March 31, 2023

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter / Promoter Group	Other Related Parties in which Directors are interested
Trade and Other Receivables	1	1,016	-*	-	78	24
	(2)	(1,371)	-*	-	(100)	(132)
Trade and Other Payables	-	118,201	-	-	-	4,538
	-	(113,446)	-	-	-	(4,538)
Lease Liability (included in Other non-current financial liabilities and Other current financial liabilities)	-	218,595	-	-	-	-
	-	(265,872)	-	-	-	-
Deposits Given (included in Other Non-Financial Assets)	-	1,501	-	-	-	-
	-	(1,501)	-	-	-	-
Remuneration payable	-	-	-	40	-	-
	-	-	-	(44)	-	-
Prepaid Expenses	-	425	-	-	-	-
	-	(296)	-	-	-	-

(Figures in bracket are as at March 31, 2023)

(1) Includes rental expenses pertaining to Indus Towers Limited. However, the same has been accounted for, in accordance with IND AS 116 in these financial statements.

(2) Remuneration includes amounts towards LTIP and ESOP basis actual payment/exercise. There is no remuneration paid to Mr. Ravinder Takkar from VIL and neither any amount is charged back to the Company by any other entity towards his remuneration during the current period and previous year .

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Note:

(i) Above excludes any cash inflow/outflow that could possibly arise from the settlement of certain outstanding disputes pertaining to the period until May 31, 2018 pursuant to the implementation agreement entered between the Company and VInL shareholders . The Company has recognized settlement assets (net) amounting to Rs 63,939 Mn as at December 31, 2023 (Rs. 63,939 Mn as at March 31, 2023) towards the same.

(ii) With respect to options that have already exercised there is an outstanding liability of Rs. 1,249 Mn payable to entities having significant influence (March 31, 2023: Rs. 1,199 Mn).

C. The significant related party transactions are summarised below:

Particulars	For the period ended December 31, 2023	For the period ended December 31, 2022
Sale of service		
Vodafone Enterprise Global Limited	1,742	1,268
Purchase of service		
Indus Towers Limited	67,420	68,871
Proceeds from issue of share warrants		
Euro Pacific Securities Limited	-	4,362
Donations Received		
Vodafone India Services Private Limited	107	88
Indus Towers Limited	231	209
Contribution to Gratuity fund		
Aditya Birla Sun Life Insurance Company Limited	-	200
Vodafone Idea Manpower Services Limited Employees Group Gratuity Scheme	3	-

D. Compensation of Key Management Personnel of the Company

Particulars	For the period ended December 31, 2023	For the period ended December 31, 2022
Short-term employee benefits	131	66
Post-employment benefits(1)	1	1

(1) Represents contribution to provident and superannuation funds. As Gratuity expense and Compensated absenses expense is based on actuarial valuations on overall basis, the same cannot be computed for individual employees and hence not included.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Government of India ('GoI') holds 33.14% equity shareholding in the Company as at December 31, 2023 (refer Note 4 (A)). The Group has certain obligations arising from the telecom license taken from the DoT which is a Ministry of GoI towards license fees, spectrum usage charges, acquisition of spectrum and related deferred payment liability and interest thereon.

Significant transactions undertaken as disclosed below are for the period ended/completed year:

Particulars	For the period ended December 31, 2023
License fees	23,504
Spectrum usage charges	4,178
Interest on deferred payment obligations	131,796

Balance as at December 31, 2023 and March 31, 2023 are as below:

Particulars	As at December 31, 2023	As at March 31, 2023
Other current liabilities	16,703	11,040
Borrowings – Deferred payment obligations and interest accrued thereon	2,072,553	1,962,570

The Company also has other transactions with other departments of GoI which include but are not limited to purchase and sale of goods and services, access charges, loans and interest thereon, various deposits etc which are not individually or collectively significant.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 18
Financial instruments

a) Financial Instruments by Category: The following table provides categorisation of all financial instruments at carrying value.

Particulars	As at December 31, 2023		As at March 31, 2023	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Assets				
Other investments	-*	-	-*	-
Trade Receivables	-	22,464	-	21,640
Cash and cash equivalents	-	3,189	-	2,288
Bank balance other than cash and cash equivalents	-	760	-	731
Margin Money Deposits(1)	-	4,906	-	6,726
Settlement assets (refer note 14(iv))(1)	-	63,939	-	81,209
Deposit with Body Corporates, Government Authorities and Others(1)	-	6,445	-	6,094
Interest receivable(1)	-	73	-	112
Derivative Financial Assets(1)	-	-	15	-
Others(1)	-	434	-	274
Total Financial Assets	**-***	**102,210**	**15**	**119,074**

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Particulars	As at December 31, 2023		As at March 31, 2023	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Liabilities				
Fixed Rate loans from banks and others including Interest accrued but not due	-	26,508	-	43,432
Floating Rate loans from banks and others including Interest accrued but not due	-	50,579	-	86,612
Fixed Rate Deferred Payment Obligations including interest accrued but not due	-	2,072,553	-	1,962,570
Trade Payables	-	138,078	-	136,422
Payables for Capital Expenditure(2)	-	69,262	-	66,052
Accrual towards One Time Spectrum Charges (OTSC) (refer note 14(v))(2)	-	63,003	-	56,449
Settlement liabilities (refer note 14(iv))(2)	-	-	-	17,270
Derivative Financial Liabilities(2)	-	-	26	-
Security Deposits from Customers and Others(2)	-	3,641	-	2,960
Lease liabilities	-	367,121	-	361,800
Others(2)	-	753	1	668
Total Financial Liabilities	**-**	**2,791,498**	**27**	**2,734,235**

(1) included in other current / non-current financial assets

(2) included in other current / non-current financial liabilities

(All amounts are in Rs millions, except per share data and unless stated otherwise)

b) Fair Value Hierarchy

The Group has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values.

i. Fair value hierarchy of financial assets and liabilities measured at fair value as at December 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Others	-	-	-	-
Total Financial Liabilities	-	-	-	-

ii. Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Derivative Financial Assets	-	15	-	15
Total Financial Assets	-	15	-	15
Financial Liabilities				
Derivative Financial Liabilities	-	26	-	26
Others	-	1	-	1
Total Financial Liabilities	-	27	-	27

iii. The carrying amounts of the following financial assets and financial liabilities are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

a) Financial Assets
- Trade Receivables
- Cash and Cash equivalents
- Bank balance other than cash and cash equivalents
- Margin Money Deposits
- Deposit with Body Corporates, Government Authorities and Others
- Interest Receivable
- Settlement assets
- Others

b) Financial Liabilities
- Floating Rate loans from banks and others including Interest accrued but not due
- Trade Payables
- Payable for capital expenditure
- Accrual towards One Time Spectrum Charges
- Security Deposits from Customers and Others
- Lease Liabilities
- Settlement liabilities

(All amounts are in Rs millions, except per share data and unless stated otherwise)

iv. Fair value hierarchy of financial liabilities measured at amortised cost is below:

Particulars	Carrying Amount	Level 1	Level 2	Level 3	Total
Fixed rate loans from banks and others including interest accrued but not due					
As at December 31, 2023	26,508	-	26,465	-	26,465
As at March 31, 2023	43,432	-	40,895	-	40,895
Fixed rate Deferred Payment Obligations including interest accrued but not due					
As at December 31, 2023	2,072,553	-	2,083,845	-	2,083,845
As at March 31, 2023	1,962,570	-	1,996,407	-	1,996,407

Valuation Technique used to determine fair value:

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable and willing parties, other than in a forced or liquidation sale. The valuation techniques used to determine the fair values of financial assets and financial liabilities classified as level 2 include use of quoted market prices or dealer quotes for similar instruments and generally accepted pricing models based on a discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

The Group enters into derivative financial instruments such as forward and interest rate swap with various counterparties. The fair value of such derivatives instruments are determined using forward exchange rates and interest rate curves.

C) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans. As at December 31, 2023, approximately 2.65% of the Company's debt excluding interest will mature in less than one year, without considering reclassification into current maturity of debt due to covenant breach (March 31, 2023: 4.53%) based on the carrying value of borrowings reflected in the financial statements.

As the Group has already availed the moratorium with respect to AGR and Deferred Spectrum Obligation as referred in Note 4A and based on the past performance and future expectation, the Group believes that the existing cash balance along with cash generated from operations, working capital management, raising additional funds as required, successful negotiations with lenders and vendors for continued support will satisfy its cash flow requirement associated with repayment of borrowings and other liabilities from its operation (refer note 4B, 9(D) and 9(E)).

(All amounts are in Rs millions, except per share data and unless stated otherwise)

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	Carrying Value	Less than 1 year	1 to 5 years	> 5 years	Total payments
As at December 31, 2023					
Loans from bank and others and Interest thereon (1)	77,087	85,841*	-	-	85,841
Deferred Payment Obligations and Interest thereon (2)	2,072,553	18,430	1,355,633	1,936,513	3,310,576
Trade and other payables(3)&^^	270,343	269,579	921	-	270,500
Lease liabilities	367,121	152,106	227,016	126,595	505,717
Other financial liabilities (1), (2) & (3)	4,394	4,394	-	-	4,394
Total	**2,791,498**	**530,350**	**1,583,570**	**2,063,108**	**4,177,028**
As at March 31, 2023					
Loans from bank and others and Interest thereon (1)	130,044	128,824*	15,674	-	144,498
Deferred Payment Obligations and Interest thereon (2)	1,962,570	18,455	1,176,113	2,146,037	3,340,605
Trade and other payables(3)&^^	258,923	257,818	1,503	-	259,321
Lease liabilities	361,800	144,018	217,572	151,429	513,019
Settlement liabilities (refer note 14(iv))	17,270	17,270	-	-	17,270
Other financial liabilities(1),(2)&(3)	3,629	3,629	-	-	3,629
	2,734,236	**570,014**	**1,410,862**	**2,297,466**	**4,278,342**
Derivatives liabilities (4)	26	26	-	-	26
Derivatives assets (4)	(15)	(15)	-	-	(15)
	11	**11**	**-**	**-**	**11**
Total	**2,734,247**	**570,025**	**1,410,862**	**2,297,466**	**4,278,353**

(1) Interest accrued but not due of Rs. 928 Mn (March 31, 2023: Rs. 2,752 Mn) has been excluded from other financial liabilities and included in loans from banks and others and interest thereon.

(2) Interest accrued but not due of Rs. 114,455 Mn (March 31, 2023: Rs. 74,002 Mn) has been excluded from other financial liabilities and included in deferred payment obligations and interest thereon.

(3) Payable for capital expenditure of Rs. 69,262Mn (March 31, 2023: Rs. 66,052 Mn) and Accrual towards One Time Spectrum Charges (OTSC) of Rs. 63,003 Mn (March 31, 2023: Rs. 56,449 Mn) has been excluded from other financial liabilities and included in trade and other payables.

(4) Included as part of maturity profile as the underlying of these derivatives are borrowings and other financial liabilities included above.

*The Company has classified an amount of Rs. 27,676 Mn (March 31, 2023: Rs. 39,271 Mn) from non-current borrowings to current maturities of long term debt although the Company is confident that there will be no acceleration of payment in this regard (refer note 9 (D)).

^^ Includes payable for capital expenditure of Rs. 54,624 Mn (March 31, 2023 : Rs. 47,648 Mn) due for payment.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 19
Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the value of shareholders.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using the net debt-equity ratio, which is net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings less cash and cash equivalents, unencumbered fixed deposits with banks having maturity of 3 to 12 months and investment in liquid mutual funds:

Particulars	As at December 31, 2023	As at March 31, 2023
Long term borrowings		
Loans from banks and others	-	9,351
Deferred payment obligations	1,952,762	1,883,550
Short term borrowings	81,495	122,959
Less: Cash and cash equivalents	(3,189)	(2,288)
Less: Fixed deposits with banks having maturity of 3 to 12 months	(4)	(59)
Net debt (A)	**2,031,064**	**2,013,513**
Equity share capital	486,797	486,797
Other Equity	(1,466,116)	(1,230,388)
Total Equity (B)	**(979,319)**	**(743,591)**
Net Debt-equity ratio (A)/(B)	**(2.07)**	**(2.71)**

No changes were made in the objectives, policies or processes for managing capital during the period ended December 31, 2023 and year ended March 31, 2023.

Note 20
Subsequent non-adjusting event

The Board of Directors of the Company at its meeting held on February 27, 2024 and subsequently the shareholders at extra ordinary general meeting held on April 2, 2024 have, subject to other requisite approvals, approved raising of funds up to Rs. 200,000 Mn, in one or more tranches, by issuance of equity shares or any other instrument or security by way of a further public offer, private placement including preferential issue, qualified institutions placement, or through any other permissible mode or any combination thereof.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

Place: Mumbai
Date : April 4, 2024

For and on behalf of the Board of Directors of Vodafone Idea Limited

Anjani Kumar Agrawal
Independent Director
(DIN : 08579812)

Krishnan Ramachandran
Independent Director
(DIN : 00193357)

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

VODAFONE IDEA LIMITED

Special Purpose Interim Condensed Consolidated Financial Statements

For the nine months period ended December 31, 2022

Review Report

To
The Board of Directors
Vodafone Idea Limited

We have reviewed the accompanying Special Purpose Interim Condensed Consolidated Financial Statements of Vodafone Idea Limited ("the Company" or "the Holding Company") and its subsidiaries (together referred as "the Group"), its joint venture and associate, comprising of Special purpose interim condensed consolidated Balance sheet as at December 31, 2022, Special purpose interim condensed consolidated Statements of Profit and Loss (including the condensed statement of Other Comprehensive Income), Special purpose interim condensed consolidated Statement of Cash Flows and Special purpose interim condensed consolidated Statement of Changes in Equity for the nine months ended December 31, 2022, and a summary of significant accounting policies and other explanatory information (together hereinafter referred to as the "Special Purpose Interim Condensed Consolidated Financial Statements") prepared in accordance with Indian Accounting Standard ("Ind AS") 34 "Interim Financial Reporting".

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Special Purpose Interim Condensed Consolidated Financial Statements in accordance with the requirements of Indian Accounting Standard 34 (IND AS 34) "Interim Financial Reporting" specified under section 133 of the Companies Act, 2013 ("the Act"), as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Special Purpose Interim Condensed Consolidated Financial Statements based on our review.

Scope of our Review

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Special Purpose Interim Condensed Consolidated Financial Statements are free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Special Purpose Interim Condensed Consolidated Financial Statements are not prepared, in all material respects, in accordance with the requirement of Ind AS-34 prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Material Uncertainty Related to Going Concern

We draw attention to Note 4B to the Special Purpose Interim Condensed Consolidated Financial Statements, which describes the Group's financial condition as of December 31, 2022 and its debt obligations due for the next 12 months. The Group's financial performance has impacted it's ability to generate the cash flow that it needs to settle/refinance its liabilities as they fall due.

The Group's ability to continue as a going concern is dependent on its ability to raise additional funds as required and successful negotiations with lenders and vendors for continued support and generation of cash flow from its operations that it needs to settle its liabilities as they fall due. Our conclusion is not modified in respect of this matter.

Other Matters

1. The accompanying Special Purpose Interim Condensed Consolidated Financial Statements includes the Group's share of net profit after tax and total comprehensive income of Rs 6 million for the year to date from April 1, 2022 to December 31, 2022, as considered in the unaudited consolidated financial statements in respect of a joint venture, based on its interim financial statements which have not been reviewed by any auditor. These unaudited interim financial statements and other unaudited financial information have been approved and furnished to us by the Management. Our conclusion, in so far as it relates to the affairs of the joint venture, is based solely on such unaudited interim financial statements and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial statements are not material to the Group. Our conclusion is not modified with respect of this matter.

2. The Group had earlier prepared separate statement of Unaudited Consolidated Financial Results for the quarter ended December 31, 2022 and year to date from April 1, 2022 to December 31, 2022 in accordance with the recognition and measurement principles laid down in Ind AS 34 read with relevant rules issued thereunder and other accounting principles generally accepted in India, on which we had issued a separate auditor's review report dated February 14, 2023. These Unaudited Consolidated Financial Results were prepared for submission by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

3. These Special Purpose Interim Condensed Consolidated Financial Statements have been prepared by the Company solely for the purpose of raising additional funds as stated in Note 2 of the accompanying Special Purpose Interim Condensed Consolidated Financial Statements and therefore should not be used, referred or distributed for any other purpose.

For S.R. BATLIBOI & ASSOCIATES LLP
ICAI Firm registration number: 101049W/E300004
Chartered Accountants

per Nilangshu Katriar
Partner
Membership No.: 58814

UDIN: 24058814BKGSNL6759

Place: Mumbai
Date: April 04, 2024

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Balance Sheet as at December 31, 2022

Particulars	Notes	As at December 31, 2022 (Unaudited)	As at March 31, 2022 (Audited)
Assets			
Non-current assets			
Property, plant and equipment (including Right-to-Use Assets (ROU))	5	631,324	536,327
Capital work-in-progress		3,895	3,239
Intangible assets	6	986,161	1,031,859
Intangible assets under development (includes amount referred in note 16(iii))		175,538	404
Investments accounted for using the equity method		58	53
Financial assets			
Other non-current financial assets	7	88,490	88,492
Deferred tax assets (net)		110	60
Other non-current assets	8	106,667	111,502
Total non-current assets (A)		**1,992,243**	**1,771,936**
Current assets			
Inventories		33	23
Financial assets			
Trade receivables		23,355	24,439
Cash and cash equivalents		1,538	14,532
Bank balance other than cash and cash equivalents	9	6,416	20,434
Other current financial assets		459	756
Current tax assets		4,197	6,031
Other current assets		110,538	102,140
Total current assets (B)		**146,536**	**168,355**
Total Assets (A+B)		**2,138,779**	**1,940,291**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Balance Sheet as at December 31, 2022

Particulars	Notes	As at December 31, 2022 (Unaudited)	As at March 31, 2022 (Audited)
Equity and Liabilities			
Equity			
Equity share capital		321,188	321,188
Other equity		(1,168,284)	(940,836)
Total equity (A)		**(847,096)**	**(619,648)**
Liabilities			
Non-current liabilities			
Financial liabilities			
Long term borrowings			
Loans from banks and others	10 (A)	11,752	28,363
Deferred payment obligations	10 (B)	1,976,747	1,731,145
Lease Liabilities		253,373	114,325
Trade payables		990	852
Other non-current financial liabilities	11	111,584	68,461
Long term provisions		346	384
Other non-current liabilities		4,498	5,070
Total non-current liabilities (B)		**2,359,290**	**1,948,600**
Current liabilities			
Financial liabilities			
Short term borrowings	12	122,809	149,669
Lease Liabilities		131,834	114,109
Trade payables		147,284	131,699
Other current financial liabilities	13	145,435	139,606
Other current liabilities	14	73,913	76,018
Short term provisions		207	223
Current tax liability (net) (includes amount referred in note 22(A)(i))		5,103	15
Total current liabilities (C)		**626,585**	**611,339**
Total Equity and Liabilities (A+B+C)		**2,138,779**	**1,940,291**

The accompanying notes are an integral part of the Special Purpose Interim Condensed Consolidated Financial Statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Anjani Kumar Agrawal
Independent Director
(DIN :08579812)

Krishnan Ramachandran
Independent Director
(DIN :00193357)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : April 4, 2024

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Statement of Profit and Loss for the nine month period ended December 31, 2022

Particulars	Notes	For the period ended December 31, 2022 (Unaudited)	For the period ended December 31, 2021 (Unaudited)
Income			
Service revenue		316,274	282,606
Sale of trading goods		57	32
Other operating income		122	122
Revenue from operations		**316,453**	**282,760**
Other income		2,175	971
Total income		**318,628**	**283,731**
Expenses			
Cost of trading goods		50	14
Employee benefit expenses		13,815	12,649
Network expenses and IT outsourcing cost		76,760	77,320
License fees and spectrum usage charges		30,969	30,767
Roaming and access charges		28,297	21,333
Subscriber acquisition and servicing expenditure		26,356	13,626
Advertisement, business promotion expenditure and content cost		7,337	7,098
Other expenses		6,802	6,082
		190,386	**168,889**
Profit / (Loss) before finance costs, depreciation, amortisation, share of net profit/(loss) of joint venture, exceptional items and tax		**128,242**	**114,842**
Finance costs		185,910	156,646
Depreciation		107,939	108,683
Amortisation		65,521	68,030
Profit / (Loss) before share of profit/(loss) of joint venture, exceptional items and tax		**(231,128)**	**(218,517)**
Add : Share in profit/(loss) of joint venture		5	9
Profit / (Loss) before exceptional items and tax		**(231,123)**	**(218,508)**
Exceptional items	15	7,555	1,780
Profit / (Loss) before tax		**(223,568)**	**(216,728)**
Tax expense:			
- Current tax (includes amount referred in note 22(A)(i))		8,353	156
- Deferred tax		(51)	(61)
Profit / (Loss) after tax		**(231,870)**	**(216,823)**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Statement of Profit and Loss for the nine month period ended December 31, 2022

Particulars	Notes	For the period ended December 31, 2022 (Unaudited)	For the period ended December 31, 2021 (Unaudited)
Other comprehensive income / (loss)			
Items not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains / (loss) on defined benefit plans		61	(96)
Income tax effect		(1)	3
Other comprehensive income / (loss) for the period, net of tax		**60**	**(93)**
Total comprehensive income / (loss) for the period		**(231,810)**	**(216,916)**
Earnings / (loss) per equity share of Rs. 10 each:			
Basic (Rs.)		**(7.16)**	**(7.55)**
Diluted (Rs.)		**(7.16)**	**(7.55)**

The accompanying notes are an integral part of the Special Purpose Interim Condensed Consolidated Financial Statements

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Anjani Kumar Agrawal
Independent Director
(DIN : 08579812)

Krishnan Ramachandran
Independent Director
(DIN : 00193357)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : April 4, 2024

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Statement of Changes in Equity for the nine months period ended December 31, 2022

A. Equity share capital:

Equity shares of Rs. 10 each issued, subscribed and fully paid

	Numbers	Amount
As at April 1, 2021	28,735,389,240	287,354
Issue of Share capital	-	-
As at December 31, 2021	**28,735,389,240**	**287,354**
Issue of Share capital (refer note 16(i))	3,383,458,645	33,834
As at April 1, 2022	**32,118,847,885**	**321,188**
Issue of Share capital	-	-
As at December 31, 2022	**32,118,847,885**	**321,188**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Statement of Changes in Equity for the nine months period ended December 31, 2022

B. Other equity

Particulars	Reserves and surplus									Total
	Capital reserve	Capital reduction reserve	Debenture redemption reserve	Securities premium	Amalgamation adjustment deficit account	General reserve	Retained earnings	Employee stock options reserve	Convertible Share Warrants	
As at April 1, 2021	(88,460)	277,787	4,408	1,084,698	(488,444)	1,562	(1,461,546)	361	-	(669,634)
Profit/(Loss) for the nine months period ended December 31, 2021	-	-	-	-	-	-	(216,823)	-	-	(216,823)
Other comprehensive income/(loss) for the nine months period ended December 31, 2021	-	-	-	-	-	-	(93)	-	-	(93)
Total comprehensive income/(loss)	-	-	-	-	-	-	(216,916)	-	-	
Share-based payment expenses	-	-	-	-	-	-	56	(56)	-	-
As at December 31, 2021	(88,460)	277,787	4,408	1,084,698	(488,444)	1,562	(1,678,406)	305	-	(886,550)
Profit/(Loss) for the three months ended March 31, 2022	-	-	-	-	-	-	(65,631)	-	-	(65,631)
Other comprehensive income/(loss) for the three months ended March 31, 2022	-	-	-	-	-	-	182	-	-	182
Total comprehensive income/(loss)	-	-	-	-	-	-	(65,449)	-	-	
Allotment of Equity Share Capital (net of issue expense of Rs 3 Mn) (refer note 16(i))	-	-	-	11,163	-	-	-	-	-	11,163
Share-based payment expenses	-	-	-	-	-	-	255	(255)	-	-
As at April 1, 2022	(88,460)	277,787	4,408	1,095,861	(488,444)	1,562	(1,743,600)	50	-	(940,836)
Profit/(Loss) for the period ended December 31, 2022	-	-	-	-	-	-	(231,870)	-	-	(231,870)
Other comprehensive income/(loss) for the period ended December 31, 2022	-	-	-	-	-	-	60	-	-	60
Total comprehensive income/(loss)	-	-	-	-	-	-	(231,810)	-	-	
Share-based payment expenses	-	-	-	-	-	-	12	(12)	-	-
Addition on account of issue of warrants during the period (refer note 16(ii))	-	-	-	-	-	-	-	-	4,362	4,362
As at December 31, 2022	(88,460)	277,787	4,408	1,095,861	(488,444)	1,562	(1,975,398)	38	4,362	(1,168,284)

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Anjani Kumar Agrawal
Independent Director
(DIN:08579812)

Krishnan Ramachandran
Independent Director
(DIN:00193357)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date: April 4, 2024

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Statement of Cash Flows for the nine months period ended December 31, 2022

Particulars	For the period ended December 31, 2022 (Unaudited)	For the period ended December 31, 2021 (Unaudited)
Operating activities		
Loss before tax	(223,568)	(216,728)
Adjustments to reconcile loss before tax to net cash flows		
Share in profit of joint ventures and associate (net)	(5)	(9)
Depreciation of property, plant and equipment (including RoU Assets)	107,939	108,683
Amortisation of intangible assets	65,521	68,030
Share-based payment expense (ESOS)	2	(18)
Gain on disposal of property, plant and equipment and intangible assets (net)	(441)	(343)
Differential entry fees impact (refer note 15)	(7,555)	-
Gain on Investment property (leasehold land) (refer note 15)	-	(1,266)
Finance costs	185,910	156,646
Bad debts / advances written off	(590)	17
Allowance for doubtful debts / advances	1,792	1,221
Liabilities / provisions no longer required written back	(23)	(47)
Other income	(1,938)	(825)
Working capital adjustments		
(Increase) in trade receivables	(773)	(741)
(Increase) in inventories	(10)	(17)
Decrease/(Increase) in other financial and non-financial assets	6,785	(27,509)
Increase in trade payables	9,241	5,337
(Decrease)/Increase in other financial and non-financial liabilities	(4,664)	24,769
Cash flows from operating activities	**137,623**	**117,200**
Income tax refund (including TDS) (net)	8,986	11,914
Net cash flows from operating activities	**146,609**	**129,114**
Investing activities		
Purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development)	(32,853)	(54,827)
Payment towards Spectrum - Upfront payment	(16,800)	(1,035)
Proceeds from sale of property, plant and equipment and intangible assets	582	1,195
Proceeds from sale of Investment property (leasehold land) (net of expenses)	-	1,870
Net sale of current investments	174	(11,293)
Repayment of loan given to joint venture	-	8
Interest received	710	515
Placement for Fixed deposits with banks having maturity of 3 to 12 months	(41)	(18)
Net cash flows (used in) investing activities	**(48,228)**	**(63,585)**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Special Purpose Interim Condensed Consolidated Statement of Cash Flows for the nine months period ended December 31, 2022

Particulars	For the period ended December 31, 2022 (Unaudited)	For the period ended December 31, 2021 (Unaudited)
Financing activities		
Proceeds from issue of convertible share warrants (refer note 16(ii))	4,362	-
Payment of interest and finance charges[(1)]	(17,654)	(18,499)
Proceeds from long term borrowings	-	4,288
Repayment of long term borrowings	(43,129)	(28,162)
Proceeds from short term borrowings	19,824	18,414
Repayment of short term borrowings	(25,000)	-
Payment of lease liabilities	(49,778)	(41,553)
Net cash flows (used in) financing activities	**(111,375)**	**(65,512)**
Net increase / (decrease) in cash and cash equivalents during the period	**(12,994)**	**17**
Cash and cash equivalents at the beginning of the period	**14,532**	**3,503**
Cash and cash equivalents at the end of the period	**1,538**	**3,520**

[(1)] includes interest payment on deferred payment liabilities forming part of long term borrowings

1. Cash and Cash Equivalents include the following Balance Sheet amounts

Particulars	For the period ended December 31, 2022	For the period ended December 31, 2021
Cash on hand	19	15
Cheques on hand	151	118
Balances with banks		
In current accounts	1,108	2,855
In deposit accounts	260	532
	1,538	**3,520**

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

Place: Mumbai
Date : April 4, 2024

For and on behalf of the Board of Directors of Vodafone Idea Limited

Anjani Kumar Agrawal
Independent Director
(DIN : 08579812)

Krishnan Ramachandran
Independent Director
(DIN : 00193357)

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

i) Corporate Information

Vodafone Idea Limited ('the Company'), a public limited company, was incorporated under the provisions of the Companies Act applicable in India on March 14, 1995. Its shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India (Scrip Code; NSE: IDEA, BSE: 532822). The registered office of the Company is situated at Suman Tower, Plot No. 18, Sector–11, Gandhinagar – 382011, Gujarat. The Company is one of the leading telecom service providers in India. The Company and its subsidiaries ("the Group") is engaged in the business of telecommunication services.

These special purpose interim condensed consolidated financial statements as at and for the nine months period ended December 31, 2022 were approved by the Board of Directors dated April 4, 2024.

2. Basis of preparation

These special purpose interim condensed consolidated financial statements of the Company, its subsidiaries (the "Group"), joint venture and associate comprising of special purpose interim condensed consolidated balance sheet, special purpose interim condensed consolidated statement of profit and loss, special purpose interim condensed consolidated statement of changes in equity and special purpose interim condensed consolidated statement of cash flows together with the explanatory consolidated notes as at and for the nine months period ended December 31, 2022 have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') for Interim Financial Reporting (Ind AS 34).

The accounting policies adopted in the preparation of these special Purpose Interim Condensed consolidated financial statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended March 31, 2022. These special Purpose Interim Condensed consolidated financial statements should be read with the Group's consolidated financial statements for the year ended March 31, 2022. Selected explanatory notes are included in these special Purpose Interim Condensed consolidated financial statements to explain events and transactions that are significant for the understanding of the changes in the Group's financial position and performance since the annual consolidated financial statements as at and for the year ended March 31, 2022.

The Group had earlier prepared and issued on February 14, 2023, the statement of unaudited consolidated financial results for the quarter ended December 31, 2022 and year to date from April 1, 2022 to December 31, 2022 (the "Statement") for submission to stock exchange pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), which were reviewed by auditors. As per the requirements of Ind AS 10 'Events after the Reporting Period,' the statement was prepared considering events occurred till the date of its issuance viz. February 14, 2023. Further, these special purpose interim condensed consolidated financial statements have been prepared considering events occurred up to the date of its approval by the Board of Directors i.e. April 4, 2024 (refer note 22)

The comparative figures in the special purpose interim condensed consolidated balance sheet and related explanatory notes to the extent related to amounts as at March 31, 2022, have been extracted from the audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2022 and, therefore, are audited. The Consolidated Financial Statements of the Group as at and for the year ended March 31, 2022, were authorised for issue as on May 10, 2022 and considered adjusting events only till the date of issuance.

These special purpose interim condensed consolidated financial statements have been prepared on a historical cost basis.

The Group has elected to present Profit/(Loss) before finance costs, depreciation, amortisation, share of profit/(loss) of joint venture, exceptional items and tax as a separate line item on the face of the statement of profit and loss. In its measurement, the company does not include finance costs, depreciation, amortisation, share of profit/(loss) of joint venture, exceptional items and tax.

Purpose of special purpose interim condensed consolidated financial statements

These special purpose interim condensed consolidated financial statements have been prepared solely for the purpose of raising additional funds.

3. Significant accounting estimates, assumptions and judgments

In preparing these special purpose interim condensed consolidated financial statements, the significant judgements made by management in applying the Group's accounting policies and key sources of the estimation uncertainty were the same as those that applied to the annual consolidated financial statements for year ended March 31, 2022.

New accounting pronouncements

i) MCA vide notification no. G.S.R. 255(E) dated March 23, 2022 has issued Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends following Ind AS:
- Ind AS 103 Business Combinations
- Ind AS 109 Financial Instruments
- Ind AS 16 Property, Plant and Equipment
- Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets
- Ind AS 106 Exploration for and Evaluation of Mineral Resources

The amendments are applicable for annual periods beginning after April 1, 2022, however, these do not have material impact on these special purpose interim condensed consolidated financial statements of the Company.

ii) MCA vide notification no. G.S.R. 242(E) dated March 31, 2023 has issued Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends following Ind AS:
- Ind AS 101 First Time Adoption of Indian Accounting Standards
- Ind AS 102 Shared based Payment
- Ind AS 12 Income Taxes
- Ind AS 107 Financial Instrument Disclosures
- Ind AS 103 Business Combinations
- Ind AS 109 Financial Instruments
- Ind AS 115 Revenue from Contracts with Customers
- Ind AS 1 Presentation of Financial Statements
- Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Ind AS 34 Interim Financial Reporting

The amendments are applicable for annual periods beginning after April 1, 2023, however, these do not have any impact on these special purpose interim condensed consolidated financial statements of the Company.

4 A. The Honourable Supreme Court on October 24, 2019 along with supplementary order dated July 20, 2019 and final order dated September 01, 2020 delivered its judgment (together referred to as "AGR Judgment") on the cross appeals against the Honourable TDSAT judgment dated April 23, 2015, relating to the definition of Adjusted Gross Revenue. The order upheld the principal demand, levy of interest, penalty and interest on penalty.

Subsequent to the same, on September 1, 2020, vide its judgment, the Honourable Supreme Court has inter-alia directed that Telecom Operators shall at the first instance, make the payment of 10% of the total dues as demanded by the Department of Telecommunications ('DoT') by March 31, 2021 and thereafter, Telecom Operators to make payment in Ten instalments commencing from April 1, 2021 to March 31, 2031, payable by 31st March of every succeeding financial year.

The Company had on August 10, 2021 filed a review petition with the Honourable Supreme Court for considering to hear the modification application on correction of manifest / clerical / arithmetic errors in the computation of AGR demands which is still pending to be heard.

The Union Cabinet on September 15, 2021 approved major structural and process reforms in the telecom sector to boost the proliferation and penetration of broadband and telecom connectivity. Further to address liquidity requirements, the Cabinet has also approved deferment of AGR dues which are payable in annual instalments as determined by the Honourable Supreme Court for up to four years without any change in the instalment period and deferment of spectrum auction instalments payable from October 1, 2021 to September 30, 2025 excluding the instalments due for spectrum auction 2021. It also provided upfront conversion of the interest amount arising due to such deferment into equity. The Company has conveyed its acceptance on January 10, 2022 ("Exercise Date").

Further on March 31, 2022, the DoT computed the Net Present value (NPV) of the interest liability on moratorium period amounting to Rs. 161,332 Mn towards AGR dues (as per Honourable SC affidavit dated September 01, 2020) and deferred annual Spectrum liabilities as on the Exercise Date, which the Company has confirmed on April 14, 2022. The DoT on June 15, 2022 offered a moratorium on pending AGR related dues up to Financial Year 2018-19 along with an option of equity conversion of interest liability pertaining to the moratorium period for this additional amounts. On June 29, 2022, Company conveyed its acceptance for the deferment of AGR related dues till financial year 2018-19. The above mentioned letter has a summary of additional AGR dues amounting to Rs. 88,372 Mn (including amounts for the period till FY 16-17 not forming part of the affidavit submitted to Supreme Court). The DoT has mentioned that these are subject to further correction on account of disposal of various representations submitted by the Company, outcome of other pending litigations etc. and the undisputed amounts finally determined by December 31, 2025 shall be paid in six equal instalments post the moratorium period. In September 2022, the Company has also informed the DoT on AGR dues (beyond affidavit period till FY 18-19) interest during the moratorium period shall not be converted in to equity.

The DoT, on February 03, 2023, issued an order under section 62(4) of the Companies Act, 2013 ("the Act"), directing the Company to issue equity shares against the loan of Rs. 161,332 Mn representing Net Present Value of the interest as at the Exercise Date as defined in equity conversion guidelines. On February 07, 2023 ("Date of conversion"), the Company's Board has allotted shares to the Government of India (GoI).

Consequent to the above, during the year ended March 31, 2023, the Company has derecognised the loan liability of Rs 161,332 Mn due to the issuance of 16,133,184,899 equity shares at an issue price of Rs 10 each amounting to Rs. 161,332 Mn, and consequential adjustment of Rs 3,305 Mn has been adjusted to Other equity.

Subsequent to such conversion, the promoter shareholding of Vodafone group and Aditya Birla group will stand at 50.4 % and GoI shareholding at 33.1%.

On April 5, 2023, the Company has filed affidavit with Honourable Supreme Court including the compliance letter stating that by acceptance of the deferment option and agreeing to moratorium of AGR dues for four years, it has complied with Court order dated September 1, 2020.

Accordingly, as at December 31, 2023, the net liability towards AGR dues arising out of Honourable Supreme Court judgment amounting to Rs. 690,173 Mn (net of payment of Rs. 78,544 Mn) (including interest till December 31, 2023) is disclosed as deferred payment obligation of Rs 651,107 Mn under long term borrowings and as Interest accrued but not due of Rs. 39,066 Mn under other non-current liabilities in the financial statements. (As at December 31, 2022, the net liability is Rs 699,106 Mn (net of payment of Rs 78,544 Mn) (including interest till December 31, 2022)) is disclosed as deferred payment obligation of Rs 659,534 Mn under long term borrowings and as Interest accrued but not due of Rs. 39,572 Mn under other non-current liabilities in the financial statements.

4 B. The Group has incurred a loss of Rs. 231,870 Mn for the nine months ended December 31, 2022. The Group has further incurred a loss of Rs 235,638 Mn subsequently for the nine months ended December 31, 2023 and its net worth as at December 31, 2023 stands at negative Rs 979,319 Mn (December 31, 2022: Rs. 847,096 Mn) and the Net working capital (excluding short term borrowings, future lease liability and certain accruals toward pending litigations)) as at December 31, 2023 stands at negative Rs 206,430 Mn (December 31, 2022: Rs 204,496 Mn).

As at December 31, 2023, the total debt (including interest accrued but not due) of the Group stands at Rs. 2,149,640 Mn (December 31, 2022: Rs. 2,228,940 Mn). As at December 31, 2023, an amount of Rs. 27,676 Mn (December 31, 2022: Rs. 42,646 Mn) has been reclassified from non-current borrowings to current maturities of long-term debt for not meeting certain covenant clauses under the financial agreements. The Group has exchanged correspondences and continues to be in discussion with the lenders for next steps/waivers. The existing debt as payable by December 31, 2024 is Rs. 53,854 Mn (December 31, 2023: Rs. 80,328 Mn) (excluding amount classified as current on account of not meeting certain covenant clauses). As of date, the Group has met all its debt obligations payable to its lenders / banks and financial institutions along with applicable interest. The Company has utilized extended credit period to discharge some of its contractual obligations. Further, certain vendors have asked for payment of their overdue outstanding. The Company continues to be in discussion with them to agree to a payment plan.

The Board of Directors of the Company at its meeting held on February 27, 2024 and subsequently the shareholders at extra ordinary general meeting held on April 2, 2024 have, subject to other requisite approvals, approved raising of funds up to Rs. 200,000 Mn, in one of more tranches by issuance of equity shares or any other instruments. Further, one of the promoters has confirmed its financial support to the extent of Rs. 20,000 Mn.

The Group's ability to continue as a going concern is dependent on raising additional funds as required, successful negotiations with lenders and vendors for continued support and generation of cash flow from operations that it needs to settle its liabilities as they fall due. Pending the outcome of the above matters, these special purpose interim condensed consolidated financial statements have been prepared on a Going Concern basis.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 5

Property, plant and equipment (including RoU Assets)

Particulars	Freehold land	Buildings	Leasehold Improvement	Plant and machinery	Furniture and fixtures	Office equipments	Vehicles	RoU Assets (refer note 5 (a))	Total
Cost									
As at April 1, 2021	189	5,120	879	955,912	1,396	2,050	1,014	301,904	1,268,464
Additions	-	-	-	31,129	8	43	2	67,444	98,626
Disposals/Adjustments	-	-	(19)	(7,872)	(52)	(126)	(166)	(10,396)	(18,631)
As at December 31, 2021	189	5,120	860	979,169	1,352	1,967	850	358,952	1,348,459
As at March 31, 2022	189	5,120	858	987,684	1,301	1,946	804	363,133	1,361,035
Additions	-	-	1	23,502	34	110	-	185,596	209,243
Disposals/Adjustments	-	-	(14)	(5,936)	(12)	(102)	(60)	(7,890)	(14,014)
As at December 31, 2022	189	5,120	845	1,005,250	1,323	1,954	744	540,839	1,556,264
Accumulated Depreciation									
As at April 1, 2021	-	926	731	552,693	1,246	1,878	868	134,418	692,760
Depreciation charge for the period	-	149	35	62,458	76	84	85	45,796	108,683
Disposals/Adjustments	-	-	(18)	(7,043)	(40)	(123)	(160)	(2,571)	(9,955)
As at December 31, 2021	-	1,075	748	608,108	1,282	1,839	793	177,643	791,488
As at March 31, 2022	-	1,123	756	624,864	1,242	1,847	767	194,109	824,708
Depreciation charge for the period	-	149	30	60,864	17	106	29	46,744	107,939
Disposals/Adjustments	-	-	(14)	(5,785)	(12)	(102)	(58)	(1,736)	(7,707)
As at December 31, 2022	-	1,272	772	679,943	1,247	1,851	738	239,117	924,940
Net Book Value									
As at December 31, 2022	189	3,848	73	325,307	76	103	6	301,722	631,324
As at December 31, 2021	189	4,045	112	371,061	70	128	57	181,309	556,971
As at March 31, 2022	189	3,997	102	362,820	59	99	37	169,024	536,327

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 5 (a)

Set out below are the carrying amounts of ROU recognised and the movements during the period:

Particulars	Land & Building	Cell sites	IRU	Others	Total
As at April 1, 2021	**10,436**	**132,460**	**22,531**	**2,059**	**167,486**
Additions	1,407	64,275	1,762	-	67,444
Deletions/Adjustments	(247)	(7,582)	4	-	(7,825)
Depreciation expenses	(2,129)	(41,105)	(1,775)	(787)	(45,796)
As at December 31, 2021	**9,467**	**148,048**	**22,522**	**1,272**	**181,309**
As at March 31, 2022	**9,104**	**136,118**	**22,734**	**1,068**	**169,024**
Additions	1,395	182,713	1,488	-	185,596
Deletions/Adjustments	(34)	(6,120)	-	-	(6,154)
Depreciation expenses	(2,275)	(41,995)	(1,892)	(582)	(46,744)
As at December 31, 2022	**8,190**	**270,716**	**22,330**	**486**	**301,722**

Note 6
Intangible assets

Particulars	Entry / license fees and spectrum	Brand	Computer - Software	Total
Cost				
As at April 1, 2021	**1,528,795**	**26,225**	**24,502**	**1,579,522**
Additions	20,071	-	1,357	21,428
Disposals/Adjustments	(18,421)	-	(5)	(18,426)
As at December 31, 2021	**1,530,445**	**26,225**	**25,854**	**1,582,524**
As at March 31, 2022	**1,530,445**	**26,225**	**26,360**	**1,583,030**
Additions	17,348	-	2,475	19,823
Disposals/Adjustments	-	-	(3)	(3)
As at December 31, 2022	**1,547,793**	**26,225**	**28,832**	**1,602,850**
Accumulated Amortisation				
As at April 1, 2021	**448,215**	**12,300**	**19,807**	**480,322**
Amortisation charge for the period	64,228	1,432	2,370	68,030
Disposals/Adjustments	(18,421)	-	(4)	(18,425)
As at December 31, 2021	**494,022**	**13,732**	**22,173**	**529,927**
As at March 31, 2022	**514,171**	**14,201**	**22,799**	**551,171**
Amortisation charge for the period	61,884	1,437	2,200	65,521
Disposals/Adjustments	-	-	(3)	(3)
As at December 31, 2022	**576,055**	**15,638**	**24,996**	**616,689**
Net Book Value				
As at December 31, 2022	**971,738**	**10,587**	**3,836**	**986,161**
As at December 31, 2021	**1,036,423**	**12,493**	**3,681**	**1,052,597**
As at March 31, 2022	**1,016,274**	**12,024**	**3,561**	**1,031,859**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 7
Other non-current financial assets

Particulars	As at December 31, 2022	As at March 31, 2022
Deposits with body corporate and others (includes amount referred in Note 19)		
- Considered Good	5,922	6,058
- Considered Doubtful	298	281
Deposits and balances with government authorities		
- Considered Good	282	356
- Considered Doubtful	749	692
Interest receivable	10	9
Margin money deposits	1,067	865
Settlement Asset (refer note 16(iv))	81,209	81,204
	89,537	**89,465**
Allowance for doubtful advances	(1,047)	(973)
Total	**88,490**	**88,492**

Note 8
Other non-current assets

Particulars	As at December 31, 2022	As at March 31, 2022
Capital advances		
- Considered Good	100	89
- Considered Doubtful	40	33
Prepaid expenses	329	377
Advance income tax (Net)	34,089	39,943
GST recoverable		
- Considered Good	-*	176
- Considered Doubtful	55	55
Costs to obtain a contract with the customer	9,665	10,593
Others (consisting mainly deposit against demands which are appealed against / subjudice) (includes amount referred in note 22(A)(ii))		
- Considered Good	62,484	60,324
- Considered Doubtful	1,403	1,408
	108,165	**112,998**
Allowance for doubtful advances	(1,498)	(1,496)
Total	**106,667**	**111,502**

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Note 9
Bank balance other than cash and cash equivalents

Particulars	As at December 31, 2022	As at March 31, 2022
Margin money deposits	5,530	19,703
Fixed deposits with banks having maturity of 3 to 12 months	98	57
Earmarked bank balance towards dividend	1	2
Earmarked balances	601	489
Held in escrow account	186	183
Total	**6,416**	**20,434**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 10 (A)

Loans from banks and others

Particulars	As at December 31, 2022	As at March 31, 2022
Secured Loans		
Term Loans		
- Rupee loan from banks	11,752	13,103
Total Secured loans (A)	11,752	13,103
Unsecured Loans		
Redeemable Non-Convertible Debentures (NCDs)	-	14,954
Term Loans		
- Rupee loan from Others	-	306
Total Unsecured Loans (B)	-	15,260
Total (A+B)	11,752	28,363

Note 10 (B)

Deferred payment obligations (unsecured)

Particulars	As at December 31, 2022	As at March 31, 2022
Deferred Payment Liabilities towards Spectrum (refer note 4A)	1,317,208	1,071,602
Deferred Payment obligation pursuant to AGR judgment (refer note 4A)	659,534	659,534
Deferred Payment Others	5	9
Total	1,976,747	1,731,145

(C) (i) Security clause

Type of Borrowing	Outstanding Secured Loan Amount		Security Offered
	As at December 31, 2022	As at March 31, 2022	
Rupee Loan	9,950	9,950	First Ranking pari passu charge on movable fixed assets of the company excluding [(1)]: a) Spectrum and Telecom licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive telecom infrastructure
Rupee Loan	56,146	66,271	First Ranking pari passu charge on all the movable assets (including current/non current assets), immovable assets and intangible assets of the Company excluding [(1)]: a) Spectrum and Telecom Licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive Telecom Infrastructure
Rupee Loan	3,636	5,000	First Ranking pari passu charge to be created on all the movable assets and current assets of the Company excluding: a) Spectrum and Telecom Licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive Telecom Infrastructure d) Cash margin provided against specific facility (present or future)
Rupee Loan	-	22,500	a) a First Ranking exclusive charge by way of hypothecation over all the Fiber Assets owned by one of the Group company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee; c) a First Ranking exclusive mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds. d) Extension of Fixed deposits upto Rs.10,000 Mn out of cash margin given to SBI e) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee
Rupee Loan	17,324	-	a) Extension of exclusive first charge by way of hypothecation over the entire fibre assets owned by one of the Group Company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) Extension of exclusive charge by way of mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds; c) Extension of exclusive charge on Fixed Deposit of Rs. 220 Crore out of cash margin given to SBI. d) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee
Sub-Total	**87,056**	**103,721**	
Unamortised upfront fees	(157)	(46)	
Total	**86,899**	**103,675**	

[(1)] Security offered does not cover properties / assets acquired pursuant to amalgamation of VInL and VMSL with the Company, RoU assets and PPE to which the title will be transferred to the company on payment.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

(C) (ii) The Company has also provided charge against certain assets excluding ROU assets and PPE to which the title will be transferred to the company on payment for availing non-fund based facility towards bank guarantees/letter of credit including guarantee to DoT with respect to deferred payment liabilities towards spectrum, one time spectrum charges and various performance/roll out obligations. The details of the same are as below:

Type of funding	Security Amount		Outstanding Facility Amount		Security Offered
	As at December 31, 2022	As at March 31, 2022	As at December 31, 2022	As at March 31, 2022	
Bank Guarantee and Letter of Credit	20,000	20,000	-	16,025	First Ranking Pari Passu charge on movable (including CWIP) and current assets of the Company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn and c) spectrum and telecom licenses
	26,250	24,250	5,004	19,908	Second Ranking pari passu charge on movable (including CWIP) and current assets of the Company[1]
	90,900	97,500	39,412	78,366	Second Ranking pari passu charge on movable (including CWIP) and current assets of the Company excluding[1] a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn and c) spectrum and telecom licenses
	3,000	3,000	319	319	Second Ranking pari passu charge on movable (including CWIP) assets of the Company [1]
	41,500	41,500	9,656	29,658	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses
	21,500	21,500	1,597	16,147	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses Charge on Fixed Deposit of Rs. 722 Mn
	19,350	19,350	-	19,346	a) a first ranking pari passu charge by way of hypothecation over all the Fiber Assets owned by one of the Group company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee; and c) a first ranking pari passu mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds. d) Charge on fixed deposit of Rs. 1,935 Mn
	5,142	5,142	448	4,839	(i) First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses (ii) Charge on fixed deposit of Rs. 363 Mn
	10,000	10,000	2,516	8,133	Charge on fixed deposit upto Rs.10,000 Mn
Total	**237,642**	**242,242**	**58,952**	**192,741**	

Note: Apart from this, the Company also has unsecured bank guarantees and letter of credits of Rs. 2,988 Mn. (March 31, 2022: Rs. 30,031 Mn.)

[1] Security offered does not cover properties / assets acquired pursuant to amalgamation of VInL and VMSL with the Company.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

(D) Repayment terms of loans from banks and others as on December 31, 2022

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Short term Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans					
a) Rupee Loan (1)	33,750	-	-	33,750	a) Repayable in 6 equal quarterly installments of 3.75% each of the total drawn amount starting March, 2023 b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024 c) Repayable in 2 equal quarterly installments of 2.5% each of the total drawn amount starting September, 2026
b) Rupee Loan	-	9,950	-	9,950	Repayable in February, 2024
c) Rupee Loan(1)	21,000	-	-	21,000	Repayable in 14 equal quarterly installments starting March, 2023
d) Rupee Loan(1)	1,396	-	-	1,396	Repayable in June, 2026
e) Rupee Loan	-	-	17,324	17,324	Repayable in 2 equal quarterly installments of Rs. 2,500 Mn each starting February, 2023 and balance repayable in August, 2023
f) Rupee Loan	1,818	1,818	-	3,636	Repayable in 8 quarterly equal installments staring March, 2023
Sub-Total	**57,964**	**11,768**	**17,324**	**87,056**	
Unamortised upfront fees	(16)	(16)	(125)	(157)	
Sub-Total (A)	**57,948**	**11,752**	**17,199**	**86,899**	
(ii) Unsecured Loans					
a) Foreign currency Loan(1)	392	-	-	392	Repayable in April, 2023
b) Rupee Term Loan(1)	20,000	-	-	20,000	Repayable in 2 equal quarterly installments starting March, 2023
c) Rupee Term Loan(1)	7,500	-	-	7,500	Repayable in 3 equal quarterly installments starting January, 2023
d) Rupee Term Loan	306	-	-	306	Repayable in 2 Half yearly installments starting June, 2023
e) 10.90% Redeemable Non Convertible Debentures	15,000	-	-	15,000	Repayable in September, 2023
Sub-Total	**43,198**	**-**	**-**	**43,198**	
Unamortised upfront fees	(24)	-	-	(24)	
Sub-Total (B)	**43,174**	**-**	**-**	**43,174**	
Grand Total (A+B)	**101,122**	**11,752**	**17,199**	**130,073**	

(All amounts are in Rs millions, except per share data and unless stated otherwise)

(D) Repayment terms of loans from banks and others as on March 31, 2022

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Short term Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans					
a) Rupee Loan [1]	39,375	-	-	39,375	a) Repayable in 9 equal quarterly installments of 3.75% each of the total drawn amount starting June, 2022 b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024 c) Repayable in 2 equal quarterly installments of 2.5% each of the total drawn amount starting September, 2026
b) Rupee Loan	-	9,950	-	9,950	Repayable in February, 2024
c) Rupee Loan [1]	25,500	-	-	25,500	Repayable in 17 equal quarterly installments starting June, 2022
d) Rupee Loan [1]	1,396	-	-	1,396	Repayable in June, 2026
e) Rupee Loan [2]	-	-	22,500	22,500	Repayable in June , 2022
f) Rupee Loan	1,818	3,182	-	5,000	Repayable in 11 quarterly equal installments staring June, 2022
Sub-Total	**68,089**	**13,132**	**22,500**	**103,721**	
Unamortised upfront fees	(17)	(29)	-	(46)	
Sub-Total (A)	**68,072**	**13,103**	**22,500**	**103,675**	
(ii) Unsecured Loans					
a) Foreign currency Loan [1]	1,077	-	-	1,077	Repayable in 3 equal half yearly installments starting April, 2022
b) Foreign currency Loan [1]	3,813	-	-	3,813	Repayable in June 22
c) Foreign currency Loan [1]	3,919	-	-	3,919	Repayable in July 22
d) Rupee Term Loan [1]	40,000	-	-	40,000	Repayable in 4 equal quarterly installments starting September, 2022
e) Rupee Term Loan [1]	10,000	-	-	10,000	Repayable in 4 equal quarterly installments starting October 2022
f) Rupee Term Loan	282	306	-	588	Repayable in Half yearly installments starting March, 2022 to December, 2023
k) 10.90% Redeemable Non Convertible Debentures	-	15,000	-	15,000	Repayable in September, 2023
Sub-Total	**59,091**	**15,306**	**-**	**74,397**	
Unamortised upfront fees	-	(46)	-	(46)	
Sub-Total (B)	**59,091**	**15,260**	**-**	**74,351**	
Grand Total (A+B)	**127,163**	**28,363**	**22,500**	**178,026**	

[1] Some of the Company's loans are subjected to covenant clauses, whereby the Company is required to meet certain specified financial ratios. The Company has not met certain financial ratios for some of these arrangements, the gross outstanding amount for which as at December 31, 2022 was Rs.84,039 Mn (March 31, 2022 Rs. 125,080 Mn). Accordingly, as at December 31, 2022 loans amounting to Rs. 42,646 Mn (March 31, 2022 Rs. 68,131 Mn) has been re-classified from non-current borrowings to current maturities of long term debt. As on the reporting date, none of the banks have approached for early repayment.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

(E) Repayment terms of deferred payment obligations as on December 31, 2022

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Liability (DPL) towards spectrum acquired in (refer note 4A)				
a) November - 2012 auctions	-	14,264	14,264	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	254,445	254,445	Repayable in 7 equal annual installments starting March, 2026 / September, 2026
c) March - 2015 auctions	-	617,439	617,439	Repayable in 8 equal annual installments starting April, 2026 / Repayable in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	250,369	250,369	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	-	14,113	14,113	Repayable in 16 equal annual installments starting March, 2024
f) August - 2022 auctions	4,483	166,578	171,061	Repayable in 19 equal annual installments starting August 2023
Sub-Total (A)	4,483	1,317,208	1,321,691	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 4A) (B)	-	659,534	659,534	Repayable in 6 equal annual installments starting March , 2026
(iii) Deferred Payment Others (C)	5	5	10	Repayable in monthly installment starting January, 2023
Grand Total (A+B+C)	4,488	1,976,747	1,981,235	

(E) Repayment terms of deferred payment obligations as on March 31, 2022

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Liability (DPL) towards spectrum acquired in (refer note 4A)				
a) November - 2012 auctions	-	12,997	12,997	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	254,119	254,119	Repayable in 7 equal annual installments starting March, 2026 / September, 2026
c) March - 2015 auctions	-	561,308	561,308	Repayable in 8 equal annual installments starting April, 2026 / Repayable in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	229,065	229,065	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	-	14,113	14,113	Repayable in 16 equal annual installments starting March, 2024
Sub-Total (A)	-	1,071,602	1,071,602	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 4A) (B)	-	659,534	659,534	Repayable in 6 equal annual installments starting March , 2026
(iii) Deferred Payment Others (C)	6	9	15	Repayable in monthly installment starting April, 2022
Grand Total (A+B+C)	6	1,731,145	1,731,151	

(F) Interest rate for Rupee Term Loan ranges from 8.81% to 12.29% (March 31, 2022: from 8.53% to 11.90%). Foreign currency loan for 5.13% (March 31, 2022: from 1.65% to 1.69%) and Deferred Payment obligations from 7.2% to 10% (March 31, 2022: from 7.3% to 10%).

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 11
Other non-current financial liabilities

Particulars	As at December 31, 2022	As at March 31, 2022
Security deposits	-	45
Payable for capital expenditure	351	1,459
Interest accrued but not due on deferred payment obligations (includes amount referred in note 4A)	111,233	66,957
Total	**111,584**	**68,461**

Note 12
Short term borrowings

Particulars	As at December 31, 2022	As at March 31, 2022
Secured Loans		
Short term loan from bank (refer note 10(C) and 10(D))	17,199	22,500
Current maturities of loans from banks and others (refer note 10(C) and 10(D))	57,948	68,072
Unsecured Loans		
Current maturities of loans from banks and others (refer note 10(C) and 10(D))	43,174	59,091
Current maturities of Deferred payment obligations (refer note 10(E))	4,488	6
Total	**122,809**	**149,669**

Note 13
Other current financial liabilities

Particulars	As at December 31, 2022	As at March 31, 2022
Payable for capital expenditure	63,487	66,334
Accrual towards One Time Spectrum Charges (OTSC) (refer note 16(vi))	54,495	49,572
Interest accrued but not due on Loans from banks and others	1,762	2,637
Interest accrued but not due on deferred payment obligations	4,637	11
Unpaid dividend	1	2
Derivative liabilities at fair value through profit or loss (forward contracts)	11	102
Security deposits from customers and others	2,996	3,013
Settlement Liability (refer note 16(iv))	17,270	17,265
Others	776	670
Total	**145,435**	**139,606**

Note 14
Other current liabilities

Particulars	As at December 31, 2022	As at March 31, 2022
Deferred revenue and advance from customers	28,406	28,297
Taxes, regulatory and statutory liabilities	45,324	47,538
Others	183	183
Total	**73,913**	**76,018**

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 15
Exceptional Items (net)

Particulars	For the period ended December 31, 2022	For the period ended December 31, 2021
Integration and merger related costs	-	764
Gain on Investment property (leasehold land) (refer note 16(v))	-	1,266
Differential entry fees impact (refer note 22(A)(ii))	7,555	-
Others	-	(250)
Total	**7,555**	**1,780**

[1] Amounts given in above Exceptional items (net) note represents Exceptional gain/(loss).

Note 16
Significant transactions / new developments

i) During the previous year, after the requisite Board and shareholders' approval, the Company, had allotted 3,383,458,645 Equity Shares of face value of Rs. 10 each to entities forming part of promoter / promoter group on preferential basis at a price of Rs. 13.30 per Equity Share, including a premium of Rs. 3.30/- per Equity Share, aggregating Rs. 45,000 Mn.

ii) The Board of Directors of the Company at its meeting held on July 22, 2022 approved issuance of 427,656,421 warrants each convertible into one fully paid-up equity share of face value of Rs. 10/- for cash at a price of Rs.10.20/- to an entity forming part of the promoter group, aggregating upto Rs. 4,362 Mn which were allotted on July 25, 2022.
Pursuant to the exercise of the right of conversion attached to the warrants, the Board of Directors of the Company at its meeting held on February 14, 2023 approved conversion of these warrants into equity shares and consequently allotted 427,656,421 equity shares to the promoter group entity.

iii) The DoT conducted auctions for various spectrum bands which got concluded on August 1, 2022. The Company successfully bid for its spectrum requirements at a total cost of Rs. 187,863 Mn as under:
- 3300 MHz band in 17 priority circles (for providing 5G services)
- 26 GHz band in 16 circles (for providing 5G services)
- Additional 4G spectrum acquisition in 3 circles i.e. Andhra Pradesh, Karnataka and Punjab

The validity of the above spectrum is for a 20 year period starting from the effective date as mentioned in the Frequency Assignment Letter for respective service areas. As per the payment options available, the Company has chosen the deferred payment option. The Company has capitalized the cost pertaining to additional 4G spectrum amounting to Rs 17,348 Mn and has recorded cost pertaining to 5G spectrum amounting to Rs 170,515 Mn and related borrowing cost of Rs. 4,875 Mn as 'Intangible assets under development'. As on December 31, 2022, 'Intangible assets under development' includes Rs. 175,390 Mn related to 5G spectrum.

iv) The Implementation Agreement entered between the parties defines a settlement mechanism between the Company and the promoters of erstwhile Vodafone India Limited ("VInL") for any cash inflow/outflow that could possibly arise to/by the Company towards settlement of certain outstanding disputes pertaining to the period until May 31, 2018. As at March 31, 2022, the Company had recognized settlement assets amounting to Rs 63,939 Mn. The settlement of such assets recognized was to happen periodically based on cash inflow/ outflow incurred as defined in the Implementation Agreement starting from June 2020 but not beyond June 2025. The Company has classified Rs 17,270 Mn received mainly on account of income tax refund for the period July 2020 till December 2022 as payable to VInL promoters on the next settlement date as per the terms of the Implementation Agreement. The balance receivables of Rs 81,209 Mn as at December 31, 2022 is subject to further cash inflows / outflows incurred till June, 2025 and hence classified as non-current financial assets. The Company believes that it will be able to recover this amount in terms of the Implementation Agreement even if the related liabilities are paid beyond June 2025 based on the deferment of AGR dues availed by the Company. The settlement between the Company and VInL promoters for any cash outflow that could possibly arise shall be subject to requisite approvals, if any, which would be evaluated/obtained at the time of settlement to VInL promoters.

v) During the previous year, the Group has sold Investment Property (Leasehold land) for a consideration of Rs. 1,870 Mn and accordingly, gain on sale of Investment Property (Leasehold land) of Rs 1,266 Mn (net of expenses) has been recognised as exceptional item.

vi) One Time Spectrum Charges (Beyond 4.4 MHz):

During the financial year 2012-13, the DoT had issued demand notices towards one time spectrum charges (hereinafter referred to as "OTSC"). The demands on the Company i.e. formerly Idea Cellular Limited have been challenged by way of writ petition before the Bombay High Court (BHC). The erstwhile Vodafone India Limited (VInL) and erstwhile Vodafone Mobile Services Limited (VMSL) had challenged the demands before the TDSAT. The grounds taken before BHC and TDSAT were different though.

On July 4, 2019 TDSAT in its judgement quashed the demands levied on erstwhile VInL and VMSL and inter alia held that:

- For spectrum up to 6.2 MHz, OTSC is not chargeable and accordingly demand set aside.
- For spectrum beyond 6.2 MHz,
  - Allotment after July 1, 2008, OTSC shall be levied from the date of allotment of such spectrum.
  - Allotment before July 1, 2008, OTSC shall be levied from January 1, 2013 till the date of expiry of license.
  - Conditions as stated in para 1 (v) of the impugned order dated December 28, 2012 (given hereunder) is arbitrary and illegal and is accordingly set aside, i.e. Upfront charges in the case of spectrum holding in multiple bands (900 MHz and 1800 MHz), spectrum in 1800 MHz band will be accounted for first, towards the limit of 4.4 MHz was held to be arbitrary and illegal and accordingly set aside.

Thereafter the Company filed an appeal before the Honourable Supreme Court against the TDSAT judgement. On March 16, 2020, Honourable Supreme Court dismissed the petition filed by the Company challenging the levy of OTSC beyond 6.2 MHz. Following the dismissal of the Company's appeal by the Honourable Supreme Court on March 16, 2020, the Company is yet to receive any demand from the DoT in line with the TDSAT order. The Company proceedings before the BHC in respect of Idea Cellular Limited remains pending. The DoT preferred an appeal against the entire TDSAT judgement and sought stay on the impugned judgement. The matter is pending before the Honourable Supreme Court.

The Company, on prudence basis, has recognized a charge for spectrum holding beyond 6.2 MHz in line with the TDSAT order. The amount has been calculated basis the demand computation that was raised by the DoT in July 2018 for Bank Guarantees to be given for OTSC in line with the M&A guidelines at the time of merger. The Company has recognised interest cost of Rs. 4,923 Mn (December 31, 2021: Rs. 4,167 Mn) in Statement of Profit and loss. Accordingly, the Company has disclosed as Accrual towards One Time Spectrum Charges of Rs. 54,495 Mn (March 31, 2022: Rs. 49,572 Mn) under Other current financial liabilities.

Note 17
Capital and other Commitments

Estimated amount of commitments are as follows:

- Contracts remaining to be executed for capital expenditure (net of advances) and not provided for are Rs. 34,403 Mn (March 31, 2022: Rs. 29,164 Mn).
- Long term contracts remaining to be executed including early termination commitments (if any) are Rs. 28,718 Mn (March 31, 2022: Rs. 32,685 Mn).

Note 18
Contingent Liabilities not provided for

A) Licensing Disputes:

i. OTSC (Less than 4.4 MHz) – Rs. 38,570 Mn (March 31, 2022: Rs. 38,570 Mn):

In FY 2015-16 erstwhile VMSL received demands from the DoT towards One time spectrum charges for less than 4.4 MHz pursuant to the transfer of licenses of certain subsidiaries amounting to Rs. 33,495 Mn. The Company believes the charges levied by the DoT are not tenable, since the merger guidelines are not applicable considering that the said merger did not involve any intra-circle merger and did not result in increase in spectrum holding of the Company. The Demand is challenged and remains sub-judice at TDSAT.

Also, in FY 2015-16, erstwhile VMSL received demand from the DoT towards extension of license of Tamil Nadu circle for making it co-terminus with license of Chennai circle amounting to Rs. 5,075 Mn. The Company believes the charges levied by the DoT are not tenable, considering the merger of licenses is as per the guidelines issued by the DoT in 2005 and as such does not get covered under as per clause 3 (i) and (m) of the M&A guidelines dated February 20, 2014. The Demand is challenged and remains sub-judice at TDSAT.

ii. Other Licensing Disputes – Rs. 103,929 Mn (March 31, 2022: Rs. 93,911 Mn):

- In December 2016, Company had challenged the TRAI recommendation of levying penalty for allegedly denying points of interconnect (PoIs) to Reliance Jio, citing Telecom Regulatory Authority of India's (TRAI) move "arbitrary and biased" and one which exceeds the sectorial watchdog's jurisdiction. The Honourable Delhi High Court suggested that the DoT could consider objections raised by the Company in its plea along with the TRAI recommendations. On September 29, 2021, the DoT had issued demand notice for imposition of financial penalty amounting to Rs. 20,000 Mn for violation of the provisions of license agreements and standards of Quality of service of basic telephone service (wireline) and SMTS regulation 2009. The Company has filed petition with Honourable TDSAT on October 11, 2021 against the demand raised by the DoT. In the recent hearing, interim relief has been granted stating no coercive action shall be taken for realisation of penalty under challenge. The matter is yet to be concluded.
- Additional demands towards AGR dues for which the company has written to the DoT requesting corrections of certain computational errors, admissible pass-through not considered based on the principles laid down in the AGR judgement (refer note 4A)
- Disputes relating to alleged non-compliance of licensing conditions & other disputes with the DoT (including those towards CAF Audit and EMF), either filed by or against the Company and pending before Honourable Supreme Court / TDSAT.
- Demands on account of alleged violations in license conditions relating to amalgamation of erstwhile Spice Communications Limited currently sub-judice before the Honourable TDSAT.
- Demand with respect to upfront spectrum amounts for continuation of services from February 2, 2012 till various dates in the service areas where the licenses were quashed following the Honourable Supreme Court Order.

In October 2015, the DoT issued interim guidelines, wherein Microwave Spectrum held by expired /expiring licenses was declared as being held on a provisional basis subject to final outcome of the DoT's decision on recommendation by TRAI on the allocation and pricing of Microwave Spectrum. The interim guidelines issued by the DoT are not in line with the understanding provided during the earlier auctions as part of Notice Inviting Application (NIA) for the spectrum auction.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Basis the interim guidelines, the DoT has instructed the Company to provide an undertaking that the pricing and allocation decisions of the DoT would be considered final in this respect. The Company has not provided the said undertaking or signed the agreement being against the express and binding confirmations under NIA. Further TDSAT vide its order dated March 13, 2019 set aside the Impugned guidelines and stated 2006 rates hold to be valid, which should be applied from future date as and when notified by the DoT as per the judgment. The Honourable Supreme Court vide its order dated November 8, 2019 stayed the TDSAT order and directed the Company to furnish bank guarantee till the next date of hearing. The matter was last listed on October 18, 2022, where Supreme Court directed the Company to file its reply/ counter to the DoT's appeal. The matter will be listed in due course. Accordingly, the implication of the said order is not considered in the financial statement.

B) Other Matters not acknowledged as debt

Particulars	As at December 31, 2022	As at March 31, 2022
Income tax matters (see note i below)	4,834	14,889
Sales tax and entertainment tax matters (see note ii below)	1,569	2,182
Service tax/Goods and Service Tax(GST) matters (see note iii below)	15,251	16,146
Entry tax and customs matters (see note iv below)	5,397	5,251
Other claims (see note v below)	32,577	28,655
Total	**59,628**	**67,123**

i. Income Tax Matters (including Tax deducted at source)

– Appeals filed by the Group against the demands raised by the Income Tax Authorities relates to disputes on non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors, disputes relating to denial of tax holiday benefit from certain business receipts etc.

Honourable Supreme Court vide its order dated February 28, 2024 upheld Company's appeal regarding non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors. As per requirements of Ind AS 10 'Events after the Reporting Period', the Company has treated this as an adjusting event and accordingly has reduced Rs 10,056 Mn from the 'Income tax matters' as on December 31, 2022.

Rest of the above matters contested by the Group are pending at various appellate authorities.

ii. Sales Tax and Entertainment Tax

– Sales Tax demands mainly relates to the demands raised by the VAT/Sales Tax authorities of few states on Broadband Connectivity, SIM cards etc. on which the Group has already paid Service Tax.

– Demand of tax for non-submission of Declaration forms viz. C forms & F forms in stipulated time limit.

– In one state entertainment tax is being demanded on revenue from value added services.

iii. Service Tax/ Goods and Service Tax (GST)

Service Tax / GST demands mainly relates to the following matters:

- Denial of Cenvat credit related to Towers and Shelters.
- Disallowance of Cenvat Credit on input services viewed as ineligible credit
- Demand of service tax on SMS termination charges, Demand of service tax on reversal of input credit on various matters including on removal of passive infrastructure.

iv. Entry Tax and Customs

- Entry Tax disputes pertains to classification / valuation of goods.
- Demand of customs duty/anti-dumping duty on dispute relating to classification issue. The Group has challenged these demands which are pending at various forums.

v. Other claims not acknowledged as debts

- Mainly include consumer forum cases, disputed matters with local Municipal Corporation, Regional Provident Fund Commission and other miscellaneous sub-judiced disputes.
- Disputes with the Electricity Boards on matters relating classification of Mobility Towers into Industrial v/s commercial

The future cash outflows in respect of the above matters are determinable only on receipt of judgments/ decisions from such forums/ authorities. Further, based on the Group's evaluation, it believes that it is not probable that the claims will materialise and therefore, no provision has been recognised for the above.

Note 19

Related party transactions

The related parties where control, joint control and significant influence exists are subsidiaries, joint venture and associate respectively. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director whether executive or otherwise.

The Group has transactions with the below related parties:

Relationship	Related Party
Joint Venture (JV)	Firefly Networks Limited
Associate	Aditya Birla Idea Payments Bank Limited
Promoter / Promoter Group [(1)]	Mr. Kumar Mangalam Birla*
	Grasim Industries Limited
	Hindalco Industries Limited
	Euro Pacific Securities Limited
	Prime Metals Limited*
	Mobilvest*
	Vodafone Telecommunications (India) Limited*
	Omega Telecom Holdings Private Limited*
	Asian Telecommunications Investments (Mauritius) Limited*
	Al-Amin Investments Limited*
	CCII (Mauritius) Inc.*
	Usha Martin Telematics Limited*
	Birla TMT Holdings Private Limited*
	Pilani Investment And Industries Corporation Limited*
	Elaine Investments PTE Limited*
	Oriana Investments PTE Limited*
	IGH Holdings Private Limited
	Trans Crystal Limited*
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Cable & Wireless Networks India Private Limited*
	Cable & Wireless Global (India) Private Limited
	Cable & Wireless Worldwide Limited*
	Cable and Wireless (India) Limited
	Ghana Telecommunications Company Limited
	Infinity Services Partner Company
	Metro Holdings Limited
	National Communications Backbone Company Limited
	Vodacom Congo (RDC) S.A.
	Vodacom Group Limited
	Vodacom Lesotho (Pty) Limited
	Vodacom Moçambique, SA
	Vodacom Tanzania PLC.
	Vodafone Albania Sh.A
	Vodafone Czech Republic A.S.
	Vodafone Enterprise Europe (UK) Limited
	Vodafone Enterprise Global Limited
	Vodafone Enterprise Singapore Pte. Limited
	Vodafone Espana S.A.U.
	Vodafone India Services Private Limited
	Vodafone Global Enterprise Limited
	Vodafone Global Network Limited
	Vodafone Global Services Private Limited
	Vodafone Gmbh

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Notes to Special Purpose Interim Condensed Consolidated Financial Statements

Relationship	Related Party
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Vodafone Group Services Limited
	Vodafone International Services LLC
	Vodafone Ireland Limited
	Vodafone Italia S.P.A.
	Vodafone Limited
	Vodafone Magyarorszag (ZRT)
	Vodafone Net Iletişim Hizmetleri A.Ş.
	Vodafone Portugal Comunicacoes Pessoais, S.A.
	Vodafone Procurement Company S.À R.L
	Vodafone Roaming Services S.À R.L
	Vodafone Romania S.A
	Vodafone Telekomunikasyon A.S
	Vodafone US Inc.
	Vodafone-Panafon Hellenic Telecommunications Company S.A.
	Indus Towers Limited
	Safaricom PLC
	Vodafone (Pty) Limited
	Vodafone Network Pty Limited
	Vodafone Sales & Services Limited
	Vodafone Group PLC*
	ABReL SPV 2 Limited
	Aditya Birla Capital Limited
	Aditya Birla Finance Limited
	Aditya Birla Financial Shared Services Limited
	Aditya Birla Housing Finance Limited
	Aditya Birla Insurance Brokers Limited
	Aditya Birla Money Insurance Advisory Services Limited
	Aditya Birla Money Limited
	Aditya Birla Money Mart Limited (ABMML)*
	Aditya Birla PE Advisors Private Limited
	Aditya Birla Renewables Limited
	Aditya Birla Sun Life AMC (Mauritius) Limited
	Aditya Birla Sun Life AMC Limited
	Aditya Birla Sun Life Asset Management Company Limited Dubai
	Aditya Birla Sun Life Insurance Company Limited
	Aditya Birla Sun Life Pension Management Limited*
	Aditya Birla Wellness Private Limited*
	Binani Cement Uganda Limited
	Goa Glass Fibre Limited (ceased w.e.f March 31, 2022)*
	Harish Cement Limited
	UltraTech Cement Limited
	UltraTech Nathdwara Cement Limited*
	Aditya Birla Power Composites Limited
	Bhubaneswari Coal Mining Limited
	Aditya Birla Health Insurance Company Limited
	Aditya Birla Science & Technology Company Private Limited
	A V Metals Inc. (Ceased w.e.f September 01, 2022)*
	Aditya Birla Renewables Subsidiary Limited
	Hindalco Almex Aerospace Limited
	Aditya Birla New Age Private Limited
	Aditya Marketing and Manufacturing Private Limited (Ceased w.e.f September 22,2022)*
	Birla Brothers Private Limited (ceased w.e.f March 31, 2022)*
	Birla Institute of Technology and Science (ceased w.e.f March 31, 2022)*
	G.D Birla Medical Research & Education Foundation (ceased w.e.f March 31, 2022)*
	Mahan Coal Limited
	Svatantra Microfin Private Limited

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Notes to Special Purpose Interim Condensed Consolidated Financial Statements

Relationship	Related Party
Key Management Personnel (KMP)	Mr. Sunil Sood (Non-Executive Director)*
	Mr. Diego Massida (Non-Executive Director)*
	Mr. Sushil Agarwal (Appointed as Non-Executive Director on August 04, 2021)*
	Mr. Krishna Kishore Maheshwari (Appointed as Non-Executive Director on March 03, 2022)*
	Mr. Himanshu Kapania (Chairman till August 18, 2022 and appointed as Non-Executive Director on August 19, 2022)*
	Mr. Ravinder Takkar (Managing Director & CEO till August 18, 2022 and appointed as Non-Executive Chairman on August 19, 2022)*
	Mr. Arun Thiagarajan (Ceased to be Independent Director on August 26, 2022)
	Mrs. Neena Gupta (Independent Director)
	Mr. Arun Adhikari (Independent Director)
	Mr. Ashwani Windlass (Independent Director)
	Mr. Krishnan Ramachandran (Independent Director)
	Mr. Suresh Vaswani (Independent Director)
	Mr. Anjani Kumar Agrawal (Appointed as Independent Director on August 27, 2022)
	Mr. Akshaya Moondra (CFO till August 18, 2022 and appointed as CEO on August 19, 2022)
Other Related Parties in which Directors are interested	Aditya Birla Management Corporation Private Limited
	Interglobe Hotels Private Limited
	AAPC India Hotel Management Private Limited
	Accent Hotels Private Limited
	Caddie Hotels Private Limited
	Cerebrus Consultants Private Limited
	Interglobe Enterprises Private Limited
	Interglobe Technology Quotient Private Limited
	Srilanand Mansions Private Limited
	Triguna Hospitality Ventures (India) Private Limited
	Aditya Birla Online Fashion Private Limited
	Omega Healthcare Management Services Private Limited (ceased w.e.f November 1, 2022)
	Applause Entertainment Private Limited
	Finesse International Design Private Limited
Trust[2]	Vodafone Idea Limited Employees Group Gratuity Scheme*
	Vodafone Idea Limited Employees Superannuation Scheme*
	Vodafone Idea Manpower Services Limited Employees Group Gratuity Scheme*
	Hutchison Max Telecom Limited Superannuation Fund (Merged with Vodafone Idea Limited Employees Superannuation Scheme effective from April 01, 2021)*
	Vodafone Idea Shared Services Limited Employees Group Gratuity Scheme (Effective from June 28, 2021)*
	Vodafone Idea Telecom Infrastructure Limited Employees Group Gratuity Scheme (Effective from June 28, 2021)*

[1]As per Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulation, 2015.
[2]Transaction with trust includes contribution to provident fund, pension, gratuity and superannuation funds
* No transactions during the current period

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Notes to Special Purpose Interim Condensed Consolidated Financial Statements

A. Transactions with Related Parties for the period ended December 31, 2022 and December 31, 2021

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter / Promoter Group	Other Related Parties in which Directors are interested
Sale of service	-*	1,503	-*	-	41	2
	-	(1,485)	-*	-	(37)	(3)
Purchase of service	-	70,303^	(1)	-	-	-
	-	(72,880)^	(51)	-	-	-
Remuneration[1]	-	-	-	67	-	-
	-	-	-	(42)	-	-
Director's sitting fees paid	-	-	-	6	-	-
	-	-	-	(8)	-	-
Expense incurred on behalf of	-	-	15	-	-	-
	-	(39)	-	-	-	-
Proceeds from issue of share warrants	-	-	-	-	4,362	-
	-	-	-	-	-	-
Insurance premium (including advance given)	-	7	-	-	-	-
	-	(18)	-	-	-	-
Repayment of loan by	-	-	-	-	-	-
	-	-	(8)	-	-	-
Donations received	-	304	-	-	-	-
	-	(27)	-	-	-	-
Interest Income on loan given	-	-	-	-	-	-
	-	-	-*	-	-	-
Contribution to Gratuity fund	-	200	-	-	-	-
	-	319	-	-	-	-

(Figures in bracket are for the period ended December 31, 2021)
*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

B. Balances with Related Parties as at December 31, 2022 and March 31, 2022

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter / Promoter Group	Other Related Parties in which Directors are interested
Trade and Other Receivables	2	2,045	-*	-	75	10
	-	(999)	-*	-	(8)	(1)
Trade and Other Payables	-	117,541	-	-	-	-
	-	(95,895)	-	-	-	-
Lease Liability (included in Other non-current financial liabilities and Other current financial liabilities)	-	217,671	-	-	-	-
	-	(104,729)	-	-	-	-
Deposits Given (included in Other Non-Financial Assets)	-	1,602	-	-	-	-
	-	(1,594)	-	-	-	-
Remuneration payable	-	-	-	32	-	-
	-	-	-	(17)	-	-
Prepaid Expenses	-	-	-	-	-	-
	-	(342)	-	-	-	-

(Figures in bracket are as at March 31, 2022)

[1] Remuneration includes amounts towards LTIP and ESOP basis actual payment/exercise. There is no remuneration paid to Mr. Ravinder Takkar from VIL and neither any amount is charged back to the Company by any other entity towards his remuneration during the current period and previous year.
*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.
^ Includes amounts accrued on account of onerous contract (Site Exits) involving invoicing and settlements over a 3 years period.

Note:

(i) Above excludes any cash inflow/outflow that could possibly arise from the settlement of certain outstanding disputes pertaining to the period until May 31, 2018 pursuant to the implementation agreement entered between the Company and VInL shareholders. The Company has recognised a settlement asset net of settlement liabilities of Rs. 63,939 Mn as at December 31, 2022 (March 31, 2022: Rs. 63,939 Mn) towards the same.
(ii) With respect to options that have already exercised there is an outstanding liability of Rs. 1,174 Mn payable to entities having significant influence (March 31, 2022: Rs. 1,163 Mn).

(All amounts are in Rs millions, except per share data and unless stated otherwise)

C. The significant related party transactions are summarised below:

Particulars	For the period ended December 31, 2022	For the period ended December 31, 2021
Sale of service		
Vodafone Enterprise Global Limited	1,268	1,209
Purchase of service		
Indus Towers Limited	68,871	72,006
Proceeds from issue of share warrants		
Euro Pacific Securities Limited	4,362	-
Donations Received		
Vodafone India Services Private Limited	88	20
Vodafone Global Services Private Limited	-	5
Indus Towers Limited	209	-
Contribution to Gratuity fund		
Aditya Birla Sun Life Insurance Company Limited	200	319

D. Compensation of Key Management Personnel of the Company

Particulars	For the period ended December 31, 2022	For the period ended December 31, 2021
Short-term employee benefits	66	42
Post-employment benefits[(1)]	1	-*

[(1)]Represents contribution to provident and superannuation funds. As Gratuity expense and Compensated absenses expense is based on actuarial valuations, the same cannot be computed for individual employees and hence not included.

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

On February 07, 2023, the Company issued equity shares against the loan of Rs. 161,332 Mn representing Net Present Value of the interest to the Government of India (GoI) (Refer Note 4A).

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 20
Financial instruments

a) Financial Instruments by Category: The following table provides categorisation of all financial instruments at carrying value.

Particulars	As at December 31, 2022		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Assets				
Other Investments	-*	-	-*	-
Trade Receivables	-	23,355	-	24,439
Cash and cash equivalents	-	1,538	-	14,532
Bank balance other than cash and cash equivalents	-	886	-	731
Margin Money Deposits(1)	-	6,597	-	20,568
Settlement assets(1) (refer note 16(iv))	-	81,209	-	81,204
Deposit with Body Corporates, Government Authorities and Others(1)	-	6,226	-	6,444
Interest receivable(1)	-	73	-	446
Derivative Financial Assets(1)	98	-	-	-
Others(1)	-	276	-	289
Total Financial Assets	**98**	**120,160**	**-***	**148,653**

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Particulars	As at December 31, 2022		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Liabilities				
Fixed Rate loans from banks and others including Interest accrued but not due	-	26,763	-	27,254
Floating Rate loans from banks and others including Interest accrued but not due	-	105,066	-	153,407
Deferred Payment Obligations including interest accrued but not due	-	2,097,111	-	1,798,121
Trade Payables	-	148,274	-	132,551
Payables for Capital Expenditure(2)	-	63,838	-	67,793
Accrual towards One Time Spectrum Charges (OTSC) (refer note 16(vi))(2)	-	54,495	-	49,572
Settlement liabilities (refer note 16(iv))(2)	-	17,270	-	17,265
Derivative Financial Liabilities(2)	11	-	102	-
Security Deposits from Customers and Others(2)	-	2,996	-	3,058
Lease liabilities	-	385,207	-	228,434
Others(2)	1	776	2	670
Total Financial Liabilities	**12**	**2,901,796**	**104**	**2,478,125**

(1) included in other current / non-current financial assets

(2) included in other current / non-current financial liabilities

(All amounts are in Rs millions, except per share data and unless stated otherwise)

b) Fair Value Hierarchy
The Group has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values.

i. Fair value hierarchy of financial assets and liabilities measured at fair value as at December 31, 2022

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Derivative Financial Assets	-	98	-	98
Total Financial Assets	**-**	**98**	**-**	**98**
Financial Liabilities				
Derivative Financial Liabilities	-	11	-	11
Others	-	1	-	1
Total Financial Liabilities	**-**	**12**	**-**	**12**

ii. Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2022

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Derivative Financial Assets	-	-	-	-
Total Financial Assets	**-**	**-**	**-**	**-**
Financial Liabilities				
Derivative Financial Liabilities	-	102	-	102
Others	-	2	-	2
Total Financial Liabilities	**-**	**104**	**-**	**104**

iii. The carrying amounts of the following financial assets and financial liabilities are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

a) Financial Assets
- Trade Receivables
- Cash and Cash equivalents
- Bank balance other than cash and cash equivalents
- Margin Money Deposits
- Deposit with Body Corporates, Government Authorities and Others
- Interest Receivable
- Settlement assets
- Others

b) Financial Liabilities
- Floating Rate loans from banks and others including Interest accrued but not due
- Trade Payables
- Payable for capital expenditure
- Accrual towards One Time Spectrum Charges
- Security Deposits from Customers and Others
- Lease Liabilities
- Settlement liabilities

iv. Fair value hierarchy of financial liabilities measured at amortised cost is below:

Particulars	Carrying Amount	Level 1	Level 2	Level 3	Total
Fixed rate loans from banks and others including interest accrued but not due					
As at December 31, 2022	26,763	-	23,805	-	23,805
As at March 31, 2022	27,254	-	20,948	-	20,948
Deferred Payment Obligations including interest accrued but not due					
As at December 31, 2022	2,097,111	-	2,127,467	-	2,127,467
As at March 31, 2022	1,798,121	-	1,940,757	-	1,940,757

Valuation Technique used to determine fair value:

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable and willing parties, other than in a forced or liquidation sale. The valuation techniques used to determine the fair values of financial assets and financial liabilities classified as level 2 include use of quoted market prices or dealer quotes for similar instruments and generally accepted pricing models based on a discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

The Group enters into derivative financial instruments such as forward and interest rate swap with various counterparties. The fair value of such derivatives instruments are determined using forward exchange rates, currency basis spreads between respective currencies and interest rate curves.

C) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans. As at December 31, 2022, approximately 3.80% of the Company's debt excluding interest will mature in less than one year, without considering reclassification into current maturity of debt due to covenant breach (March 31, 2022: 4.27%) based on the carrying value of borrowings reflected in the financial statements.

As the Group has already availed the moratorium with respect to AGR and Deferred Spectrum Obligation as referred in Note 4A and based on the past performance and future expectation, the Group believes that the existing cash balance along with cash generated from operations, working capital management, raising additional funds as required, successful negotiations with lenders for continued support will satisfy its cash flow requirement associated with repayment of borrowings and other liabilities from its operation (refer note 4B, 10(D) and 10(E)).

(All amounts are in Rs millions, except per share data and unless stated otherwise)

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	Carrying Value	Less than 1 year	1 to 5 years	> 5 years	Total payments
As at December 31, 2022					
Loans from bank and others and Interest thereon (1)	131,829	135,932*	11,991	-	147,923
Deferred Payment Obligations and Interest thereon (2) & (5)	2,097,111	16,823	948,293	2,375,489	3,340,605
Trade and other payables(3)&^^	266,607	265,576	1,343	-	266,919
Lease liabilities	385,207	153,232	218,031	156,635	527,898
Settlement liabilities (refer note 16(iv))	17,270	17,270	-	-	17,270
Other financial liabilities (1), (2) &(3)	3,773	3,773	-	-	3,773
	2,901,797	**592,606**	**1,179,658**	**2,532,124**	**4,304,387**
Derivatives liabilities (4)	11	11	-	-	11
Derivatives assets(4)	(98)	(98)	-	-	(98)
	(87)	**(87)**	**-**	**-**	**(87)**
Total	**2,901,710**	**592,519**	**1,179,658**	**2,532,124**	**4,304,300**
As at March 31, 2022					
Loans from bank and others and Interest thereon (1)	180,661	163,711*	31,654	-	195,365
Deferred Payment Obligations and Interest thereon (2)&(5)	1,798,121	18	689,302	2,315,090	3,004,410
Trade and other payables(3)&^^	249,916	248,288	2,382	-	250,670
Lease liabilities	228,434	123,608	116,809	22,007	262,424
Settlement liabilities (refer note 16(iv))	17,265	17,265	-	-	17,265
Other financial liabilities(1),(2)&(3)	3,730	3,685	45	-	3,730
	2,478,127	**556,575**	**840,192**	**2,337,097**	**3,733,864**
Derivatives liabilities (4)	102	102	-	-	102
Total	**2,478,229**	**556,677**	**840,192**	**2,337,097**	**3,733,966**

(1) Interest accrued but not due of Rs. 1,758 Mn (March 31, 2022: Rs. 2,636 Mn) has been excluded from other financial liabilities and included in loans from banks and others and interest thereon.

(2) Interest accrued but not due of Rs. 115,874 Mn (March 31, 2022: Rs. 66,970 Mn) has been excluded from other financial liabilities and included in deferred payment obligations and interest thereon.

(3) Payable for capital expenditure of Rs. 63,838 Mn (March 31, 2022: Rs. 67,793 Mn) and Accrual towards One Time Spectrum Charges (OTSC) of Rs. 54,495 Mn (March 31, 2022: Rs. 49,572 Mn) has been excluded from other financial liabilities and included in trade and other payables.

(4) Included as part of maturity profile as the underlying of these derivatives are borrowings and other financial liabilities included above.

(5) Excluding impact of conversion of the full amount of interest on the deferred instalments related to spectrum auction amounts and AGR dues into shares in the company (refer note 4A)

*The Company has classified an amount of Rs. 42,646 Mn (March 31, 2022: Rs. 68,131 Mn) from non-current borrowings to current maturities of long term debt although the Company is confident that there will be no acceleration of payment in this regard (refer note 10(D)).

^^ Includes payable for capital expenditure of Rs. 45,390 Mn (March 31, 2022 : Rs. 35,770 Mn) due for payment.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 21
Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the value of shareholders.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using the net debt-equity ratio, which is net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings less cash and cash equivalents, unencumbered fixed deposits with banks having maturity of 3 to 12 months and investment in liquid mutual funds.

Particulars	As at December 31, 2022	As at March 31, 2022
Loans from banks and others	11,752	28,363
Deferred payment obligations	1,976,747	1,731,145
Short Term Borrowings	122,809	149,669
Less: Cash and cash equivalents	(1,538)	(14,532)
Less: Fixed deposits with banks having maturity of 3 to 12 months	(98)	(57)
Net debt (A)	**2,109,672**	**1,894,588**
Equity share capital	321,188	321,188
Other Equity	(1,168,284)	(940,836)
Total Equity (B)	**(847,096)**	**(619,648)**
Net Debt-equity ratio (A)/(B)	**(2.49)**	**(3.06)**

No changes were made in the objectives, policies or processes for managing capital during the period ended December 31, 2022 and year ended March 31, 2022.

(All amounts are in Rs millions, except per share data and unless stated otherwise)

Note 22

(A) Subsequent adjusting events

i) On October 16, 2023, the Honourable Supreme Court of India pronounced a judgement, on an ongoing litigation, regarding the tax treatment of annual Revenue Share License Fee (RSLF) paid to the DoT since July 1999 and held that it merits the same tax treatment as the upfront fee that is paid at the time of acquisition of a telecom license. The Company has been treating RSLF as revenue expenses for the purpose of taxation. This decision does not result in a permanent disallowance but leads to a staggered allowance of RSLF over the balance period of the license resulting into lower taxable deduction in the initial years of a license and a higher deduction in the later period of the license.

Over the years, the Company has acquired various licenses from the DoT and also acquired companies having telecom licenses and merged these entities into the Company resulting in cancellation of licenses pertaining to those entities on merger. Based on initial evaluation and after considering the allowable deductions for the periods and on a best estimate basis, a tax provision of Rs. 8,220 Mn and interest of Rs 2,383 Mn are recorded under "Current tax" and "Finance costs" respectively, in the special purpose interim condensed consolidated statement of profit and loss account for the nine months period ended December 31, 2022. Due to tax losses carried forward, higher deductions in future periods do not meet the criteria for the recognition of deferred tax assets under Ind AS 12 - Income Taxes.

ii) On July 23, 2018, the Company had paid an amount of Rs 39,263 Mn under protest for the differential amount of entry fees paid and market determined price of 4.4 Mhz, as demanded by the DoT. The Company had thereafter filed a petition with TDSAT disputing Rs 13,636 Mn as excess amount calculated by the DoT. Based on probability assessment of ultimate outflow, the Company had capitalised Rs 39,263 Mn, paid under protest, along with the respective spectrum of the circles and amortised substantially over the balance life of the respective spectrum.

The DoT accepted the Company's contention to the extent of Rs 7,555 Mn resulting in TDSAT issuing order dated December 15, 2023, directing the DoT to adjust this amount. The DoT vide letter dated December 27, 2023 has communicated such adjustment.

Considering the nature of these events and the requirements of Ind AS 10 'Events after the Reporting Period', the Company has treated these as adjusting events and, consequently, the following adjustments have been made in the special purpose interim condensed consolidated statement of profit and loss account for the nine months period ended December 31, 2022.

Particulars	Adjustments
Finance Cost (Note A i)	2,383
Exceptional items (gain) (Note A ii)	(7,555)
Loss before Tax	**5,172**
Tax Expense (Note A i)	8,220
Loss after Tax	**(3,048)**
Comprehensive Loss	**(3,048)**

(B) Subsequent Non-adjusting events

i) The Board of Directors of the Company at its meeting held on January 31, 2023 has re-approved issuance of upto 16,000 optionally convertible, unsecured, unrated and unlisted Indian Rupee denominated debentures (OCD) having a face value of Rs. 1,000,000 each, in one or more tranches, aggregating upto Rs.16,000 Mn, convertible into equity shares at a conversion price of Rs. 10/- per equity share, to ATC Telecom Infrastructure Private Limited ('ATC'), a non-promoter of the Company, on a preferential basis. The Capital Raising Committee of the Board of Directors of the Company has, at its meeting held on February 27, 2023 and February 28, 2023, allotted a total of 16,000 number of OCDs to ATC which was redeemable in two equal instalments in August 23 and August 24. During the period ended December 31, 2023, the Company and ATC have agreed to extend the period of redemption of 8000 OCDs from 6 months from date of allotment i.e. August 23 to 18 months from date of allotment i.e. August 24. Further, as per terms of the agreement, holder of OCDs is entitled to convert OCDs into equity shares of the Company at all time and the Company also has right to convert the outstanding OCDs into equity shares after 1 year of the issuance subject to the Company's equity shares price being equal to or higher than the pre agreed share price.

Subsequently on March 18, 2024, in accordance with the terms of the OCDs, ATC has requested the Company for conversion of 14,400 OCDs into 144,00,00,000 fully paid-up Equity Shares and accordingly on March 23, 2024, the Company allotted 144,00,00,000 equity shares of face value of Rs.10/- each at an issue price of Rs. 10/- per equity share to ATC.

ii) The Board of Directors of the Company at its meeting held on February 27, 2024 and subsequently the shareholders at extra ordinary general meeting held on April 2, 2024 have, subject to other requisite approvals, approved raising of funds up to Rs. 200,000 Mn, in one or more tranches, by issuance of equity shares or any other instrument or security by way of a further public offer, private placement including preferential issue, qualified institutions placement, or through any other permissible mode or any combination thereof.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Anjani Kumar Agrawal
Independent Director
(DIN : 08579812)

Krishnan Ramachandran
Independent Director
(DIN : 00193357)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : April 4, 2024

VODAFONE IDEA LIMITED

Consolidated Financial Statements

For the year ended March 31, 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of Vodafone Idea Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Vodafone Idea Limited (hereinafter referred to as "the Company" or "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associate and joint venture comprising of the consolidated Balance Sheet as at March 31 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Statement of Cashflows and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint venture as at March 31, 2023, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, associate and joint venture in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 4 to the financial statements, which describes the Group's financial condition as of March 31, 2023 and its debt obligations due for the next 12 months. The Group's financial performance has impacted its ability to generate the cash flow that it needs to settle/refinance its liabilities as they fall due.

The Group's ability to continue as a going concern is dependent on its ability to raise additional funds as required and successful negotiations with lenders and vendors for continued support and generation of cash flow from its operations that it needs to settle its liabilities as they fall due. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

In addition to the matter described in the 'Material Uncertainty Related to Going Concern' section, we have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	**How our audit addressed the key audit matter**
Revenue recognition *(as described in note 5(a) of the Consolidated financial statements)*	
For the year ended March 31, 2023, the service revenue recognised was Rs 421,339 million. Revenue recognition has been identified as a key audit matter due to complexity of systems in recognizing revenues, significance of volumes of data process by system, constantly evolving pricing with discounted tariffs and operation in highly competitive marketplace.	Our audit procedures included the following: • With the assistance by IT specialists, we obtained an understanding, evaluated the design and tested the operating effectiveness of key IT general and application controls related to the revenue recognition processes. We also tested relevant IT infrastructure and applications that result in generation of various IT reports used for billing and revenue recognition process. • We tested the operating effectiveness of IT dependent manual controls, performed data analytics and trend analysis, test of reconciliations between billing and other IT systems, prepaid applications and the general ledger. We performed procedures to test the computation of deferred revenue. • We read and assessed the revenue related accounting policy, critical estimates and assumptions and disclosures in the consolidated financial statements.
Assessment of claims related regulatory, taxation and legal matters *(as described in note 3, 41(vii) and 43 of the Consolidated financial statements)*	
At March 31, 2023 the value of regulatory, tax and legal disputes disclosed as contingent liabilities was Rs 213,897 million. Pursuant to the Hon'ble Supreme Court judgement, the Group has recorded and carrying liability of Rs 655,462 million related to AGR	Our audit procedures included the following: • We obtained summary of all tax, regulatory and litigation matters including management's assessment. • We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls related to management's risk assessment process for taxation, regulatory and legal matters.

Key audit matters	How our audit addressed the key audit matter
matter and Rs 56,449 million related to one time spectrum charges (OTSC) for more than 6.2 MHz spectrum. Taxation, regulatory and litigation exposures have been identified as a key audit matter due to changing regulatory environment and significant judgement required by management in assessing the exposure of each case.	• We obtained and read external legal opinions (where considered necessary) and other evidences provided by management to corroborate management's assessment of regulatory and legal matters. • Engaged tax/regulatory specialists to assess the tax/regulatory positions taken by management with respect to tax/regulatory litigations. • Verified the provisions recorded in the books by the Group including the interest computations based on the demands received by the Group from DoT, internal records of the Group based on the Hon'ble Supreme Court judgement and validated the computations in accordance with licence agreement and Hon'ble Supreme Court judgement for the provisions recorded in the books. • Assessed the relevant accounting policies and disclosures in the consolidated financial statements for compliance with the requirements of accounting standards.
Borrowings, interest and debt covenant testing *(as described in note 21 and 25 of the Consolidated financial statements)*	
At March 31, 2023, current and non-current borrowings including interest accrued and AGR liability was Rs 2,092,614 million and bank guarantee was Rs 61,265 million. Annual covenant testing as at March 31, 2023 resulted in certain ratios breaching the specified covenant threshold for loans aggregating Rs 68,160 million. Accordingly, the Group has classified Rs 39,271 million from non-current borrowings to current maturities of long-term debt. Borrowings has been identified as a key audit matter due to debt covenant testing, change in credit ratings of the loans and various correspondences received from banks and financial institutions for additional security / increase in interest rate resulting in recognition, presentation and measurement complexities.	Our audit procedures included the following: • We tested the debt covenant ratio specified in the loan agreements and the computation and assessed the classification of the borrowing in financial statement based on the results of such testing and waiver from the bank, if any. • We obtained independent confirmation from the bank with respect to borrowings and non-fund based facilities [including bank guarantees/letter of credit] outstanding as at March 31, 2023 and compared the amounts as per confirmations with the amounts in the books of accounts and tested the reconciliation provided by management. • We verified the interest/commission rate used by the Group for computation of interest cost with the loan/bank guarantee agreements and various correspondences received by the Group from respective banks and corresponding increase in rates due to non-remediation of debt covenant and downgrade in credit rating. • We verified the security created against fund and non-fund facilities with the agreements and documents related to charges filed with Register of Companies.

Key audit matters	How our audit addressed the key audit matter
	• We assessed the borrowing related accounting policy and disclosures in the consolidated financial statements for compliance as per Ind AS 107.

Other Information

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the Performance Highlights, Corporate Governance Report, Directors' Report, Management Discussion and Analysis Report and Business Responsibility and Sustainability Report, but does not include the consolidated financial statements and our auditor's report thereon. The Performance Highlights, Corporate Governance Report, Directors' Report, Management Discussion and Analysis Report and Business Responsibility and Sustainability Report, is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate and joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of the Group and of its associate and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associate and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associate and joint venture.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint venture of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The consolidated financial statements also includes the Group's share of net profit after tax and total comprehensive income of Rs 5 million, as considered in the consolidated financial statements, in respect of one joint venture, whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of the joint venture and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid joint venture is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Statement of Cashflows and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) The going concern matter described in Material Uncertainty Related to Going Concern paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.

(f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

(g) With respect to the adequacy of the internal financial controls with reference to these consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(h) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Group to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated financial statements – Refer Note 43 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group during the year ended March 31, 2023;

iv. a) The management of the Group represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management of the Group represented that, to the best of its knowledge and belief, no funds have been received by the Group from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement

v. No dividend has been declared or paid during the year by the Company.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Group only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm **registration number: 101049W/E300004**

per Nilangshu Katriar
Partner
Membership Number: 058814
UDIN: 23058814BGYZON7847

Place of Signature: Mumbai
Date: May 25,2023

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Vodafone Idea Limited (the "Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No	Name	CIN	Holding company/ subsidiary/ associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1	Vodafone Idea Limited	L32100GJ1996PLC030976	Holding Company	3 (i) (a) (A), 3 (i) (b) 3 (ix) (d) 3 (xix)
2	Vodafone Idea Business Service Limited	U74900GJ2009PLC058189	Subsidiary	3 (ix) (d) 3 (xix)
3	Vodafone Idea Manpower Service Limited	U74140GJ2007PLC051881	Subsidiary	3 (ix) (d) 3 (xix)
4	Vodafone Idea Shared Services Limited	U64204MH2016PLC287257	Subsidiary	3 (xix)
5	Vodafone Idea Telecom Infrastructure Limited	U64200GJ2007PLC106772	Subsidiary	3 (i) (a) (A) 3 (i) (b) 3 (ix) (d) 3 (xix)
6	You Broadband India Limited	U51909MH2000PLC139321	Subsidiary	3 (ix) (d) 3 (xix)
7	Vodafone M-Pesa Limited	U67100MH2014PLC258108	Subsidiary	3 (xiv) (a) 3 (ix) (d)
8	Vodafone Idea Technology Services Limited	U72900MH2014PLC260105	Subsidiary	3 (ix) (d) 3 (xix)

The report of the following components included in the consolidated financial statements has not been issued by its auditor till the date of our auditor's report.

S. No.	Name	CIN	Subsidiary/associate/ joint venture
1.	FireFly Networks Limited	U74999DL2014PLC264417	Joint Venture
2.	Aditya Birla Idea Payments Bank Limited	U65923MH2016PLC273308	Associate

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Nilangshu Katriar
Partner
Membership Number: 058814
UDIN: 23058814BGYZON7847

Place of Signature: Mumbai
Date: May 25, 2023

Annexure '2' to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Vodafone Idea Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Vodafone Idea Limited as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference the consolidated financial statements of Vodafone Idea Limited and its subsidiary companies, its associate and joint venture, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, its associate and joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to these consolidated financial statements.

Meaning of Internal Financial Controls with reference to these Consolidated Financial Statements

A company's internal financial control with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to these consolidated financial statements and such internal financial controls with reference to these consolidated financial statements were operating effectively as at March 31,2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Nilangshu Katriar
Partner
Membership Number: 058814
UDIN: 23058814BGYZON7847

Place: Mumbai
Date: May 25, 2023

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Balance Sheet as at March 31, 2023

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
Assets			
Non-current assets			
Property, plant and equipment (including RoU Assets)	7	598,211	536,327
Capital work-in-progress	7	3,003	3,239
Intangible assets	8	964,341	1,031,859
Intangible assets under development	8	175,761	404
Investments accounted for using the equity method	9	58	53
Financial assets			
Other non-current financial assets	10	88,501	88,492
Deferred tax assets (net)	53	135	60
Other non-current assets	11	103,388	111,502
Total non-current assets (A)		**1,933,398**	**1,771,936**
Current assets			
Inventories	12	163	23
Financial assets			
Trade receivables	13	21,640	24,439
Cash and cash equivalents	14	2,288	14,532
Bank balance other than cash and cash equivalents	15	6,266	20,434
Other current financial assets	16	394	756
Current tax assets		-	6,031
Other current assets	17	107,785	102,140
Total current assets (B)		**138,536**	**168,355**
Assets classified as held for sale (AHFS) (C)	18	493	-
Total Assets (A+B+C)		**2,072,427**	**1,940,291**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Balance Sheet as at March 31, 2023

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
Equity and Liabilities			
Equity			
Equity share capital	19	486,797	321,188
Other equity	20	(1,230,388)	(940,836)
Total equity (A)		**(743,591)**	**(619,648)**
Liabilities			
Non-current liabilities			
Financial liabilities			
Long term borrowings			
Loans from banks and others	21 (A)	9,351	28,363
Deferred payment obligations	21 (B)	1,883,550	1,731,145
Lease Liabilities	45	250,612	114,325
Trade payables	26	1,058	852
Other non-current financial liabilities	22	66,623	68,461
Long term provisions	23	235	384
Other non-current liabilities	24	4,362	5,070
Total non-current liabilities (B)		**2,215,791**	**1,948,600**
Current liabilities			
Financial liabilities			
Short term borrowings	25	122,959	149,669
Lease Liabilities	45	111,188	114,109
Trade payables	26	135,364	131,699
Other current financial liabilities	27	153,557	139,606
Other current liabilities	28	77,011	76,018
Short term provisions	29	148	238
Total current liabilities (C)		**600,227**	**611,339**
Total Equity and Liabilities (A+B+C)		**2,072,427**	**1,940,291**

The accompanying notes are an integral part of the Financial Statements

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Ravinder Takkar
Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania
Non-Executive Director
(DIN:03387441)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : 25th May 2023

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Statement of Profit and loss for the year ended March 31, 2023

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Service revenue		421,339	384,895
Sale of trading goods		87	89
Other operating income	30	346	171
Revenue from operations		**421,772**	**385,155**
Other income	31	3,113	1,294
Total income		**424,885**	**386,449**
Expenses			
Cost of trading goods		78	70
Employee benefit expenses	32	18,663	17,351
Network expenses and IT outsourcing cost	33	100,783	98,182
License fees and spectrum usage charges	34	40,021	41,988
Roaming and access charges	35	38,991	29,155
Subscriber acquisition and servicing expenditure	36	36,780	19,711
Advertisement, business promotion expenditure and content cost	37	9,412	9,791
Other expenses	38	8,874	8,546
		253,602	**224,794**
Profit / (Loss) before finance costs, depreciation, amortisation, share of net profit of joint venture, exceptional items and tax		**171,283**	**161,655**
Finance costs	39	233,543	209,808
Depreciation	7	142,584	146,569
Amortisation	8	87,913	89,274
Profit / (Loss) before share of profit of joint venture, exceptional items and tax		**(292,757)**	**(283,996)**
Add : Share in profit of joint venture	60	5	12
Profit / (Loss) before exceptional items and tax		**(292,752)**	**(283,984)**
Exceptional items (net)	40	(224)	1,643
Profit / (Loss) before tax		**(292,976)**	**(282,341)**
Tax expense:			
- Current tax	52	115	173
- Deferred tax	52 & 53	(80)	(60)
Profit / (Loss) after tax for the year		**(293,011)**	**(282,454)**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Statement of Profit and loss for the year ended March 31, 2023

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Other comprehensive income / (loss)			
Items not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains / (loss) on defined benefit plans	51	115	90
Income tax effect	52 & 53	(4)	(1)
Other comprehensive income / (loss) for the year, net of tax		**111**	**89**
Total comprehensive income / (loss) for the year		**(292,900)**	**(282,365)**
Earnings / (loss) per equity share of Rs. 10 each:	54		
Basic (Rs.)		**(8.43)**	**(9.83)**
Diluted (Rs.)		**(8.43)**	**(9.83)**
The accompanying notes are an integral part of the Financial Statements			

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

Place: Mumbai
Date : 25th May 2023

For and on behalf of the Board of Directors of Vodafone Idea Limited

Ravinder Takkar
Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania
Non-Executive Director
(DIN:03387441)

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Statement of Changes in Equity for the year ended March 31, 2023

A. Equity share capital:

Equity shares of Rs. 10 each issued, subscribed and fully paid

	Numbers	Amount
As at April 1, 2021	28,735,389,240	287,354
Issue of Share capital (refer note 41(ii))	3,383,458,645	33,834
As at March 31, 2022	**32,118,847,885**	**321,188**
Issue of Share capital (refer note 3 and refer note 41(iii))	16,560,841,320	165,609
As at March 31, 2023	**48,679,689,205**	**486,797**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Statement of Changes in Equity for the year ended March 31, 2023

B. Other equity

Particulars	Reserves and surplus									Total
	Capital reserve (refer note 20(i))	Capital reduction reserve (refer note 20(ii))	Debenture redemption reserve (refer note 20(iii))	Securities premium (refer note 20(iv))	Amalgamation adjustment deficit account (refer note 20(v))	General reserve (refer note 20(vi))	Retained earnings (refer note 20(vii))	Employee stock options reserve (refer note 20(viii))	Convertible Share Warrants (refer note 20(ix))	
As at April 1, 2021	(88,460)	277,787	4,408	1,084,698	(488,444)	1,562	(1,461,546)	361	-	(669,634)
Profit/(Loss) for the year ended March 31, 2022	-	-	-	-	-	-	(282,454)	-	-	(282,454)
Other comprehensive income/(loss) for the year ended March 31, 2022	-	-	-	-	-	-	89	-	-	89
Total comprehensive income/(loss)	-	-	-	-	-	-	(282,365)	-	-	(282,365)
Allotment of Equity Share Capital (net of issue expense of Rs 3 Mn) (refer note 41(ii))	-	-	-	11,163	-	-	-	-	-	11,163
Share-based payment expenses (refer note 50)	-	-	-	-	-	-	311	(311)	-	-
As at March 31, 2022	(88,460)	277,787	4,408	1,095,861	(488,444)	1,562	(1,743,600)	50	-	(940,836)
Profit/(Loss) for the year ended March 31, 2023	-	-	-	-	-	-	(293,011)	-	-	(293,011)
Other comprehensive income/(loss) for the year ended March 31, 2023	-	-	-	-	-	-	111	-	-	111
Total comprehensive income/(loss)	-	-	-	-	-	-	(292,900)	-	-	(292,900)
Adjustment on account of settlement of financial liability (refer note 3)	-	-	-	-	-	-	3,305	-	-	3,305
Issue of convertible share warrants (refer note 41(iii))	-	-	-	-	-	-	-	-	4,362	4,362
Conversion of convertible share warrants into equity shares (net of share issue expenses of Rs. 42 Mn) (refer note 41(iii))	-	-	-	43	-	-	-	-	(4,362)	(4,319)
Share-based payment expenses (refer note 50)	-	-	-	-	-	-	12	(12)	-	-
As at March 31, 2023	(88,460)	277,787	4,408	1,095,904	(488,444)	1,562	(2,033,183)	38	-	(1,230,388)

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

For and on behalf of the Board of Directors of Vodafone Idea Limited

Ravinder Takkar
Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania
Non-Executive Director
(DIN:03387441)

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : 25th May 2023

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Statement of Consolidated Cash Flows for the year ended March 31, 2023

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Operating activities		
Loss before tax	(292,976)	(282,341)
Adjustments to reconcile loss before tax to net cash flows		
Share in profit of joint venture and associate (net)	(5)	(12)
Depreciation of property, plant and equipment (including RoU Assets)	142,584	146,569
Amortisation of intangible assets	87,913	89,274
Share-based payment expense (ESOS)	2	(16)
Gain on disposal of property, plant and equipment and intangible assets (net)	(642)	(679)
Loss/(Gain) on leasehold land (refer note 40)	224	(1,266)
Accelerated depreciation on account of network re-alignment/re-farming (refer note 40)	-	137
Finance costs (including fair value change in financial instruments)	233,543	209,808
Bad debts / advances written off	1,170	1,756
Allowance for doubtful debts / advances	86	479
Liabilities / provisions no longer required written back	(175)	(70)
Other income	(2,761)	(1,057)
Working capital adjustments		
Decrease/(Increase) in trade receivables	1,847	(383)
(Increase) in inventories	(140)	(17)
Decrease/(Increase) in other financial and non-financial assets	10,626	(30,051)
(Decrease) in trade payables	(2,477)	(3,432)
(Decrease)/Increase in other financial and non-financial liabilities	(3,581)	30,476
Cash flows from operating activities	**175,238**	**159,175**
Income tax refund (including TDS) (net)	13,449	14,695
Net cash flows from operating activities	**188,687**	**173,870**
Investing activities		
Purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development)	(39,422)	(60,089)
Payment towards Spectrum - Upfront payment	(16,800)	(1,035)
Proceeds from sale of property, plant and equipment and intangible assets	857	1,207
Proceeds from sale of Investment property (leasehold land) (net of expenses)	-	1,870
Net sale of current investments	290	180
Repayment of loan given to joint venture	-	8
Interest received	941	586
Placement for Fixed deposits with banks having maturity of 3 to 12 months	(2)	(30)
Net cash flows (used in) investing activities	**(54,136)**	**(57,303)**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Statement of Consolidated Cash Flows for the year ended March 31, 2023

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Financing activities		
Proceeds from allotment of equity shares under Preferential Issue (net of share issue expenses of Rs. 3 Mn) (refer note 41(ii))	-	44,997
Proceeds from issue of convertible share warrants (net of share issue expenses of Rs. 42 Mn) (refer note 41(iii))	4,320	-
Payment of interest and finance charges[1]	(20,940)	(27,997)
Proceeds from long term borrowings	16,000	5,000
Repayment of long term borrowings	(59,460)	(80,641)
Proceeds from short term borrowings	19,824	22,500
Repayment of short term borrowings	(27,500)	-
Payment of lease liabilities (refer note 45)	(79,039)	(69,397)
Net cash flows (used in) financing activities	**(146,795)**	**(105,538)**
Net (decrease) / increase in cash and cash equivalents during the year	**(12,244)**	**11,029**
Cash and cash equivalents at the beginning of the year	**14,532**	**3,503**
Cash and cash equivalents at the end of the year (refer note 14)	**2,288**	**14,532**

[1] includes interest payment on deferred payment obligation forming part of long term borrowings

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Statement of Consolidated Cash Flows for the year ended March 31, 2023

1. Disclosure of changes in liabilities arising from financing activities on account of non-cash transactions

Particulars	Loans from banks and others including current maturities	Deferred payment obligations including current maturities	Changes in derivative liabilities (net)	Interest accrued but not due	Lease liabilities
Balance as at April 1, 2021	**230,715**	**1,572,388**	**440**	**63,952**	**214,099**
(i) Cash flow Items					
Net proceed/(repayment) of borrowings	(53,086)	(55)	-	-	-
Payment of Interest and finance charges	-	-	-	(27,997)	-
Payment of lease liabilities (refer note 45)	-	-	-	-	(69,397)
(ii) Non - cash items					
Exchange difference (net)	418	-	-	(418)	-
Finance cost (charged to profit and loss)	-	-	(338)	191,190	18,956
Upfront fees amortisation	(21)	-	-	21	-
Interest on asset retirement obligation	-	-	-	5	-
Interest related to other liabilities	-	-	-	(11,620)	-
Accrued interest on deferred payment obligation for spectrum and others transferred to borrowing on anniversary date	-	145,665	-	(145,665)	-
Addition towards Spectrum acquisition	-	13,153	-	137	-
Addition of lease liabilities (refer note 45)	-		-	-	73,889
Deletion of lease liabilities (refer note 45)	-		-	-	(9,113)
As at March 31, 2022	**178,026**	**1,731,151**	**102**	**69,605**	**228,434**
(i) Cash flow Items					
Net proceed/(repayment) of borrowings	(51,129)	(7)	-	-	-
Payment of Interest and finance charges	-	-	-	(20,940)	-
Payment of lease liabilities (refer note 45)	-	-	-	-	(79,039)
(ii) Non - cash items					
Exchange difference (net)	435	-	-	(435)	-
Finance cost (charged to profit and loss)	-	-	(91)	197,461	36,173
Upfront fees amortisation	(40)	-	-	40	-
Interest on asset retirement obligation	-	-	-	5	-
Interest related to other liabilities	-	-	-	(22,860)	-
Accrued interest on deferred payment obligation for spectrum and others transferred to borrowing on anniversary date	-	147,693	-	(147,693)	-
Addition towards Spectrum acquisition	-	171,063	-	4,876	-
Issue of equity shares (refer note 3)	-	(161,332)	-	-	-
Adjustment on account of settlement of financial liability (refer note	-	-	-	(3,305)	-
Addition of lease liabilities (refer note 45)	-	-	-	-	186,844
Deletion of lease liabilities (refer note 45)	-	-	-	-	(10,612)
As at March 31, 2023	**127,292**	**1,888,568**	**11**	**76,754**	**361,800**

2. The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 on Statement of Cash Flows.

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Ravinder Takkar
Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania
Non-Executive Director
(DIN:03387441)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : 25th May 2023

1. Corporate Information

Vodafone Idea Limited ('the Company'), a public limited company, was incorporated under the provisions of the Companies Act applicable in India on March 14, 1995. Its shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India (Scrip Code; NSE: IDEA, BSE: 532822). The registered office of the Company is situated at Suman Tower, Plot No. 18, Sector–11, Gandhinagar – 382011, Gujarat. The Company is one of the leading telecom service providers in India. The Company and its subsidiaries ("the Group") is engaged in the business of telecommunication services.

These consolidated financial statements for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on May 25, 2023.

2. (A) Statement of compliance

These consolidated financial statements of the Company, its subsidiaries (the "Group"), joint venture and associate comprising of Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Statement of Consolidated Cash Flows together with the consolidated notes have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2. (B) Basis of preparation and consolidation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services on the transaction date.

All financial information presented in Rs. has been rounded off to million unless otherwise stated.

The Group has elected to present Profit/(Loss) before finance costs, depreciation, amortisation, share of profit of joint venture, exceptional items and tax as a separate line item on the face of the statement of profit and loss. In such measurement, the company does not include finance costs, depreciation, amortisation, share of profit of joint venture, exceptional items and tax.

The consolidated financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act, 2013.

The consolidated financial statements have been consolidated in accordance with Ind AS 110, 'Consolidated Financial Statements'.

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group has:

- Power over the investee;
- Exposure, or rights, to variable returns from its involvement with the investee and
- Has the ability to affect those returns through its power to direct the relevant activities of the investee.

Generally, there is a presumption that majority of voting rights results in control. To support this presumption and when the Group has less than majority of voting or similar rights over an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders
- Rights arising from other contractual arrangements
- Potential voting rights held by the Group

The consolidated financial statements of the group are prepared based on a line by line consolidation of the separate financial statements of the Company and its subsidiaries whereby the book values of like items of assets, liabilities, income, expenses and tax have been added after eliminating intra-group balances, transactions and resulting unrealised gains or losses.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Subsidiaries are consolidated from the date on which control is acquired by the group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet, respectively.

The financial statements of the following entities in the Group are prepared using uniform accounting policies and are drawn up to the same accounting period as that of the Company.

Sr. No.	Name of the Company	Relationship	Voting Power % as at	
			March 31, 2023	March 31, 2022
1	Vodafone Idea Manpower Services Limited ('VIMSL')	Subsidiary	100.00	100.00
2	Vodafone Idea Telecom Infrastructure Limited ('VITIL')	Subsidiary	100.00	100.00
3	Vodafone Idea Business Services Limited ('VIBSL')	Subsidiary	100.00	100.00
4	Vodafone Idea Communication Systems Limited ('VICSL')	Subsidiary	100.00	100.00
5	Vodafone Foundation ('VF') (Registered under section 8 of Companies Act, 2013)	Subsidiary	100.00	100.00
6	Connect (India) Mobile Technologies Private Limited ('CIMTPL') (refer note 41(ix))	Subsidiary	-	100.00
7	Vodafone m-pesa Limited ('VMPL')	Subsidiary	100.00	100.00
8	Vodafone Idea Technology Solutions Limited ('VITSL')	Subsidiary	100.00	100.00
9	Vodafone Idea Shared Services Limited ('VISSL')	Subsidiary	100.00	100.00
10	You Broadband India Limited ('YBIL')	Subsidiary	100.00	100.00

The Financial Statements of the following associate and joint venture used in the consolidation are drawn up to the same reporting date as that of the Group and the accounting policies have been changed where necessary to ensure consistency with the policies adopted by the group. All the entities are incorporated in India.

Sr. No.	Name of the Company	Relationship	Voting Power % as at	
			March 31, 2023	March 31, 2022
1	Aditya Birla Idea Payments Bank Limited (ABIPBL)(1)	Associate	49.00	49.00
2	Firefly Networks Limited	Joint Venture(2)	50.00	50.00

(1) The Company is currently under liquidation.

(2) by virtue of joint venture agreement

2 (C) Changes in ownership interests

- **Subsidiaries**

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

The subsidiaries are deconsolidated from the date the Group loses control on such subsidiaries. When the Group ceases to consolidate because of a loss of control, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are reclassified to profit and loss on disposal of the related assets and liabilities.

- **Associates and Joint Arrangements**

The Group ceases to equity account for an investment if it loses joint control or significant influence over such equity accounted investee. When the group ceases to equity account for an investee, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest in the investee. In addition, any amounts previously recognised in other comprehensive income in respect of that investee are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit and loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit and loss where appropriate.

3. The Hon'ble Supreme Court on October 24, 2019 along with supplementary order dated July 20, 2019 and final order dated September 1, 2020 delivered its judgment (together referred to as "AGR Judgment") on the cross appeals against the Hon'ble TDSAT judgment dated April 23, 2015, relating to the definition of Adjusted Gross Revenue. The order upheld the principal demand, levy of interest, penalty and interest on penalty.

Subsequent to the same, on September 1, 2020, vide its judgment, the Hon'ble Supreme Court has inter-alia directed that Telecom Operators shall at the first instance, make the payment of 10% of the total dues as demanded by DoT by March 31, 2021 and thereafter, Telecom Operators to make payment in Ten instalments commencing from April 1, 2021 to March 31, 2031, payable by 31st March of every succeeding financial year.

The Company had on August 10, 2021 filed a review petition with the Hon'ble Supreme Court for considering to hear the modification application on correction of manifest / clerical / arithmetic errors in the computation of AGR demands which is still pending to be heard.

The Union Cabinet on September 15, 2021 approved major structural and process reforms in the telecom sector to boost the proliferation and penetration of broadband and telecom connectivity. Further to address liquidity requirements, the Cabinet has also approved deferment of AGR dues which are payable in annual instalments as determined by the Hon'ble Supreme Court for up to four years without any change in the instalment period and deferment of spectrum auction instalments payable from October 1, 2021 to September 30, 2025 excluding the instalments due for spectrum auction 2021. It also provided upfront conversion of the interest amount arising due to such deferment into equity. The Company has conveyed its acceptance on January 10, 2022 ("Exercise Date").

Further on March 31, 2022, DoT computed the Net Present value (NPV) of the interest liability on moratorium period amounting to Rs. 161,331 Mn towards AGR dues (as per Hon'ble SC affidavit dated September 01, 2020) and deferred annual Spectrum liabilities as on the Exercise Date, which the Company has confirmed on April 14, 2022. DoT on June 15, 2022 offered a moratorium on pending AGR related dues up to Financial Year 2018-19 along with an option of equity conversion of interest liability pertaining to the moratorium period for this additional amounts. On June 29, 2022, Company conveyed its acceptance for the deferment of AGR related dues till financial year 2018-19. The above mentioned letter has a summary of additional AGR dues amounting to Rs. 88,372 Mn (including amounts for the period till FY 16-17 not forming part of the affidavit submitted to Supreme Court). DoT has mentioned that these are subject to further correction on account of disposal of various representations submitted by the Company, outcome of other pending litigations etc. and the undisputed amounts finally determined by December 31, 2025 shall be paid in six equal instalments post the moratorium period. In September 2022, the Company has also informed DoT on AGR dues (beyond affidavit period till FY 18-19) interest during the moratorium period shall not be converted in to equity.

The DoT, on February 03, 2023, issued an order under section 62(4) of the Companies Act, 2013 ("the Act"), directing the Company to issue equity shares against the loan of Rs. 161,332 Mn representing Net Present Value of the interest as at the Exercise Date as defined in equity conversion guidelines. On February 07, 2023 ("Date of conversion"), the Company's Board has allotted shares to the Government of India (GoI).

Consequent to the above, the Company has derecognised the loan liability of Rs 161,332 Mn due to the issuance of 16,133,184,899 equity shares at an issue price of Rs 10 each amounting to Rs. 161,332 Mn, and consequential adjustment of Rs 3,305 Mn has been adjusted to Other equity.

Subsequent to such conversion, the promoter shareholding of Vodafone group and Aditya Birla group will stand at 50.4 % and GoI shareholding at 33.1%.

On April 5, 2023, the Company has filed affidavit with Hon'ble Supreme Court including the compliance letter stating that by acceptance of the deferment option and agreeing to moratorium of AGR dues for four years, it has complied with Court order dated September 1, 2020.

Accordingly, as at March 31, 2023, the net liability towards AGR dues arising out of Hon'ble Supreme Court judgment (till September 2019) amounting to Rs. 655,462 Mn (net of payment of Rs. 78,544 Mn) (including interest till March 31, 2023) is disclosed as deferred payment obligation under long term borrowings in the financial statements.

4. The Group has incurred a loss of Rs. 293,011 Mn for the year ended March 31, 2023. Its net worth stands at negative Rs. 743,591 Mn and the Net Working Capital (excluding short term borrowings, future lease liability and certain accruals toward pending litigations) stands at negative Rs 200,063 Mn.

As at March 31, 2023, the total debt (including interest accrued but not due) of the Group stands at Rs. 2,092,614 Mn. As at March 31, 2023, an amount of Rs. 39,271 Mn (March 31, 2022: Rs. 68,131 Mn) has been reclassified from non-current borrowings to current maturities of long-term debt for not meeting certain covenant clauses under the financial agreements. Further, as a result of earlier rating downgrade, certain lenders had asked for increase of interest rates and additional margin money/security against existing facilities. The Group has exchanged correspondences and continues to be in discussion with the lenders for next steps/waivers. The existing debt as payable by March 31, 2024 is Rs. 83,804 Mn (excluding amount classified as current on account of not meeting certain covenant clauses). As of date, the Group has met all its debt obligations payable to its lenders / banks and financial institutions along with applicable interest. The Company has utilized extended credit period to discharge some of its contractual obligations. Further, certain vendors have asked for payment of their overdue outstanding. The Company continues to be in discussion with them to agree to a payment plan.

The Group's ability to continue as a Going Concern is dependent on raising additional funds as required, successful negotiations with lenders and vendors for continued support and generation of cash flow from operations that it needs to settle its liabilities as they fall due. Pending the outcome of the above matters, these consolidated financial statements have been prepared on a Going Concern basis.

5. Significant Accounting Policies

a) Revenue from contracts with customers

Revenue is recognised when a customer obtains control of the goods or receive services and thus has the ability to direct the use and obtain the benefits from the goods or services. Revenue is measured at the Transaction price i.e. an amount that reflects the consideration, to which an entity expects to be entitled in exchange for transferring goods or services to customers, excluding amounts collected on behalf of third parties. Taxes and duties collected by the seller / service provider are to be deposited with the government and not received by the Group on their own account. Accordingly, it is excluded from revenue. The Group evaluates its exposure to significant risks and reward associated with the revenue arrangements in order to determine its position of a principal or an agent in this regard. Consideration payable to a customer includes cash or credit or other items expected to be payable to the customer (or to other parties that purchase the entity's goods or services from the customer). The Group accounts for consideration payable to a customer as a reduction from the transaction price unless the payment to the customer is in exchange for a distinct goods or services that the customer transfers to the entity.

i) Revenue from supply of services and sale of goods
Revenue on account of telephony services (post-paid and prepaid categories, roaming, interconnect and long distance services) is recognised on rendering of services. Fixed Revenues in the post-paid category are recognised over the period of rendering of services. Processing fees on recharge vouchers in case of prepaid category is recognised over the validity of such vouchers.

Revenue from other services (internet services, mobile advertisement, revenue from toll free services, etc.) is recognised on rendering of services. Revenue from sale of handsets, data cards and related accessories is recognised when control of the asset is transferred to the customer, generally on delivery of the equipment. Revenue from passive infrastructure is recognised on rendering of services.

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Multiple element contracts:
Bundle packages that include multiple elements, at the inception of the arrangement, the Group determines whether it is necessary to separate the separately identifiable elements and apply the corresponding revenue recognition policy to each elements. Total package revenue is allocated among the identified elements based on their relative standalone price.

ii) Unbilled income

Unbilled income is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs its obligation by transferring goods or services to a customer before the same is invoiced to the customer, unbilled income is recognised for the earned consideration that is conditional on satisfaction of performance obligation.

iii) Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note 5(r) Financial instruments – initial recognition and subsequent measurement.

iv) Advance from customer and deferred revenue

Advance from customer and deferred revenue is the obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made. Advance from customer and deferred revenue are recognised as revenue when the Group fulfils its performance obligations under the contract.

v) Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is recorded using the applicable Effective Interest Rate (EIR), which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to that asset's net carrying amount on initial recognition.

vi) Dividends

Dividend income is recognised when the Group's right to receive the payment is established.

vii) Cost to obtain a contract

The Group pays sales commission to its channel partners for each contract that they obtain and incurs customer verification expenses. Such costs are deferred over the average expected customer life-cycle provided the estimated average customer life-cycle is higher than twelve months. The Company re-estimates the average customer life cycle on a periodic basis.

b) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. The Company's lease asset classes primarily consist of leases for passive infrastructure for cell sites and immovable properties.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment (Refer Note 5 (m)).

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification i.e. a change in the lease term or a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. The re-measurement of lease liability is done by discounting the revised lease payments using the Group's incremental borrowing rate at the effective date of modification.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Finance lease:

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting period so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating lease:

Rental income from operating lease is recognised on a straight line basis over the lease term unless payments to the Group are structured to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increase; such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term. Contingent rents are recognised as income in the period in which they are earned.

The Group enters into agreements which entitle its customers the right to use of specified capacity of dark fibre / bandwidth capacity for a specific period of time. Under such arrangements, the rights to use the specified assets are given for a substantial part of the estimated useful life of such assets. The contracted price received upfront in advance is treated as deferred revenue and is recognised on a straight line basis over the agreement period.

c) Employee benefits

i. Defined Contribution Plan

Contributions to Provident and other funds are funded with the appropriate authorities and charged to the Consolidated Statement of Profit and Loss when the employees have rendered service entitling them to the contributions.

Contributions to Superannuation are funded with the Life Insurance Corporation of India and charged to the Consolidated Statement of Profit and Loss when the employees have rendered service entitling them to the contributions.

The Group has no obligation other than contribution payable to these funds.

ii. Defined Benefit Plan

The Group has a defined benefit gratuity plan which is a combination of funded plan and unfunded plan. In case of funded plan, the Group makes contribution to a separately administered fund with the Insurance companies. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimation of the payments. Any deficit in plan assets managed by Insurance companies as compared to the liability based on an independent actuarial valuation is recognised as a liability. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method, with actuarial valuations being carried out at periodic intervals.

Re-measurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Consolidated balance sheet with a corresponding charge or credit to Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to Consolidated statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the Consolidated statement of profit and loss:

- Service costs; and
- Net interest expense or income

iii. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of salaries, wages, Long Term Incentive Plan (LTIP) and other short term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Provision for leave benefits to employees is based on actuarial valuation done by projected unit credit method at the reporting date. The related re-measurements are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise.

iv. Share- based payments

Equity-settled share-based payments to employees for options granted by the Group to its employees are measured at the fair value of the equity instruments at the grant date.

Stock option of Vodafone Group Plc (VGPLc) granted to the employees of the Group are accounted as cash-settled share based payments by the Group.

The fair value determined at the grant date of the equity settled share-based payments is expensed over the period in which the performance or service conditions are fulfilled, based on the Group's estimate of stock options that will eventually vest, with a corresponding increase in equity. The fair value of the cash settled share-based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of stock option that will eventually vest, with a corresponding increase in liability. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Consolidated statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve or liability as applicable.

In respect of cancellation of unvested stock options, the amount already charged as share based payment expense is reversed under the same head in the Consolidated Statement of Profit and Loss. In respect of cancellation/expiration of vested stock options, the amount already charged as share based payment expense is adjusted against Retained earnings in Other Equity.

In respect of modification such as re-pricing of existing stock option, the difference in fair value of the option on the date of re-pricing is accounted for as share based payment expense over the remaining vesting period.

d) Annual Revenue Share License Fees and Spectrum Usage Charges

The variable license fees and annual spectrum usage charges, computed basis of adjusted gross revenue, are charged to the Consolidated Statement of Profit and Loss in the period in which the related revenue arises as per the license agreement of the licensed service area at prescribed rate.

e) Foreign currency transactions

The Group's financial statements are presented in Indian Rupees (Rs.) which is also the Group's functional currency.

Transactions in foreign currencies are initially recorded at the Rs. spot rate on the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised on net basis within finance cost in the Consolidated Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recognised using the exchange rates at the dates of the initial transactions.

f) Exceptional items

Items of income or expense which are non-recurring or outside of the ordinary course of business and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group are disclosed as exceptional items in the Consolidated Statement of Profit and Loss.

g) Taxes

Income tax expense represents the sum of current tax and deferred tax.

i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax is based on the taxable income and calculated using the applicable tax rates and tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the differences will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at the end of each reporting date and are recognised to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation statute.

h) Current / Non – Current Classification

An asset is classified as current when

a) It is expected to be realized or consumed in the respective company's normal operating cycle;
b) It is held primarily for the purpose of trading;
c) It is expected to be realized within twelve months after the reporting period; or
d) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Any asset not conforming to the above is classified as non-current.

A liability is classified as current when

a) It is expected to be settled in the normal operating cycle of the respective companies;
b) It is held primarily for the purposes of trading;
c) It is expected to be settled within twelve months after the reporting period; or
d) The respective companies have no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Any liability not conforming to the above is classified as non-current.

i) Property, Plant and Equipment

Property, Plant and Equipment (PPE) and Capital work in progress (CWIP) held for use in the rendering of services and supply of goods, or for administrative purposes, are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of Property, Plant and Equipment, non-refundable duties and borrowing cost relating to qualifying assets. CWIP represents cost of property, plant and equipment not ready for intended use as on the reporting date. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance costs are recognised in the Consolidated statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Freehold land is not depreciated. Depreciation on all other assets under PPE commences once such assets are available for use in the intended condition and location. Depreciation is provided using straight-line method on pro rata basis over their estimated useful economic lives as given below. The useful life is taken as prescribed in Schedule II to the Companies Act, 2013 except where the estimated useful economic life has been assessed to be lower.

Asset Retirement Obligation (ARO) is capitalized when it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. ARO is measured based on present value of expected cost to settle the obligation.

Particulars	Estimated useful life (in years)
Buildings	25 to 30
Leasehold Improvements	Period of lease or 10 years whichever is lower
Plant Machinery	
Network Equipments	7 to 9
Optical Fibre	15
Other Plant and Equipment	2 to 5
Computers and servers	3 to 5
Furniture and Fixtures	5 to 10
Office Equipments	3 to 5
Vehicles	2 to 5
RoU Assets	
Land & Building	Over the period of Lease
Cell Sites	Over the period of Lease
Bandwidth (IRU)	Over the period of Lease
Others	3 to 5

An item of property, plant and equipment and any significant part which meets the criteria for asset held for sale will be reclassified from property, plant and equipment to asset held for sale. When any significant part of property, plant and equipment is discarded or replaced, the carrying value of discarded / replaced part is derecognized. Any gains or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated statement of profit and loss on the date of retirement or disposal.

j) Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property.

Investment properties are measured initially at their cost including transaction cost. Investment properties are subsequently measured at historical cost less accumulated depreciation and impairment loss.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the carrying value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in consolidated statement of profit and loss in the period of derecognition.

Depreciation is charged so as to write off the cost of investment properties using the straight-line method, over the leasehold period or estimated useful lives, whichever is lower.

k) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles are not capitalised and the related expenditure is reflected in the Consolidated statement of profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life. The amortisation period, residual value and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the

asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.
Intangible assets are amortised on straight line method as under:

- Cost of spectrum is amortised on straight line method from the date when the related network is ready for intended use over the unexpired period of the spectrum.
- Cost of entry/license fees is amortised on straight line method from the date of launch of circle/ renewal of license over the unexpired period of the license.
- Software, which is not an integral part of hardware, is treated as an intangible asset and is amortised over its useful economic life as estimated by the management between 3 to 5 years.
- Brand - Separately acquired brand is shown at historical cost. Subsequently brand is carried at cost less accumulated amortisation and impairment loss, if any. The Group amortises brand using the straight line method over the estimated useful life of 8 years (refer note 8(3)).

Cost of Intangible assets under development represents cost of intangible assets not ready for intended use as on the reporting date. It includes the amount of spectrum allotted to the Group and related borrowing costs (that are directly attributable to the acquisition or construction of qualifying assets) if any, for which network is not yet ready.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

l) Non – Current Assets Held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and its sale is highly probable. The sale is considered highly probable only when the asset or disposal groups is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and the sale is expected to be completed within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. These are not depreciated or amortised once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the Consolidated Balance Sheet.

Non-current assets that ceases to be classified as held for sale are measured at lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

m) Impairment of Non – Financial Assets

Tangible (including RoU Assets) and Intangible assets are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, an appropriate valuation model is used. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, an impairment loss is recognised in Consolidated Statement of Profit and Loss by reducing the carrying amount of the asset (or cash generating unit) to its recoverable amount.

For assets excluding goodwill, impairment losses recognized in the earlier periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. If such indication exists, the Group estimates the asset's (or cash generating unit's) recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in estimates used to determine the assets' recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had such impairment loss not been recognised for the asset (or cash generating unit) in prior years. Any reversal of an impairment loss is recognised immediately in the Consolidated statement of profit and loss.

n) Investment in Associates and Joint Arrangements

Investments in joint arrangements are classified as either joint operations or joint venture. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Associates are all entities over which the group has significant influence but not control or joint control.

Significant influence is the power to participate in the financial and operating policy decisions of the investee.

Investments in joint venture and associates are initially recognised at cost and subsequently accounted for using the equity method of accounting in the consolidated financial statements of the group as per Ind AS 28 – Investments in Associates and Joint venture.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint venture are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investee equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the equity-accounted investee. If the equity-accounted investee subsequently reports profits, the Group resumes recognizing its share of those profits only after its share of profits equals the share of losses not recognised.

Unrealized gains on transactions between the group and its associate and joint venture are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The entire carrying amount of the investment (including goodwill) is tested for impairment if there is objective evidence indicating impairment. Impairment is tested in accordance with Ind AS 36 – Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any reversal of the impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

o) Borrowing Costs

Borrowing Costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

p) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

q) Cash and cash equivalents

Cash and cash equivalents in the Consolidated balance sheet comprise of cash at bank and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of consolidated cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

r) Financial Instruments

Initial recognition and measurement

Financial Instruments (assets and liabilities) are recognised when the Group becomes a party to a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than those designated as fair value through profit or loss (FVTPL), are added to or deducted from the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the Consolidated statement of profit and loss.

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

i. Financial assets

All regular way purchase or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets:
a) Financial assets measured at amortised cost
b) Financial assets measured at fair value through profit or loss (FVTPL)
c) Financial assets measured at fair value through other comprehensive income (FVTOCI) – The Group does not have any assets classified as FVTOCI.

I. Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the instruments give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.

The EIR amortisation is included in other income in the Consolidated statement of profit and loss. The losses arising from impairment are recognised in the Consolidated statement of profit and loss. This category generally applies to trade and other receivables, loans, etc.

II. Financial assets measured at FVTPL

FVTPL is a residual category for financial assets in the nature of debt instruments. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Consolidated statement of profit and loss. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either

  - the Group has transferred substantially all the risks and rewards of the asset, or

  - the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Debt instruments measured at amortised cost e.g., loans and bank deposits
- Trade receivables
- Other Financial assets not designated as FVTPL

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.
ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables (including lease receivables). The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For the purpose of measuring the expected credit loss for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 13.

ii. Financial liabilities

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the EIR method or at FVTPL.

a. Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Consolidated statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Consolidated statement of profit and loss.

b. Financial liabilities at FVTPL

Financial liabilities are classified as FVTPL when the financial liabilities are held for trading or are designated as FVTPL on initial recognition. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. In case, an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Consolidated Statement of Profit and Loss.

iii. Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to manage its foreign currency risks and interest rate risks, respectively. These derivative instruments are not designated as cash flow, fair value or net investment hedges and are entered into for period consistent with currency and interest exposures. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Consolidated statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative instrument. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

iv. Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

s) Fair value measurement

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) (a) on the date of the event or change in circumstances that caused the transfer or (b) at the end of each reporting period or (c) at the beginning of each reporting period.

t) Dividend distribution to equity holders

Dividends paid / payable along with applicable taxes are recognised when it is approved by the shareholders. In case of interim dividend, it is recognised when it is approved by the Board of Directors and distribution is no longer at the discretion of the Company. A corresponding amount is accordingly recognised directly in equity.

u) Earnings per share

The earnings considered in ascertaining the Group's Earnings per share (EPS) is the net profit/ (loss) after tax.
EPS is disclosed on basic and diluted basis. Basic EPS is computed by dividing the profit / (loss) for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

v) Provisions and Contingent Liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Consolidated statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

i. Asset Retirement Obligation (ARO)

ARO is provided for those lease arrangements where the Group has a binding obligation to restore the said location / premises at the end of the period in a condition similar to inception of the arrangement. The restoration and decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the Consolidated statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

ii. Contingent Liabilities

A Contingent Liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent Assets are not recognised.

iii. Onerous Contract

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

w) Business Combinations

Business Combinations are accounted for using Ind AS 103 'Business Combination'. Acquisitions of businesses are accounted for using the acquisition method unless the transaction is between entities under common control.

Acquisition related costs are recognized in the Consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognized at their respective fair value at the acquisition date, except certain assets and liabilities required to be measured as per applicable standards.

Purchase consideration in excess of the Group's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration, after reassessment of fair value of net assets acquired, is recognised as capital reserve.

Business Combinations arising from transfer of interests in entities that are under common control and entities which results in formation of joint venture, where one of the combining entities does not obtain control of the other combining entity or entities, accounted using pooling of interest method wherein, assets and liabilities of the combining entities are reflected at their carrying value. No adjustment is made to reflect fair values, or recognize any new assets or liabilities other than those required to harmonise accounting policies. The identity of the reserves is preserved and appears in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor.

x) New Amendments adopted during the year

i) Amendments to Ind AS

MCA vide notification no. G.S.R. 255(E) dated March 23, 2022 has issued Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends following Ind AS:

- Ind AS 103 Business Combinations
- Ind AS 109 Financial Instruments
- Ind AS 16 Property, Plant and Equipment
- Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets
- Ind AS 106 Exploration for and Evaluation of Mineral Resources

The amendments are applicable for annual periods beginning after April 1, 2022, however, these do not have material impact on the Financial Statements of the Company.

ii) **Amendments to Ind AS issued but not yet effective**

MCA vide notification no. G.S.R. 242(E) dated March 31, 2023 has issued Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends following Ind AS:

- Ind AS 101 First Time Adoption of Indian Accounting Standards
- Ind AS 102 Shared based Payment
- Ind AS 12 Income Taxes
- Ind AS 107 Financial Instrument Disclosures
- Ind AS 103 Business Combinations
- Ind AS 109 Financial Instruments
- Ind AS 115 Revenue from Contracts with Customers
- Ind AS 1 Presentation of Financial Statements
- Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Ind AS 34 Interim Financial Reporting

The amendments are applicable for annual periods beginning after April 1, 2023. The company has evaluated the amendments and the impact is not expected to be material.

6. Use of estimates, assumptions and judgments

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures including the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require an adjustment to the carrying amount of assets or liabilities in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialise.

The Group has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Estimates and Assumptions

i. Taxes

The respective companies provide for tax considering the applicable tax regulations and based on reasonable estimates. Management periodically evaluates positions taken in the tax returns giving due considerations to tax laws and establishes provisions in the event if required as a result of differing interpretation or due to retrospective amendments, if any.

Deferred tax asset (DTA) is recognized only when and to the extent there is convincing evidence that the respective companies will have sufficient taxable profits in future against which such assets can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies, recent business performance and developments.

Minimum alternative tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the respective companies will pay normal income tax and will be able to utilize such credit during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Consolidated Statement of Profit and Loss and is included in Deferred Tax Assets. The respective companies review the same at each balance sheet date and if required, writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that respective companies will be able to absorb such credit during the specified period. Further details about taxes refer note 52 and 53.

ii. Defined benefit plans (gratuity and compensated absences benefits)

The Group's obligation on account of gratuity and compensated absences is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date. The parameter subject to frequent changes is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables in India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 51(A).

iii. Allowance for Trade receivable

For the purpose of measuring the expected credit loss for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 13.

iv. Useful life of Property, Plant and Equipment and Intangible assets

The useful life to depreciate or amortise property, plant and equipment and Intangible assets respectively is based on technical obsolescence, nature of assets, estimated usage of the assets, operating conditions of the asset, and manufacturers' warranties, maintenance and support period, etc. The charge for the depreciation or amortisation is derived after considering the expected residual value at end of the useful life.

The residual values, useful lives and methods of depreciation or amortisation of property, plant and equipment and Intangible assets respectively are reviewed by the management at each financial year end and adjusted prospectively over the remaining useful life.

v. Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain specific estimates such as Group's credit rating.

vi. Leases-Estimate of lease period

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised.

vii. Provisions and Contingent Liabilities

Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Evaluations of uncertain provisions and contingent liabilities and assets requires judgement and assumptions regarding the probability of realization and the timing and amount, or range of amounts, that may ultimately be incurred. Such estimates may vary from the ultimate outcome as a result of differing interpretations of laws and facts. Refer note 43 for further details about Contingent liabilities.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 7
Property, plant and equipment (including RoU Assets)

Particulars	Freehold land^	Buildings^	Leasehold Improvement	Plant and machinery[3]	Furniture and fixtures	Office equipments	Vehicles	RoU Assets (refer note 45)	Total
Cost									
As at April 1, 2021	189	5,120	879	955,912	1,396	2,050	1,014	301,904	1,268,464
Additions	-	-	-	42,741	8	71	2	73,858	116,680
Disposals/Adjustments	-	-	(21)	(10,969)	(103)	(175)	(212)	(12,629)	(24,109)
As at March 31, 2022	189	5,120	858	987,684	1,301	1,946	804	363,133	1,361,035
Additions	-	-	1	28,620	49	140	-	186,844	215,654
Disposals/Adjustments	-	(3)	(18)	(9,392)	(30)	(136)	(93)	(13,511)	(23,183)
Assets reclassified as AHFS (refer note 41(viii))	-	-	-	-	-	-	-	(780)	(780)
As at March 31, 2023	189	5,117	841	1,006,912	1,320	1,950	711	535,686	1,552,726
Accumulated Depreciation									
As at April 1, 2021	-	926	731	552,693	1,246	1,878	868	134,418	692,760
Depreciation charge for the year	-	197	45	82,514	85	141	90	63,497	146,569
Disposals/Adjustments[2]	-	-	(20)	(10,343)	(89)	(172)	(191)	(3,806)	(14,621)
As at March 31, 2022	-	1,123	756	624,864	1,242	1,847	767	194,109	824,708
Depreciation charge for the year	-	197	39	79,976	27	119	32	62,194	142,584
Disposals/Adjustments[2]	-	(1)	(17)	(9,183)	(30)	(135)	(91)	(3,257)	(12,714)
Assets reclassified as AHFS (refer note 41(viii))	-	-	-	-	-	-	-	(63)	(63)
As at March 31, 2023	-	1,319	778	695,657	1,239	1,831	708	252,983	954,515
Net Book Value									
As at March 31, 2023	189	3,798	63	311,255	81	119	3	282,703	598,211
As at March 31, 2022	189	3,997	102	362,820	59	99	37	169,024	536,327

Footnotes:

[1] Refer note 21(C) for assets pledged as securities towards funded and non-funded based facilities.

[2] Disposals / Adjustments include accelerated depreciation charge of Rs. Nil (March 31, 2022 : Rs. 137 Mn) on account of network re-alignment and integration cost and disclosed under exceptional items (refer note 40).

[3] Plant & Machinery and CWIP includes certain assets acquired on extended credit terms for which the title will be transferred to the company upon final payment to the equipment suppliers as per the contract terms. Gross Block, Net Block and CWIP of such assets as on March 31, 2023 is Rs. 35,496 Mn, Rs. 22,955 Mn and 8 Mn (March 31, 2022 : Rs. 33,708 Mn, Rs. 25,262 Mn and Rs. 27 Mn) respectively.

^Include's certain immovable properties acquired as part of past mergers and acquisitions registered in the name of erstwhile companies.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

The following is ageing schedule of Capital work-in-progress :

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2023					
Projects in progress	2,865	84	2	52	3,003
Total	**2,865**	**84**	**2**	**52**	**3,003**
As at March 31, 2022					
Projects in progress	3,127	60	-	52	3,239
Total	**3,127**	**60**	**-**	**52**	**3,239**

Note - Project in Progress are reviewed by the management on regular basis and deployed as per business requirement.

Note 8
Intangible assets

Particulars	Entry / license fees and spectrum	Brand	Computer - Software	Total
Cost				
As at April 1, 2021	**1,528,795**	**26,225**	**24,502**	**1,579,522**
Additions	20,071	-	1,862	21,933
Disposals/Adjustments	(18,421)	-	(4)	(18,425)
As at March 31, 2022	**1,530,445**	**26,225**	**26,360**	**1,583,030**
Additions	17,348	-	3,047	20,395
Disposals/Adjustments	-	-	(183)	(183)
As at March 31, 2023	**1,547,793**	**26,225**	**29,224**	**1,603,242**
Accumulated Amortisation				
As at April 1, 2021	**448,215**	**12,300**	**19,807**	**480,322**
Amortisation charge for the year	84,377	1,901	2,996	89,274
Disposals/Adjustments	(18,421)	-	(4)	(18,425)
As at March 31, 2022	**514,171**	**14,201**	**22,799**	**551,171**
Amortisation charge for the year	82,245	2,774	2,894	87,913
Disposals/Adjustments	-	-	(183)	(183)
As at March 31, 2023	**596,416**	**16,975**	**25,510**	**638,901**
Net Book Value				
As at March 31, 2023	**951,377**	**9,250**	**3,714**	**964,341**
As at March 31, 2022	**1,016,274**	**12,024**	**3,561**	**1,031,859**

Footnotes:

(1) Refer note 21(C) for assets pledged as securities towards funded and non-funded facilities.

(2) As at March 31, 2023, Entry / license fee and spectrum gross block Rs. 28,162 Mn and Net block Rs.6,774 Mn range from 0.9 years to 4.4 years and Entry / license fee and spectrum gross block Rs. 1,519,631 Mn and Net block Rs. 944,604 Mn range from 7 years to 19.38 years. As at March 31, 2022, Entry / license fee and spectrum gross block Rs. 28,162 Mn and Net block Rs. 11,253 Mn range from 1.9 years to 5.4 years and Entry / license fee and spectrum gross block Rs. 1,502,283 Mn and Net block Rs. 1,005,021 Mn range from 8 years to 19.5 years.

(3) During the year, the company has reassessed the estimated useful life of Vodafone brand and accordingly, revised it from 10 years to 8 years and taken an additional amortisation charge of Rs. 866 Mn.

The following is ageing schedule of Intangible assets under development :

Intangible assets under development	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2023					
Projects in progress[1]	175,761	-	-	-	175,761
Total	**175,761**	**-**	**-**	**-**	**175,761**
As at March 31, 2022					
Projects in progress	375	29	-	-	404
Total	**375**	**29**	**-**	**-**	**404**

(1) Includes item referred in 41(v)

(2) Project in Progress are reviewed by the management on regular basis and deployed as per business requirement.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 9
Investments accounted for using the equity method

Particulars	As at March 31, 2023	As at March 31, 2022
Investment (Unquoted)		
Investments in Equity Instruments of Associate		
Aditya Birla Idea Payments Bank Limited (ABIPBL) 278,793,750 fully paid equity shares of Rs. 10 each	2,788	2,788
Add: Group's share of loss of ABIPBL	(1,192)	(1,192)
Less: Impairment provision	(1,596)	(1,596)
Total investment in associate (A)	-	-
Investments in Equity Instruments of Joint Venture		
Firefly Networks Limited ('FNL') 1,000,000 fully paid equity shares of Rs. 10 each	10	10
Add: Group's share of profit of FNL	48	43
Total investment in joint venture (B)	**58**	**53**
Other Investments (FVTPL)		
Equity instruments	-*	-*
Total other investments (C)	**-***	**-***
Total (A+B+C)	**58**	**53**

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Note 10
Other non-current financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
Deposits with body corporate and others (includes amount referred in Note 55)		
- Considered Good	5,787	6,058
- Considered Doubtful	300	281
Deposits and balances with government authorities		
- Considered Good	302	356
- Considered Doubtful	726	692
Interest receivable	12	9
Margin money deposits	1,191	865
Settlement Asset (refer note 41(vi))	81,209	81,204
	89,527	**89,465**
Allowance for doubtful advances (refer note 47)	(1,026)	(973)
Total	**88,501**	**88,492**

Note 11
Other non-current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Capital advances		
- Considered Good	19	89
- Considered Doubtful	42	33
Prepaid expenses	319	377
Advance income tax (Net)	33,961	39,943
GST recoverable		
- Considered Good	-*	176
- Considered Doubtful	55	55
Costs to obtain a contract with the customer (refer note 44)	8,663	10,593
Others (consisting mainly deposit against demands which are appealed against / subjudice)		
- Considered Good	60,426	60,324
- Considered Doubtful	1,406	1,408
	104,891	**112,998**
Allowance for doubtful advances (refer note 47)	(1,503)	(1,496)
Total	**103,388**	**111,502**

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 12
Inventories

Particulars	As at March 31, 2023	As at March 31, 2022
Trading Goods	163	23
Total	**163**	**23**

Note 13
Trade receivables (Unsecured, unless otherwise stated) (includes amount referred in note 55)

Particulars	As at March 31, 2023	As at March 31, 2022
Billed Receivable - Considered good	26,018	29,138
Billed Receivable - Credit impaired	1,246	1,227
Allowance for doubtful debts (refer note 47)	(10,732)	(10,801)
	16,532	**19,564**
Unbilled Receivables - Considered good	5,128	5,044
Allowance for doubtful debts (refer note 47)	(20)	(169)
	5,108	**4,875**
Total	**21,640**	**24,439**

Trade receivable are secured for amounts receivable from certain parties who have provided security deposits of Rs. 202 Mn (March 31, 2022 : Rs. 243 Mn)

The following is ageing schedule of trade receivables :

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2023						
Trade Receivables - Billed						
(i) Undisputed Trade receivables - considered good	14,200	3,148	2,583	1,401	4,404	25,736
(iii) Undisputed Trade Receivables – credit impaired	1	-	1	-	1,244	1,246
(ii) Disputed Trade receivables - considered good	-	-	-	-	282	282
	14,201	**3,148**	**2,584**	**1,401**	**5,930**	**27,264**
Less : Allowance for doubtful trade receivables - Billed						(10,732)
						16,532
Trade receivables - Unbilled						5,128
Less : Allowance for doubtful trade receivables - Unbilled						(20)
						5,108
Total						**21,640**
As at March 31, 2022						
Trade Receivables - Billed						
(i) Undisputed Trade receivables - considered good	16,634	1,874	3,696	3,394	3,258	28,856
(iii) Undisputed Trade Receivables – credit impaired	1	1	-	-	1,225	1,227
(ii) Disputed Trade receivables - considered good	-	-	-	-	282	282
	16,635	**1,875**	**3,696**	**3,394**	**4,765**	**30,365**
Less : Allowance for doubtful trade receivables - Billed						(10,801)
						19,564
Trade receivables - Unbilled						5,044
Less : Allowance for doubtful trade receivables - Unbilled						(169)
						4,875
Total						**24,439**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 14
Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks		
- In current accounts	2,099	14,141
- In deposit accounts (having maturity less than 3 months)	18	291
Cheques on hand	155	68
Cash on hand	16	32
Total	**2,288**	**14,532**

Note 15
Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Margin money deposits[(1)]	5,535	19,703
Fixed deposits with banks having maturity of 3 to 12 months	59	57
Earmarked bank balance towards dividend	1	2
Earmarked balances[(2)]	485	489
Held in escrow account[(3)]	186	183
Total	**6,266**	**20,434**

[(1)] Includes fixed deposit of Rs. 2,103 Mn (March 31, 2022: Rs.4,274 Mn) having maturity of 3 to 12 months held with banks as margin money deposit against bank guarantees and letter of credits issued by banks for a period ranging from 1 to 5 years (March 31, 2022: 1 to 7 years)

[(2)] Contribution received by Vodafone Foundation towards CSR activities.

[(3)] Represents cash received from participating merchant establishments and customers in accordance with the Reserve Bank of India guidelines. The balance can only be used for the purpose of making payment to participating merchants and other permitted payments.

Note 16
Other current financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
Interest Receivable	100	437
Deposits with body corporate and others	3	7
Deposits and balances with government authorities	2	23
Derivative assets at fair value through profit or loss	15	-
Other receivables (includes amount referred in note 55)	274	289
Total	**394**	**756**

Note 17
Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
GST recoverable		
- Considered Good	85,560	88,267
- Considered Doubtful	850	820
Prepaid expenses	1,295	1,804
Costs to obtain a contract with the customer (refer note 44)	20,404	11,511
Others		
- Considered Good (includes amount referred in note 51)	526	558
- Considered Doubtful	551	637
	109,186	103,597
Allowance for doubtful advances (refer note 47)	(1,401)	(1,457)
Total	**107,785**	**102,140**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 18
Assets classified as held for sale

Particulars	As at March 31, 2023	As at March 31, 2022
Leasehold land (refer note 41(viii))	493	-
Total	**493**	**-**

Note 19
Equity share capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	Numbers	Amount	Numbers	Amount
EQUITY SHARE CAPITAL				
Authorised share capital				
Equity Shares of Rs.10 each	70,000,000,000	700,000	70,000,000,000	700,000
Preference shares of Rs. 10 each	5,000,000,000	50,000	5,000,000,000	50,000
	75,000,000,000	**750,000**	**75,000,000,000**	**750,000**
Issued, subscribed and paid-up share capital				
Equity Shares of Rs. 10 each fully paid up	48,679,689,205	486,797	32,118,847,885	321,188
	48,679,689,205	**486,797**	**32,118,847,885**	**321,188**

(a) Reconciliation of number of shares outstanding

Particulars	As at March 31, 2023		As at March 31, 2022	
	Numbers	Amount	Numbers	Amount
Equity shares outstanding at the beginning of the year	32,118,847,885	321,188	28,735,389,240	287,354
Issue of shares on preferential basis (refer note 41(ii))	-	-	3,383,458,645	33,834
Issue of share pursuant to conversion of convertible share warrants(refer note 41(iii))	427,656,421	4,277	-	-
Issue of shares to Government of India (refer note 3)	16,133,184,899	161,332	-	-
Equity shares outstanding at the end of the year	48,679,689,205	486,797	32,118,847,885	321,188

(b) Terms/ rights attached to issued, subscribed and paid up equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholders	As at March 31, 2023		As at March 31, 2022	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of Rs. 10 each fully paid				
Department of Investment and Public Asset Management (Government of India)	16,133,184,899	33.14%	-	-
Euro Pacific Securities Limited	5,593,277,865	11.49%	5,165,621,444	16.08%
Grasim Industries Limited	3,317,566,167	6.82%	3,317,566,167	10.33%
Oriana Investments PTE Ltd	2,993,171,886	6.15%	2,993,171,886	9.32%
Prime Metals Limited	2,756,484,727	5.66%	2,756,484,727	8.58%
Mobilvest	1,675,994,466	3.44%	1,675,994,466	5.22%
Vodafone Telecommunications (India) Limited	1,624,511,788	3.34%	1,624,511,788	5.06%

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(d) Details of promoters holding shares in the Company

Name of the promoters	As at March 31, 2023			As at March 31, 2022		
	Numbers	% holding in the class	% change during the year	Numbers	% holding in the class	% change during the year
Equity shares of Rs. 10 each fully paid						
Euro Pacific Securities Ltd	5,593,277,865	11.49%	-4.59%	5,165,621,444	16.08%	4.95%
Grasim Industries Limited	3,317,566,167	6.82%	-3.51%	3,317,566,167	10.33%	-1.22%
Oriana Investments PTE LTD	2,993,171,886	6.15%	-3.17%	2,993,171,886	9.32%	1.85%
Prime Metals Ltd	2,756,484,727	5.66%	-2.92%	2,756,484,727	8.58%	0.98%
Mobilvest	1,675,994,466	3.44%	-1.78%	1,675,994,466	5.22%	-0.61%
Vodafone Telecommunications (India) Limited	1,624,511,788	3.34%	-1.72%	1,624,511,788	5.06%	-0.60%
Trans Crystal Ltd	1,461,143,311	3.00%	-1.55%	1,461,143,311	4.55%	-0.54%
Asian Telecommunications Investments (Mauritius) Limited	980,469,868	2.01%	-1.04%	980,469,868	3.05%	-0.36%
Elaine Investments PTE LTD	861,128,643	1.77%	-0.91%	861,128,643	2.68%	-0.32%
Al - Amin Investments Ltd.	812,744,186	1.67%	-0.86%	812,744,186	2.53%	-0.30%
Hindalco Industries Ltd.	751,119,164	1.54%	-0.80%	751,119,164	2.34%	-0.28%
CC II Mauritius INC	446,059,752	0.92%	-0.47%	446,059,752	1.39%	-0.16%
IGH Holdings Private Limited	407,528,454	0.84%	-0.43%	407,528,454	1.27%	-0.15%
Birla TMT Holdings Private Limited	353,798,538	0.73%	-0.37%	353,798,538	1.10%	-0.13%
Omega Telecom Holdings Private Limited	279,017,784	0.57%	-0.30%	279,017,784	0.87%	-0.10%
Pilani Investment And Industries Corporation Limited	109,028,530	0.22%	-0.12%	109,028,530	0.34%	-0.04%
Usha Martin Telematics Limited	91,123,113	0.19%	-0.10%	91,123,113	0.28%	-0.03%
Mr. Kumar Mangalam Birla	864,906	0.00%	0.00%	864,906	0.00%	0.00%
Total	**24,515,033,148**	**50.36%**	**-24.63%**	**24,087,376,727**	**74.99%**	**2.95%**

(e) Shares reserved for issue under options

Refer Note 50 for details of shares reserved for issue under the employee stock option scheme.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 20
Other Equity

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Capital reserve[1]		
Opening balance	(88,460)	(88,460)
Change during the year	-	-
Closing balance (A)	**(88,460)**	**(88,460)**
(ii) Capital reduction reserve [2]		
Opening balance	277,787	277,787
Change during the year	-	-
Closing balance (B)	**277,787**	**277,787**
(iii) Debenture redemption reserve [3]		
Opening balance	4,408	4,408
Change during the year	-	-
Closing balance (C)	**4,408**	**4,408**
(iv) Securities premium		
Opening balance	1,095,861	1,084,698
Allotment of Equity Share Capital (net of issue expense of Rs 42 Mn (March 31, 2022 : Rs 3 Mn) (refer note 41(ii) and 41(iii))	43	11,163
Closing balance (D)	**1,095,904**	**1,095,861**
(v) Amalgamation adjustment deficit account[4]		
Opening balance	(488,444)	(488,444)
Change during the year	-	-
Closing balance (E)	**(488,444)**	**(488,444)**
(vi) General Reserve [5]		
Opening balance	1,562	1,562
Change during the year	-	-
Closing balance (F)	**1,562**	**1,562**
(vii) Retained Earnings		
Opening balance	(1,743,600)	(1,461,546)
Profit/(Loss) for the year	(293,011)	(282,454)
Other Comprehensive Income/(loss) recognised directly in retained earnings	111	89
Share-based payments expenses (refer note 50)	12	311
Adjustment on account of settlement of financial liability (refer note 3)	3,305	-
Closing balance (G)	**(2,033,183)**	**(1,743,600)**
(viii) Employee stock options reserve		
Opening balance	50	361
Share-based payments expenses (refer note 50)	(12)	(311)
Closing balance (H)	**38**	**50**
(ix) Convertible Share Warrants		
Opening balance	-	-
Issue of convertible share warrants (refer note 41(iii))	4,362	-
Conversion of convertible share warrants into equity shares (refer note 41(iii))	(4,362)	
Closing balance (I)	**-**	**-**
Total (A+B+C+D+E+F+G+H+I))	**(1,230,388)**	**(940,836)**

[1] Capital reserve comprises of capital receipt, received as compensation from an erstwhile Joint Venture partner for failure to subscribe in the equity shares of erstwhile Vodafone India Limited ("VInL") in earlier years, settlement liability created on merger of erstwhile VInL and erstwhile Vodafone Mobile Services Limited ("VMSL") with the Company and impacts pursuant to merger of Aditya Birla Telecom Limited ("ABTL") with the Company.

[2] Capital reduction reserve was created by VInL on distribution of VInL's share in Indus Towers Limited to shareholders of VInL in accordance with capital reduction scheme. This reserve is not available for distribution as dividend.

[3] The Company has incurred losses during the current /previous year. Accordingly, the Company is not required to create any further DRR as per the Act and hence no DRR has been created during the year ended March 31, 2023 and March 31, 2022.

[4] The Company has accounted for the merger of VInL and VMSL with the Company under 'pooling of interest' method. Consequently, investment of VInL in VMSL, share capital of VInL and VMSL has been cancelled. The difference between the face value of shares issued by the Company and the value of shares and investment so cancelled has been recognized in Amalgamation Adjustment Deficit Account of Rs. (488,408) Mn. Also pursuant to merger of Idea Telesystems Limited ("ITL") with the Company, share capital of ITL and investment of the Company have been cancelled. The difference between equity of ITL and investment of the Company of Rs. (36) Mn has been recognized in Amalgamation Adjustment Deficit Account. From utilisation perspective, this is an unrestricted reserve.

[5] Includes Rs. 1,393 not available for distribution as dividend.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 21 (A)

Loans from banks and others

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Loans		
Term Loans		
- Rupee loan from banks	1,351	13,103
Total Secured loans (A)	**1,351**	**13,103**
Unsecured Loans		
Redeemable Non-Convertible Debentures (NCDs)	-	14,954
Optionally Convertible Debentures (OCDs) (refer note 41(iv))	8,000	-
Term Loans		
- Rupee loan from Others	-	306
Total Unsecured Loans (B)	**8,000**	**15,260**
Total (A+B)	**9,351**	**28,363**

Note 21 (B)

Deferred payment obligations (unsecured)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Payment obligation towards Spectrum	1,228,085	1,071,602
Deferred Payment obligation pursuant to AGR judgment (refer note 3)	655,462	659,534
Deferred Payment Others	3	9
Total	**1,883,550**	**1,731,145**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(C) (i) Security clause

Type of Borrowing	Outstanding Secured Loan Amount		Security Offered
	As at March 31, 2023	As at March 31, 2022	
Rupee Loan	9,950	9,950	First Ranking pari passu charge on movable fixed assets of the company excluding [(1)]: a) Spectrum and Telecom licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive telecom infrastructure
Rupee Loan	52,771	66,271	First Ranking pari passu charge on all the movable assets (including current/non current assets), immovable assets and intangible assets of the Company excluding [(1)]: a) Spectrum and Telecom Licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive Telecom Infrastructure
Rupee Loan	3,182	5,000	First Ranking pari passu charge (to be created) on all the movable assets and current assets of the Company excluding: a) Spectrum and Telecom Licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive Telecom Infrastructure d) Cash margin provided against specific facility (present or future)
Rupee Loan	-	22,500	a) a First Ranking exclusive charge by way of hypothecation over all the Fiber Assets owned by one of the Group company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee; c) a First Ranking exclusive mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds. d) Extension of Fixed deposits upto Rs.10,000 Mn out of cash margin given to SBI
Rupee Loan	14,824	-	a) Extension of exclusive first charge by way of hypothecation over the entire fibre assets owned by one of the Group Company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee c) Extension of exclusive charge by way of mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds; d) Extension of exclusive charge on Fixed Deposit of Rs. 2,200 Mn out of cash margin given to SBI.
Sub-Total	**80,727**	**103,721**	
Unamortised upfront fees	(105)	(46)	
Total	**80,622**	**103,675**	

[(1)] Security offered does not cover properties / assets acquired pursuant to amalgamation of VInL and VMSL with the Company, RoU assets and PPE to which the title will be transferred to the company on payment. (refer note 7(3)).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(C) (ii) The Company has also provided charge against certain assets excluding ROU assets and PPE to which the title will be transferred to the company on final payment (refer note 7(3)) for availing non-fund based facility towards bank guarantees/letter of credit including guarantee to DoT with respect to deferred payment obligation towards spectrum, one time spectrum charges and various performance/roll out obligations. The details of the same are as below:

Type of funding	Security Amount		Outstanding Facility Amount		Security Offered
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	
Bank Guarantee and Letter of Credit	20,000	20,000	-	16,025	First Ranking Pari Passu charge on movable (including CWIP) and current assets of the Company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn and c) spectrum and telecom licenses
	26,250	24,250	4,959	19,908	Second Ranking pari passu charge on movable (including CWIP) and current assets of the Company[1]
	90,900	97,500	40,507	78,366	Second Ranking pari passu charge on movable (including CWIP) and current assets of the Company excluding[1] a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn and c) spectrum and telecom licenses
	3,000	3,000	319	319	Second Ranking pari passu charge on movable (including CWIP) assets of the Company [1]
	41,500	41,500	9,646	29,658	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses
	21,500	21,500	1,597	16,147	First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses (ii) Charge on Fixed Deposit of Rs. 722 Mn
	19,350	19,350	-	19,346	a) a first ranking pari passu charge by way of hypothecation over all the Fiber Assets owned by one of the Group company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee; and c) a first ranking pari passu mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds. d) Charge on fixed deposit of Rs. 1,935 Mn
	5,142	5,142	445	4,839	(i) First Ranking pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses (ii) Charge on fixed deposit of Rs. 363 Mn
	10,000	10,000	1,341	8,133	Charge on fixed deposit upto Rs.10,000 Mn
Total	**237,642**	**242,242**	**58,814**	**192,741**	

Note: Apart from this, the Company also has unsecured bank guarantees and letter of credits of Rs. 2,948 Mn. (March 31, 2022: Rs. 30,031 Mn.)

[1] Security offered does not cover properties / assets acquired pursuant to amalgamation of VMSL and VInL with the Company.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(D) Repayment terms of loans from banks and others as on March 31, 2023

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Short term Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans					
a) Rupee Loan [(1)]	31,875	-	-	31,875	a) Repayable in 5 equal quarterly installments of 3.75% each of the total drawn amount starting June, 2023 b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024 c) Repayable in 2 equal quarterly installments of 2.5% each of the total drawn amount starting September, 2026
b) Rupee Loan	9,950	-	-	9,950	Repayable in February, 2024
c) Rupee Loan[(1)]	19,500	-	-	19,500	Repayable in 13 equal quarterly installments starting June, 2023
d) Rupee Loan[(1)]	1,396	-	-	1,396	Repayable in June, 2026
e) Rupee Loan	-	-	14,824	14,824	Repayable in an installment of Rs. 2,500 Mn in May, 2023 and balance repayable in August, 2023
f) Rupee Loan	1,818	1,364	-	3,182	Repayable in 7 equal quarterly installments starting from June, 2023
Sub-Total	**64,539**	**1,364**	**14,824**	**80,727**	
Unamortised upfront fees	(16)	(13)	(76)	(105)	
Sub-Total (A)	**64,523**	**1,351**	**14,748**	**80,622**	
(ii) Unsecured Loans					
a) Foreign currency Loan[(1)]	389	-	-	389	Repayable in April, 2023
b) Rupee Term Loan[(1)]	10,000	-	-	10,000	Repayable in June, 2023
c) Rupee Term Loan[(1)]	5,000	-	-	5,000	Repayable in 2 equal quarterly installments starting April, 2023
d) Rupee Term Loan	306	-	-	306	Repayable in 2 half yearly installments starting from June, 2023
e) 10.90% Redeemable Non Convertible Debentures	15,000	-	-	15,000	Repayable in September, 2023
f) 11.20% Optionally Convertible Debentures	8,000	8,000	-	16,000	Refer note 41(iv)
Sub-Total	**38,695**	**8,000**	**-**	**46,695**	
Unamortised upfront fees	(25)	-	-	(25)	
Sub-Total (B)	**38,670**	**8,000**	**-**	**46,670**	
Grand Total (A+B)	**103,193**	**9,351**	**14,748**	**127,292**	

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(D) Repayment terms of loans from banks and others as on March 31, 2022

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Short term Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans					
a) Rupee Loan [1]	39,375	-	-	39,375	a) Repayable in 9 equal quarterly installments of 3.75% each of the total drawn amount starting June, 2022
					b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024
					c) Repayable in 2 equal quarterly installments of 2.5% each of the total drawn amount starting September, 2026
b) Rupee Loan	-	9,950	-	9,950	Repayable in February, 2024
c) Rupee Loan [1]	25,500	-	-	25,500	Repayable in 17 equal quarterly installments starting June, 2022
d) Rupee Loan [1]	1,396	-	-	1,396	Repayable in June, 2026
e) Rupee Loan [2]	-	-	22,500	22,500	Repayable in June , 2022
f) Rupee Loan	1,818	3,182	-	5,000	Repayable in 11 quarterly equal installments starting from June, 2022
Sub-Total	**68,089**	**13,132**	**22,500**	**103,721**	
Unamortised upfront fees	(17)	(29)	-	(46)	
Sub-Total (A)	**68,072**	**13,103**	**22,500**	**103,675**	
(ii) Unsecured Loans					
a) Foreign currency Loan [1]	1,077	-	-	1,077	Repayable in 3 equal half yearly installments starting April, 2022
b) Foreign currency Loan [1]	3,813	-	-	3,813	Repayable in June 22
c) Foreign currency Loan [1]	3,919	-	-	3,919	Repayable in July 22
d) Rupee Term Loan [1]	40,000	-	-	40,000	Repayable in 4 equal quarterly installments starting September, 2022
e) Rupee Term Loan [1]	10,000	-	-	10,000	Repayable in 4 equal quarterly installments starting October 2022
f) Rupee Term Loan	282	306	-	588	Repayable in Half yearly installments starting from March, 2022 to December, 2023
k) 10.90% Redeemable Non Convertible Debentures	-	15,000	-	15,000	Repayable in September, 2023
Sub-Total	**59,091**	**15,306**	**-**	**74,397**	
Unamortised upfront fees	-	(46)	-	(46)	
Sub-Total (B)	**59,091**	**15,260**	**-**	**74,351**	
Grand Total (A+B)	**127,163**	**28,363**	**22,500**	**178,026**	

[1] Some of the Company's loans are subjected to covenant clauses, whereby the Company is required to meet certain specified financial ratios. The Company has not met certain financial ratios for some of these arrangements, the gross outstanding amount for which as at March 31, 2023 was Rs.68,160 Mn (March 31, 2022 Rs. 125,080 Mn). Accordingly, as at March 31, 2023 loans amounting to Rs. 39,271 Mn (March 31, 2022 Rs. 68,131 Mn)) has been re-classified from non-current borrowings to current maturities of long term debt. As on the reporting date, none of the banks have approached for early repayment.
[2] Periodic reports / statements submitted by the Company to the banks as required are in agreement with the audited / unaudited books of accounts of the Company.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(E) Repayment terms of deferred payment obligations as on March 31, 2023

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) (i) Deferred Payment Liability (DPL) towards spectrum acquired in (refer note 3)				
a) November - 2012 auctions	-	12,714	12,714	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	250,008	250,008	Repayable in 7 equal annual installments starting March, 2026 / September, 2026
c) March - 2015 auctions	-	555,208	555,208	Repayable in 8 equal annual installments starting April, 2026 / Repayable in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	228,963	228,963	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	529	14,614	15,143	Repayable in 16 equal annual installments starting March, 2024
f) August - 2022 auctions (refer note 41(v))	4,483	166,578	171,061	Repayable in 19 equal annual installments starting from August 2023
Sub-Total (A)	5,012	1,228,085	1,233,097	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 3) (B)	-	655,462	655,462	Repayable in 6 equal annual installments starting March , 2026
(iii) Deferred Payment Others (C)	6	3	9	Repayable in monthly installment starting April, 2023
Grand Total (A+B+C)	5,018	1,883,550	1,888,568	

(E) Repayment terms of deferred payment obligation as on March 31, 2022

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Liability (DPL) towards spectrum acquired in (refer note 3)				
a) November - 2012 auctions	-	12,997	12,997	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	254,119	254,119	Repayable in 7 equal annual installments starting March, 2026 / September, 2026
c) March - 2015 auctions	-	561,308	561,308	Repayable in 8 equal annual installments starting April, 2026 / Repayable in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	229,065	229,065	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	-	14,113	14,113	Repayable in 16 equal annual installments starting March, 2024
Sub-Total (A)	-	1,071,602	1,071,602	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 3) (B)	-	659,534	659,534	Repayable in 6 equal annual installments starting March , 2026
(iii) Deferred Payment Others (C)	6	9	15	Repayable in monthly installment starting April, 2022
Grand Total (A+B+C)	6	1,731,145	1,731,151	

(F) Interest rate for Rupee Term Loan ranges from 8.81% to 12.15% (March 31, 2022: from 8.53% to 11.90%). Foreign currency loan for 6.07% (March 31, 2022: from 1.65% to 1.69%) and Deferred Payment obligations from 7.2% to 10% (March 31, 2022: from 7.3% to 10%).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 22
Other non-current financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Security deposits	-	45
Payable for capital expenditure ((includes amount referred in note 7(3))	344	1,459
Interest accrued but not due on deferred payment obligations	66,279	66,957
Total	**66,623**	**68,461**

Note 23
Long term provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity (refer note 51)	150	243
Compensated absences	40	73
Asset retirement obligation (refer note 48)	45	68
Total	**235**	**384**

Note 24
Other non-current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Revenue	4,362	5,070
Total	**4,362**	**5,070**

Note 25
Short term borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Loans		
Short term loan from bank (refer note 21(C) and 21(D))	14,748	22,500
Current maturities of loans from banks and others (refer note 21(C) and 21(D))	64,523	68,072
Unsecured Loans		
Current maturities of loans from banks and others(refer note 21(D))	38,670	59,091
Current maturities of Deferred payment obligations (refer note 21(E))	5,018	6
Total	**122,959**	**149,669**

Note 26
The following is ageing schedule of trade payables :

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2023						
Trade payables - Undisputed	11,759	42,137	5,786	8,814	10,603	79,099
Accrued expenses						57,323
Total						**136,422**
Current						135,364
Non Current						1,058
As at March 31, 2022						
Trade payables - Undisputed	16,745	34,410	9,551	6,501	2,961	70,168
Accrued expenses						62,383
Total						**132,551**
Current						131,699
Non Current						852

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 27

Other current financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Payable for capital expenditure (includes amount referred in 7(3) and 55)	65,708	66,334
Accrual towards One Time Spectrum Charges (OTSC) (refer note 41(vii))	56,449	49,572
Interest accrued but not due on borrowings	10,475	2,648
Unpaid dividend	1	2
Derivative liabilities at fair value through profit or loss (forward contracts)	26	102
Security deposits from customers and others	2,960	3,013
Settlement liability (refer note 41(vi))	17,270	17,265
Others	668	670
Total	**153,557**	**139,606**

Note 28

Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred revenue and advance from customers (1)	26,964	28,297
Taxes, regulatory and statutory liabilities	49,864	47,538
Others (2)	183	183
Total	**77,011**	**76,018**

(1) Revenue recognised during the year from deferred revenue and advance from customers (contract liability) at the beginning of the year is Rs. 28,297 Mn. (March 31, 2022: Rs. 25,194 Mn)

(2) Represents money received from distributors and enterprise customers and outstanding liability to customers and merchants.

Note 29

Short term provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity (refer note 51)	27	66
Compensated absences	29	56
Asset retirement obligation (refer note 48)	91	101
Provision for tax (net of Advance tax of Rs. 117 Mn (March 31, 2022: Rs. 32 Mn))	1	15
Total	**148**	**238**

Note 30

Other operating income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Liabilities no longer required written back	175	70
Miscellaneous receipts	171	101
Total	**346**	**171**

Note 31

Other income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income (includes amount referred in note 55)	2,471	877
Gain on Mutual Funds (including fair value gain/(loss))	290	180
Others	352	237
Total	**3,113**	**1,294**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 32
Employee benefit expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	16,564	15,512
Contribution to provident, gratuity and other funds (refer note 51)	1,115	1,080
Share based payment expenses (ESOS) (refer note 50)[1]	2	(16)
Staff welfare	891	750
Recruitment and training	91	25
Total	**18,663**	**17,351**

[1] includes charge on account of cash settled ESOP Rs. 2 Mn (March 31, 2022: Rs. 6 Mn).

Note 33
Network expenses and IT outsourcing cost

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Security service charges	832	454
Power and fuel	57,667	56,579
Repairs and maintenance - plant and machinery	28,153	26,969
Lease line and connectivity charges	4,501	4,650
Network insurance	667	634
Other network operating expenses	1,427	1,957
IT outsourcing cost	7,536	6,939
Total	**100,783**	**98,182**

Note 34
License fees and spectrum usage charges

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
License fees	31,147	29,120
Spectrum usage charges	8,874	12,868
Total	**40,021**	**41,988**

Note 35
Roaming and access charges

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Roaming charges	3,935	2,286
Access charges	35,056	26,869
Total	**38,991**	**29,155**

Note 36
Subscriber acquisition and servicing expenditure

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of sim and recharge vouchers	3,562	1,059
Commission to dealers and others (refer note 44)	28,367	13,404
Customer verification expenses (refer note 44)	644	294
Collection, telecalling and servicing expenses	3,288	3,917
Customer retention and customer loyalty expenses	919	1,037
Total	**36,780**	**19,711**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 37
Advertisement, business promotion expenditure and content cost

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Advertisement & Business promotion expenditure	2,840	3,560
Content cost	6,572	6,231
Total	**9,412**	**9,791**

Note 38
Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Repairs and maintenance		
Building	157	96
Others	2,764	2,667
Other insurance	8	18
Rates and taxes	120	151
Electricity	591	627
Printing and stationery	45	45
Communication expenses	61	93
Travelling and conveyance	960	463
Bad debts / advances written off	1,170	1,756
Allowances for doubtful debts and advances (refer note 47)	86	479
Loss/(Gain) on disposal of property, plant and equipment (net)	(642)	(679)
Directors Sitting Fees (refer note 55)	10	12
Legal and professional charges(1)	637	608
Audit fees	81	78
CSR expenditure	4	2
Support service charges (refer note 55)	992	397
Miscellaneous expenses(2)	1,830	1,733
Total	**8,874**	**8,546**

(1) Includes certification fees to statutory auditors Rs. 6 Mn (March 31, 2022: Rs. 5 Mn).
(2) Includes out of pocket expenses to statutory auditors Rs. 4 Mn (March 31, 2022: Rs. * Mn).
*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Note 39
Finance costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest		
- On fixed period loan (Net of Rs. 679 Mn. capitalised, March 31, 2022 : Rs. Nil Mn.)(1)	15,122	20,664
- On deferred payment obligation towards spectrum (Net of Rs. 4,196 Mn. capitalised, March 31, 2022 : Rs. Nil Mn.)(1)	104,251	101,665
- On deferred payment obligation pursuant to AGR judgement (refer note 3)	49,576	49,931
- On lease liabilities (refer note 45)	36,173	18,956
- On One Time Spectrum Charges (refer note 41(vii))	6,877	5,674
- Others	15,974	5,953
Other finance charges	2,078	5,586
Total interest expense	**230,051**	**208,429**
Exchange difference (net)	3,583	1,718
Loss/(Gain) on derivatives (including fair value changes on derivatives)	(91)	(339)
Total	**233,543**	**209,808**

(1)The capitalisation rate used to determine amount of borrowing cost to be capitalised is 7.2% to 11.95%.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 40
Exceptional Items (net)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Integration and merger related costs	-	764
Accelerated depreciation on network re-alignment / re-farming	-	(137)
(Loss)/Gain on remeasurement / sale of leasehold land (refer note 41(i) and 41(viii))	(224)	1,266
Others	-	(250)
Total	**(224)**	**1,643**

[1] Amounts given in above Exceptional items (net) note represents Exceptional gain/(loss).

Note 41
Significant transactions / new developments

i) During the previous year, the Group has sold Investment Property (Leasehold land) for a consideration of Rs. 1,870 Mn and accordingly, gain on sale of Investment Property (Leasehold land) of Rs 1,266 Mn (net of expenses) has been recognised as exceptional item.

ii) During the previous year, after the requisite Board and shareholders' approval, the Company, had allotted 3,383,458,645 Equity Shares of face value of Rs. 10 each to entities forming part of promoter / promoter group on preferential basis at a price of Rs. 13.30 per Equity Share, including a premium of Rs. 3.30/- per Equity Share, aggregating Rs. 45,000 Mn.

iii) The Board of Directors of the Company at its meeting held on July 22, 2022 approved issuance of 427,656,421 warrants each convertible into one fully paid-up equity share of face value of Rs. 10/- for cash at a price of Rs.10.20/- to an entity forming part of the promoter group, aggregating upto Rs. 4,362 Mn which were allotted on July 25, 2022. Pursuant to the exercise of the right of conversion attached to the warrants, the Board of Directors of the Company at its meeting held on February 14, 2023 approved conversion of these warrants into equity shares and consequently allotted 427,656,421 equity shares to the promoter group entity.

iv) The Board of Directors of the Company at its meeting held on January 31, 2023 has re-approved issuance of upto 16,000 optionally convertible, unsecured, unrated and unlisted Indian Rupee denominated debentures (OCDs) having a face value of Rs. 1,000,000 each, in one or more tranches, aggregating upto Rs.16,000 Mn, each convertible into 100,000 equity shares of face value of Rs. 10/- each at a conversion price of Rs. 10/- to ATC Telecom Infrastructure Private Limited ('ATC'), a non-promoter of the Company, on a preferential basis. The Capital Raising Committee of the Board of Directors of the Company has, at its meeting held on February 27, 2023 and February 28, 2023, allotted a total of 16,000 number of OCDs to ATC which is redeemable in two equal instalments in August 23 and August 24. Further, as per terms of the agreement, holder of OCDs is entitled to convert OCDs into equity shares of the Company at all time and the Company also has right to convert the outstanding OCDs into equity shares after 1 year of the issuance subject to the Company's equity shares price being equal to or higher than the pre agreed share price.

v) The DoT conducted auctions for various spectrum bands which got concluded on August 1, 2022. The Company successfully bid for its spectrum requirements at a total cost of Rs. 187,863 Mn as under:

- 3300 MHz band in 17 priority circles
- 26 GHz band in 16 circles
- Additional 4G spectrum acquisition in 3 circles i.e. Andhra Pradesh, Karnataka and Punjab

The validity of the above spectrum is for a 20 year period starting from the effective date as mentioned in the Frequency Assignment Letter for respective service areas. As per the payment options available, the Company has chosen the deferred payment option. The Company has capitalised the cost pertaining to additional 4G spectrum amounting to Rs 17,348 Mn and has recorded cost pertaining to 5G spectrum amounting to Rs 170,515 Mn and related borrowing cost of Rs. 4,875 Mn as 'Intangible assets under development'.

vi) The Implementation Agreement entered between the parties defines a settlement mechanism between the Company and the promoters of erstwhile Vodafone India Limited ("VInL") for any cash inflow/outflow that could possibly arise to/by the Company towards settlement of certain outstanding disputes pertaining to the period until May 31, 2018. As at March 31, 2023, the Company had recognized settlement assets amounting to Rs 63,939 Mn. The settlement of such assets recognized was to happen periodically based on cash inflow/ outflow incurred as defined in the Implementation Agreement starting from June 2020 but not beyond June 2025. The Company has classified Rs 17,270 Mn received mainly on account of income tax refund for the period July 2020 till December 2022 as payable to VInL promoters as per the terms of the Implementation Agreement. The balance receivables of Rs 81,209 Mn as at March 31, 2023 is subject to further cash inflows / outflows incurred till June, 2025 and hence, classified as non-current financial assets. The Company believes that it will be able to recover this amount in terms of the Implementation Agreement even if the related liabilities are paid beyond June 2025 based on the deferment of AGR dues availed by the Company. The settlement between the Company and VInL promoters for any cash outflow that could possibly arise shall be subject to requisite approvals, if any, which would be evaluated/obtained at the time of settlement to VInL promoters.

vii) One Time Spectrum Charges (Beyond 4.4 MHz):

During the financial year 2012-13, DoT had issued demand notices towards one time spectrum charges (hereinafter referred to as "OTSC"). The demands on the Company i.e. formerly Idea Cellular Limited have been challenged by way of writ petition before the Bombay High Court (BHC). The erstwhile Vodafone India Limited (VInL) and erstwhile Vodafone Mobile Services Limited (VMSL) had challenged the demands before the TDSAT. The grounds taken before BHC and TDSAT were different though.

On July 4, 2019 TDSAT in its judgement quashed the demands levied on erstwhile VInL and VMSL and inter alia held that:

- For spectrum up to 6.2 MHz, OTSC is not chargeable and accordingly demand set aside.
- For spectrum beyond 6.2 MHz,
  - Allotment after July 1, 2008, OTSC shall be levied from the date of allotment of such spectrum.
  - Allotment before July 1, 2008, OTSC shall be levied from January 1, 2013 till the date of expiry of license.
  - Conditions as stated in para 1 (v) of the impugned order dated December 28, 2012 (given hereunder) is arbitrary and illegal and is accordingly set aside, i.e. Upfront charges in the case of spectrum holding in multiple bands (900 MHz and 1800 MHz), spectrum in 1800 MHz band will be accounted for first, towards the limit of 4.4 MHz was held to be arbitrary and illegal and accordingly set aside.

Thereafter VIL filed an appeal before the Hon'ble Supreme Court against the TDSAT judgement. On March 16, 2020, Hon'ble Supreme Court dismissed the petition filed by the Company challenging the levy of OTSC beyond 6.2 MHz. Following the dismissal of the Company's appeal by the Hon'ble Supreme Court on March 16, 2020, the Company is yet to receive any demand from DoT in line with the TDSAT order. VIL proceedings before the BHC in respect of Idea Cellular Limited remains pending. DoT preferred an appeal against the entire TDSAT judgement and sought stay on the impugned judgement. The matter is pending before the Hon'ble Supreme Court.

The Company, on prudence basis, has recognized a charge for spectrum holding beyond 6.2 MHz in line with the TDSAT order. The amount has been calculated basis the demand computation that was raised by DoT in July 2018 for Bank Guarantees to be given for OTSC in line with the M&A guidelines at the time of merger. Accordingly, the Company has recognised interest cost of Rs. 6,877 Mn (March 31, 2022: Rs. 5,674 Mn) in Statement of Profit and loss.

viii) On March 28, 2023, the Company has entered into a term sheet with a prospective buyer for assignment of certain leasehold rights of land. Accordingly, the Company has reclassified such leasehold land from RoU assets to Assets held for sale (AHFS). As the carrying value of the asset is higher than the expected fair value less cost of sell, the Company has adjusted carrying value of AHFS and recognised re-measurement loss of Rs 224 Mn equivalent to such differences under Exceptional Items. The transaction is subject to conditions precedent mentioned in term sheet and expected to be completed in financial year 2023-2024.

ix) The Board of Directors of the Vodafone Idea Communication Systems Limited ("VICSL"), at its meeting held on August 11, 2021, approved a Scheme of Amalgamation ("the Scheme") for merger of Connect (India) Mobile Technologies Private Limited ("CIMTPL"), a wholly owned subsidiary of the VICSL, with the VICSL under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Scheme was approved by the Ahmedabad bench of National Company Law Tribunal vide its order dated December 22, 2022 and the certified true copy of said order was received on January 3, 2023 which was filed with the Registrar of Companies, Ahmedabad, on January 31, 2023, thereby making the Scheme effective from January 31, 2023. This has been no accounting impact on the consolidated financial statements.

Note 42
Capital and other Commitments

Estimated amount of commitments are as follows:

- Contracts remaining to be executed for capital expenditure (net of advances) and not provided for are Rs. 33,856 Mn (March 31, 2022: Rs. 29,164 Mn).
- Long term contracts remaining to be executed including early termination commitments (if any) are Rs. 26,817 Mn (March 31, 2021: Rs. 32,685 Mn).

Note 43
Contingent Liabilities not provided for

A) Licensing Disputes:

i. OTSC (Less than 4.4 MHz) – Rs. 38,570 Mn (March 31, 2022: Rs. 38,570 Mn):

In FY 2015-16 erstwhile VMSL received demands from DoT towards One time spectrum charges for less than 4.4 MHz pursuant to the transfer of licenses of certain subsidiaries amounting to Rs. 33,495 Mn. The Company believes the charges levied by DoT are not tenable, since the merger guidelines are not applicable considering that the said merger did not involve any intra-circle merger and did not result in increase in spectrum holding of the Company. The Demand is challenged and remains sub-judice at TDSAT.

Also, in FY 2015-16, erstwhile VMSL received demand from DoT towards extension of license of Tamil Nadu circle for making it co-terminus with license of Chennai circle amounting to Rs. 5,075 Mn. The Company believes the charges levied by DoT are not tenable, considering the merger of licenses is as per the guidelines issued by DoT in 2005 and as such does not get covered under as per clause 3 (i) and (m) of the M&A guidelines dated February 20, 2014. The Demand is challenged and remains sub-judice at TDSAT.

ii. Other Licensing Disputes – Rs. 104,033 Mn (March 31, 2022: Rs. 93,911 Mn):

In December 2016, the Company had challenged the TRAI recommendation of levying penalty for allegedly denying points of interconnect (PoIs) to Reliance Jio, citing Telecom Regulatory Authority of India's (TRAI) move "arbitrary and biased" and one which exceeds the sectorial watchdog's jurisdiction. The Honourable Delhi High Court suggested that DoT could consider objections raised by VIL in its plea along with the TRAI recommendations. During the previous year on September 29, 2021, DoT had issued demand notice for imposition of financial penalty amounting to Rs. 20,000 Mn for violation of the provisions of license agreements and standards of Quality of service of basic telephone service (wireline) and SMTS regulation 2009. The Company has filed petition with Hon'ble TDSAT on October 11, 2021 against the demand raised by DoT. In the recent hearing, interim relief has been granted stating no coercive action shall be taken for realisation of penalty under challenge. The matter is yet to be concluded.

- Additional demands towards AGR dues for which the company has written to DoT requesting corrections of certain computational errors, admissible pass-through not considered based on the principles laid down in the AGR judgement (Refer note no 3)

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

- Disputes relating to alleged non-compliance of licensing conditions & other disputes with DoT (including those towards CAF Audit and EMF), either filed by or against the Company and pending before Hon'ble Supreme Court / TDSAT.

- Demands on account of alleged violations in license conditions relating to amalgamation of erstwhile Spice Communications Limited currently sub-judice before the Hon'ble TDSAT.

- Demand with respect to upfront spectrum amounts for continuation of services from February 2, 2012 till various dates in the service areas where the licenses were quashed following the Hon'ble Supreme Court Order.

  In October 2015, DoT issued interim guidelines, wherein Microwave Spectrum held by expired /expiring licenses was declared as being held on a provisional basis subject to final outcome of DoT's decision on recommendation by TRAI on the allocation and pricing of Microwave Spectrum. The interim guidelines issued by DoT are not in line with the understanding provided during the earlier auctions as part of Notice Inviting Application (NIA) for the spectrum auction. Basis the interim guidelines, DoT has instructed the Company to provide an undertaking that the pricing and allocation decisions of DoT would be considered final in this respect. The Company has not provided the said undertaking or signed the agreement being against the express and binding confirmations under NIA. Further TDSAT vide its order dated March 13, 2019 set aside the Impugned guidelines and stated 2006 rates hold to be valid, which should be applied from future date as and when notified by DoT as per the judgment. The Hon'ble Supreme Court vide its order dated November 8, 2019 stayed the TDSAT order and directed the Company to furnish bank guarantee till the next date of hearing. The matter was last listed on October 18, 2022, where Supreme Court directed the Company to file its reply/ counter to DOT's appeal. Accordingly, the implication of the said order is not considered in the financial statement.

B) Other Matters not acknowledged as debt

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax matters (see note i below)	15,140	14,889
Sales tax and entertainment tax matters (see note ii below)	1,564	2,182
Service tax/Goods and Service Tax(GST) matters (see note iii below)	15,231	16,146
Entry tax and customs matters (see note iv below)	5,486	5,251
Other claims (see note v below)	33,873	28,655
Total	**71,294**	**67,123**

i. Income Tax Matters (including Tax deducted at source)
   - Appeals filed by the Group against the demands raised by the Income Tax Authorities relates to disputes on non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors, disputes relating to denial of tax holiday benefit from certain business receipts etc.

     The above matters contested by the Group are pending at various appellate authorities against the tax authorities.

ii. Sales Tax and Entertainment Tax
   - Sales Tax demands mainly relates to the demands raised by the VAT/Sales Tax authorities of few states on Broadband Connectivity, SIM cards etc. on which the Group has already paid Service Tax.
   - Demand of tax for non-submission of Declaration forms viz. C forms & F forms in stipulated time limit.
   - In one state entertainment tax is being demanded on revenue from value added services.

iii. Service Tax/ Goods and Service Tax (GST)

Service Tax / GST demands mainly relates to the following matters:

- Denial of Cenvat credit related to Towers and Shelters.
- Disallowance of Cenvat Credit on input services viewed as ineligible credit
- Demand of service tax on SMS termination charges, Demand of service tax on reversal of input credit on various matters including on removal of passive infrastructure.

iv. Entry Tax and Customs

- Entry Tax disputes pertains to classification / valuation of goods.
- Demand of customs duty/anti-dumping duty on dispute relating to classification issue. The Group has challenged these demands which are pending at various forums.

v. Other claims not acknowledged as debts

- Mainly include consumer forum cases, disputed matters with local Municipal Corporation, Regional Provident Fund Commission and other miscellaneous sub-judiced disputes.
- Disputes with the Electricity Boards on matters relating classification of Mobility Towers into Industrial v/s commercial

The future cash outflows in respect of the above matters are determinable only on receipt of judgments/ decisions from such forums/ authorities. Further, based on the Group's evaluation, it believes that it is not probable that the claims will materialise and therefore, no provision has been recognised for the above.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 44
Movement in costs to obtain or fulfil a contract with a customer

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Balance	22,104	8,028
Costs incurred	28,236	20,969
Less: Cost amortized	(21,273)	(6,893)
Closing balance	**29,067**	**22,104**
Current	20,404	11,511
Non-current	8,663	10,593

Note 45
Leases
(a) Group as lessee

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Particulars	Land & Building	Cell sites	IRU	Others	Total
As at April 1, 2021	**10,436**	**132,460**	**22,531**	**2,059**	**167,486**
Additions[(1)]	1,768	69,505	2,585	-	73,858
Deletions/Adjustments	(263)	(8,554)	(1)	(5)	(8,823)
Depreciation expenses	(2,837)	(57,293)	(2,381)	(986)	(63,497)
As at March 31, 2022	**9,104**	**136,118**	**22,734**	**1,068**	**169,024**
Additions[(1)]	1,817	183,008	2,019	-	186,844
Deletions/Adjustments	(69)	(10,185)	-	-	(10,254)
Assets reclassified as AHFS (refer note 41(viii))	(717)	-	-	-	(717)
Depreciation expenses	(3,047)	(55,901)	(2,528)	(718)	(62,194)
As at March 31, 2023	**7,088**	**253,040**	**22,225**	**350**	**282,703**

[(1)] Additions includes addition of new leases, modification to existing lease in form of lease extension.

Set out below are the carrying amounts of lease liabilities (included under lease liabilities) and the movements during the year:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening	**228,434**	**214,099**
Additions	186,844	73,858
Accretion of interest	36,173	18,956
Payments	(79,039)	(69,397)
Deletion	(10,612)	(9,082)
Closing	**361,800**	**228,434**
Current	111,188	114,109
Non-current	250,612	114,325

The maturity analysis of lease liabilities is disclosed in note 57.

The following are the amounts recognized in statement of profit and loss:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on RoU assets	62,194	63,497
Interest expense on lease liabilities	36,173	18,956
Total amount recognized in profit and loss	**98,367**	**82,453**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(b) Group as lessor

The Group has leased certain Optical Fibre Cables pairs (OFC) on Indefeasible Rights of Use ("IRU") basis under operating lease arrangements. The Group recognised revenue from operating lease of Rs. 510 Mn. (March 31, 2022: Rs. 422 Mn).

Note 46
Details of foreign currency exposures

a. Hedged by a Derivative Instrument

Particulars	As at March 31, 2023	As at March 31, 2022
Foreign Currency Loan		
Foreign Currency Loan in USD	5	111
Equivalent Rs. of Foreign Currency Loan(1)	394	8,607
Trade Payables and Other financial liability		
Trade Payables and Other financial liability in USD	136	30
Interest accrued but not due on Foreign Currency Loans in USD	-	-*
Equivalent Rs. of Trade Payables and Other financial liability(1)	11,342	2,327

(1) Amount in Rs. represents conversion at hedged rate.

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

b. Not hedged by a Derivative Instrument or otherwise

Particulars	As at March 31, 2023	As at March 31, 2022
Foreign Currency Loan		
Foreign Currency Loan in USD	-	5
Equivalent Rs. of Foreign Currency Loan(1)	-	359
Trade Payables and Other financial liability		
In USD	324	512
In EURO	183	172
In GBP	12	12
In Other Currency	-*	-*
Equivalent Rs. of Trade Payables and other financial liability in Foreign Currency(1)	44,246	54,471
Trade Receivables		
In USD	65	77
In EURO	-*	-*
In GBP	-*	-*
Balances with banks-In current accounts in USD	-*	1
Equivalent Rs. of Trade Receivables and bank balances in Foreign Currency(1)	5,398	5,881

(1) Amount in Rs. represents conversion at closing rate.

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 47
Movement of allowances for doubtful debts/advances

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	15,225	14,746
Charged to Statement of Profit and Loss (Net) (refer Note 38)	86	479
Closing Balance [1]	**15,311**	**15,225**

[1] Includes doubtful advance income tax of Rs 629 Mn (March 31, 2022: Rs. 329 Mn).

Note 48
Asset Retirement Obligation

The Group installs equipment's on leased premises to provide seamless connectivity to its customers. In certain cases, the Group may have to incur some cost to remove such equipment's on leased premises. Estimated costs to be incurred for restoration is capitalised along with the assets. The movement of provision as required in Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Assets" is given below:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	169	164
Unwinding of discount	5	5
Utilisation	(38)	-
Closing Balance	**136**	**169**
Current	91	101
Non-current	45	68

Note 49
Segment Information

The Chief Operating Decision maker primarily focusses on Mobility business in making decisions on operating matters and on allocating resources in evaluating performance. Accordingly, the Group operates only in one reportable segment i.e. Mobility and hence no separate disclosure is required for Segment.

Note 50
Share based payments

a) Employee stock option plan - options granted by Vodafone Idea Limited

The Group has granted stock options and restricted stock units (RSU's) under ESOS 2013 to the eligible employees of the Group from time to time. These options, subject to fulfilment of vesting conditions, would vest in 4 equal annual instalments after one year of the grant and the RSU's will vest after 3 years from the date of grant. The maximum period for exercise of options and RSU's is 5 years from the date of vesting. Each option and RSU when exercised would be converted into one fully paid-up equity share of Rs. 10 each of the Company. The options and RSUs granted under the ESOS 2013 scheme carry no rights to dividends and no voting rights till the date of exercise.

The fair value of the share options is estimated at the grant date using Black and Scholes Model, taking into account the terms and conditions upon which the share options were granted.

There were no modifications to the options/RSU's during the year ended March 31, 2023 and March 31, 2022. During the year, certain unvested options were cancelled on non-fulfilment of certain vesting conditions under ESOS 2013. In the current year, Rs. 12 Mn (March 31, 2022: Rs. 311 Mn) is adjusted against Retained earnings in respect of cancellation/expiration of vested stock option.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

As at year ended March 31, 2023 and March 31, 2022, details and movements of the outstanding options are as follows:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Options	Weighted average exercise price (Rs.)	No. of Options	Weighted average exercise price (Rs.)
i) Options granted under ESOS 2013				
Options outstanding at the beginning of the year	319,244	113.50	4,178,076	125.58
Options cancelled during the year	-	-	131,607	124.05
Options expired during the year	39,802	117.55	3,727,225	126.67
Options outstanding at the end of the year	279,442	113.50	319,244	113.50
Options exercisable at the end of the year	279,442	113.50	319,244	113.50
Range of exercise price of outstanding options (Rs.)	110.45 - 150.10		110.45 - 150.10	
Remaining contractual life of outstanding options (months)	19		25	
ii) RSU's granted under ESOS 2013				
RSU's outstanding at the beginning of the year	367,624	10.00	1,039,012	10.00
RSU's cancelled during the year	8,956	10.00	106,231	10.00
RSU's expired during the year	71,351	10.00	565,157	10.00
RSU's outstanding at the end of the year	287,317	10.00	367,624	10.00
RSU's exercisable at the end of the year	287,317	10.00	367,624	10.00
Range of exercise price of outstanding RSU's (Rs.)	10.00		10.00	
Remaining contractual life of outstanding RSU's (months)	13		24	

The fair value of each option and RSU is estimated on the date of grant / re-pricing based on the following assumptions:

Particulars	Options ESOS 2013			
	Tranche I (11/02/14)	Tranche II (29/12/14)	Tranche III (21/1/16)	Tranche IV (11/2/17)
	Stock Options	Stock Options	Stock Options	Stock Options
Dividend yield (%)	0.24	0.40	0.51	0.54
Expected life	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months
Risk free interest rate (%)	8.81 - 8.95	8.04 - 8.06	7.42 – 7.66	6.68 – 7.03
Volatility (%)	34.13–44.81	34.28–42.65	34.24 – 35.33	36.37 – 38.87
Market price on date of grant (Rs.)	126.45	150.10	117.55	110.45
Fair Value	60.51^	66.27	48.97	46.39

^As on the date of transition from IGAAP to Ind AS on April 1, 2015, first instalment of the grant were vested and therefore, in line with the exemptions under Ind AS 101, the expense of such share based payment has been recognised based on intrinsic value.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Particulars	RSU's ESOS 2013			
	Tranche I	Tranche II	Tranche III	Tranche IV
	Restricted Stock Units	Restricted Stock Units	Restricted Stock Units	Restricted Stock Units
Dividend yield (%)	0.24	0.40	0.51	0.54
Expected life	5 yrs 6 months	5 yrs 6 months	5 yrs 6 months	5 yrs 6 months
Risk free interest rate (%)	8.91	8.05	7.60	6.94
Volatility (%)	43.95	35.66	34.24	37.21
Market price on date of grant (Rs.)	126.45	150.10	117.55	110.45
Fair Value	118.70	140.41	107.71	100.40

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The volatility is based on the historical share price over a period similar to the expected life of the options.

a) Employee stock option plan – options granted by Vodafone Group Plc

i. Global Long Term Incentive ("GLTI"):

GLTI is a restricted share plan granted to incentivise delivery of sustained performance over the long term plan to selected employees of the Group. In addition to the 3 years vesting conditions, options of certain schemes would depend on achievement of the performance conditions of the Group and Vodafone Group Plc. The plans are administered by Vodafone Group Plc. and the information disclosed is to the extent available.

ii. Global Long Term Retention ("GLTR"):

GLTR plan is a restricted share plan granted as a retention tool to selected employees in the middle management. The options vest in 3 years/2 years after the grant date provided the employees remain in the continued employment of the Group during the vesting period.

As at year ended March 31, 2023 and March 31, 2022, details and movements of the outstanding options are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Options granted under GLTI / GLTR	**No. of Options**	**No. of Options**
Options outstanding at the beginning of the year	50,632	271,591
Options exercised during the year	50,632	220,959
Options outstanding at the end of the year	-	50,632
Options exercisable at the end of the year	-	50,632
Weighted average remaining contractual life of the options outstanding at the end of the year (months)	-	3

The exercise price is Nil and hence the weighted average exercise price is not disclosed. Liability at the end of year ended March 31, 2023 is Nil (March 31, 2022: Rs. 6 Mn).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 51
Employee benefits

A. Defined Benefit Plan (Gratuity)

General description and benefits of the plan
The respective companies in the Group operate a defined benefit final salary gratuity plan through a trust. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The benefit is payable on termination of service or retirement, whichever is earlier. The employees do not contribute towards this plan and the full cost of providing these benefits are borne by the Group.

Regulatory framework, funding arrangement and governance of the Plan
The gratuity plan is governed by the Payment of Gratuity Act, 1972 (Gratuity Act). The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Group and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the income tax act and rules. The Group is bound to pay the statutory minimum gratuity as prescribed under Gratuity Act. There are no minimum funding requirements for a gratuity plan in India. The Group's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of underfunding of the plan vis-a-vis settlements. The trustees of the trust are responsible for the overall governance of the plan. The trustees of the plan have outsourced the investment management of the fund to insurance companies which in turn manage these funds as per the mandate provided to them by the trustees and applicable insurance and other regulations.

Inherent risks
The plan is of a final salary defined benefit in nature which is funded by the Group and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Group that any significant change in salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future.

The following tables summarizes the components of net benefit expense recognized in the Consolidated Statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet for gratuity:

Particulars	As at March 31, 2023	As at March 31, 2022
Amount recognised in Balance Sheet		
Present value of obligations as at the end of the year	2,605	2,593
Fair value of plan assets as at the end of the year	2,699	2,442
Net Funded Obligation	(94)	151
Present value of unfunded obligations	154	158
Net Asset/(Liability) recognised in Balance Sheet	(60)	(309)
Net Asset/(Liability) recognised in Balance Sheet is bifurcated as		
- Other current asset	117	-
- Long term provision	(150)	(243)
- Short term provision	(27)	(66)

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1	**Reconciliation of Net Defined Benefit Obligation**		
	Opening Net Defined Benefit liability/(asset)	309	440
	Expense charged to statement of profit & loss	285	310
	Income credited to OCI	(115)	(90)
	Employer contributions	(405)	(336)
	Benefits Paid	(16)	(13)
	Liabilities assumed/(settled)[1]	2	(2)
	Closing Net Defined Benefit liability/(asset)	**60**	**309**
2	**Reconciliation of Defined Benefit Obligation**		
	Opening Defined Benefit Obligation	2,751	2,815
	Current Service cost	273	289
	Interest on Defined Benefit Obligation	177	172
	Actuarial (Gain)/Loss arising from change in financial assumptions	(99)	(62)
	Actuarial (Gain)/Loss arising from change in demographic assumptic	(79)	(20)
	Actuarial (Gain)/Loss arising on account of experience changes	90	40
	Benefits paid	(356)	(481)
	Liabilities assumed/(settled)[1]	2	(2)
	Closing Defined Benefit Obligation	**2,759**	**2,751**
3	**Reconciliation of plan assets**		
	Opening fair value of plan assets	2,442	2,375
	Employer contributions	405	336
	Interest on plan assets	165	151
	Re measurements due to		
	- Actual return on plan assets less expected interest on plan assets	27	48
	Benefits paid	(340)	(468)
	Closing fair value of plan assets	**2,699**	**2,442**

[1] On account of inter group transfer.

Amounts recognised in the Statement of Profit and Loss in respect of this defined benefit plan are as follows:

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1	**Expenses Recognised in the Statement of Profit & Loss**		
	Current Service cost	273	289
	Interest on Net Defined Benefit liability/(asset)	12	20
	Expenses recognised in the Statement of Profit & Loss	**285**	**309**
2	**Amount recorded as Other Comprehensive Income (OCI)**		
	Re measurement during the year due to		
	- Changes in financial assumptions	(99)	(62)
	- Changes in demographic assumptions	(79)	(20)
	- Experience adjustments	90	40
	- Return on plan assets (excluding amounts included in net	(27)	(48)
	Remeasurement (gain)/loss recognised in OCI	**(115)**	**(90)**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

The principal assumptions used in determining gratuity obligations are shown below:

Particular	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.40%	6.85%
Future salary increases[1]	8.00%	8.00%
Attrition rate	30 years & below - 30% 31-40 years - 20% 41 years & above - 10%	30 years & below - 30% 31-40 years - 15% 41 years & above - 8%
Mortality rate during employment	As per Indian Assured Lives Mortality (2012-14) Table	
Disability	Leaving service due to disability is included in the provision made for all causes of leaving service.	

[1]The estimates of future salary increase considered takes into account inflation, seniority, promotion and other relevant factors.

A quantitative sensitivity analysis for significant assumptions on the defined benefit obligation is as below:

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Discount Rate	Salary escalation Rate	Discount Rate	Salary escalation Rate
Impact of increase in 50 bps on DBO	(3.06%)	3.43%	(3.63%)	3.68%
Impact of decrease in 50 bps on DBO	3.26%	(3.26%)	3.80%	(3.55%)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Within the next 12 months	178	156

Disaggregation details of plan assets (% allocation):

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Insurer Managed Funds[1]	2,688	2,442
Bank balances	11	-

[1]The funds are managed by Insurers and they do not provide breakup of plan assets by investment type.

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Expected benefits for year 1	418	347
Expected benefits for year 2	292	270
Expected benefits for year 3	273	225
Expected benefits for year 4	266	218
Expected benefits for year 5 and above	2,649	2,899

The average duration of the defined benefit plan obligation at the end of the reporting year is 5.04 years - 8.38 years (March 31, 2022: 6.92 years - 8.42 years).

B. Defined contribution plans:

During the year, the Group has recognised the following amounts in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Employers' contribution to provident and other fund	788	723
Employers' contribution to superannuation fund	42	48

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

c. The Company operates its gratuity superannuation plan through separate trust which is administered and managed by the Trustees. As on March 31, 2023 and March 31, 2022, the contribution towards the plans have been invested in Insurer Managed funds and bank balance.

Note 52
Income Tax Expenses

(a) Major components of tax expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Tax		
Current Tax on profits for the year	116	169
Adjustments for tax of prior periods	(1)	4
Total Current Tax Expense (A)	**115**	**173**
Deferred Tax		
Relating to addition & reversal of temporary differences	(80)	(60)
Relating to change in tax rate	-*	-
Total Deferred Tax Expense (B)	**(80)**	**(60)**
Total Tax Expense (A+B)	**35**	**113**
Income tax effect of re-measurement gains on defined benefit plans taken to other comprehensive income	(4)	(1)

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

b) Reconciliation of average effective tax rate and applicable tax rate

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Loss before income tax expense	(292,976)	(282,341)
Applicable Tax Rate	34.94%	34.94%
Increase / reduction in taxes on account of:		
Effect of unrecognised business loss including reversal of previously recognised DTA on business losses	-29.28%	-45.51%
Effect of items for which no deferred tax is recognised	-0.12%	0.00%
Effect of share of profits in JV / Associates	0.00%	0.00%
Effects of expenses / income that are not deductible / considered in determining the taxable profits	-6.14%	10.53%
Effect of different tax rate	0.00%	0.00%
Other Items	0.58%	0.00%
Effective Tax Rate	**-0.01%**	**-0.04%**

(c) The Group has not recognized deferred tax assets in respect of certain carried forward tax losses / capital losses / temporary differences of Rs. 2,378,086 Mn as of March 31, 2023 (March 31, 2022: Rs. 1,961,569 Mn). Of this, Rs. 1,326,794 Mn is towards unabsorbed depreciation and does not have any limitation / expiry period, Rs. 414,347 will lapse beyond a period of 5 years and Rs. 636,945 Mn will lapse within a period of 5 years. The aforesaid tax losses and unabsorbed depreciation will lapse in the subsequent years as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Within 0-5 years	636,945	-
From 5-10 years	414,347	915,946
Unlimited	1,326,794	1,045,623
Total	**2,378,086**	**1,961,569**

The Group has also not recognised deferred tax on MAT credit of Rs. 25,699 Mn, of which Rs. 2,631 Mn is expiring within 0-5 years, Rs. 9,730 Mn is expiring within 5-10 years and Rs. 13,338 Mn is expiring beyond 10 years. During the year ended March 31, 2022, the Group had not recognised deferred tax on MAT credit of Rs. 25,699 Mn, of which Rs. 2,631 Mn is expiring within 0-5 years, Rs. 9,730 Mn is expiring within 5-10 years and Rs. 13,338 Mn is expiring beyond 10 years.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 53
MOVEMENT IN DEFERRED TAX

Particulars	As at March 31, 2021	Recognised in			As at March 31, 2022	Recognised in			As at March 31, 2023
		Profit and Loss	OCI	Other Equity		Profit and Loss	OCI	Other Equity	
Liabilities									
Depreciation & Amortisation (including RoU Assets)	189,037	(28,736)	-	-	160,301	57,611	-	-	217,912
Effects of remeasuring financial instruments under Ind AS	2,753	(126)	-	-	2,627	(290)	-	-	2,337
Undistributed retained earning of JV	-	-	-	-	-	-	-	-	-
Others	-	2,805	-	-	2,805	4,919	-	-	7,724
Total (A)	**191,790**	**(26,057)**	**-**	**-**	**165,733**	**62,240**	**-**	**-**	**227,973**
Assets									
Tax Losses	106,634	(37,470)	-	-	69,164	13,220	-	-	82,384
Expenses allowable on Payment Basis	2,460	6,583	(1)	-	9,042	1,422	(4)	-	10,460
Provisions for doubtful debts/ advances (including lease liability)	82,446	5,051	-	-	87,497	43,979	-	-	131,475
Others	251	(161)	-	-	90	3,699	-	-	3,789
Total (B)	**191,791**	**(25,997)**	**(1)**	**-**	**165,793**	**62,320**	**(4)**	**-**	**228,108**
Net Deferred Tax Liabilities/ (assets) (A-B)	**(1)**	**(60)**	**1**	**-**	**(60)**	**(80)**	**4**	**-**	**(135)**
As per Financials :									
Deferred Tax Asset	**23**	**-**	**-**	**-**	**60**	**-**	**-**	**-**	**135**
Deferred Tax Liabilities	**22**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 54
Basic & Diluted Earnings / (loss) per Share

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Nominal value of per equity share	10/-	10/-
Profit/(Loss) after Tax	(293,011)	(282,454)
Profit/(Loss) attributable to equity shareholders	(293,011)	(282,454)
Weighted average number of equity shares outstanding during the year	34,754,390,090	28,744,658,990
Basic earnings per share	(8.43)	(9.83)
Dilutive effect on weighted average number of equity shares outstanding during the year	*	*
Weighted average number of diluted equity shares	34,754,390,090	28,744,658,990
Diluted earnings per share	(8.43)	(9.83)

*As the Group has incurred loss, dilutive effect on weighted average number of shares would have an anti-dilutive impact and hence, not considered.

Note 55
Related party transactions

The related parties where control, joint control and significant influence exists are subsidiaries, joint venture and associate respectively. Key Management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director whether executive or otherwise.

The Group has transactions with the below related parties:

Relationship	Related Party
Joint Venture (JV)	Firefly Networks Limited
Associate	Aditya Birla Idea Payments Bank Limited
Promoter / Promoter Group(1)	Mr. Kumar Mangalam Birla*
	Grasim Industries Limited
	Hindalco Industries Limited
	Euro Pacific Securities Limited
	Prime Metals Limited
	Mobilvest*
	Vodafone Telecommunications (India) Limited*
	Omega Telecom Holdings Private Limited*
	Asian Telecommunications Investments (Mauritius) Limited*
	Al-Amin Investments Limited*
	CCII (Mauritius) Inc.*
	Usha Martin Telematics Private Limited*
	Birla TMT Holdings Private Limited*
	Pilani Investment And Industries Corporation Limited*
	Elaine Investments PTE Limited*
	Oriana Investments PTE Limited
	IGH Holdings Private Limited
	Trans Crystal Limited*

Relationship	Related Party
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Cable & Wireless Networks India Private Limited
	Cable & Wireless Global (India) Private Limited
	Cable & Wireless Worldwide Limited
	Cable and Wireless (India) Limited
	Ghana Telecommunications Company Limited (ceased w.e.f Febraury 20, 2023)
	Infinity Services Partner Company
	Metro Holdings Limited
	National Communications Backbone Company Limited (ceased w.e.f Febraury 20, 2023)
	Vodacom Congo (RDC) S.A.
	Vodacom Group Limited
	Vodacom Lesotho (Pty) Limited
	Vodacom Moçambique, SA
	Vodacom Tanzania PLC.
	Vodafone Albania Sh.A
	Vodafone Czech Republic A.S.
	Vodafone Enterprise Europe (UK) Limited
	Vodafone Enterprise Global Limited
	Vodafone Enterprise Singapore Pte. Limited
	Vodafone Espana S.A.U.
	Vodafone India Services Private Limited
	Vodafone Global Enterprise Limited
	Vodafone Global Network Limited
	Vodafone Global Services Private Limited
	Vodafone Gmbh
	Vodafone Group Services Limited
	Vodafone International Services LLC
	Vodafone Ireland Limited
	Vodafone Italia S.P.A.
	Vodafone Limited
	Vodafone Magyarorszag (ZRT) (ceased w.e.f March 31, 2022)
	Vodafone Net Iletişim Hizmetleri A.Ş.
	Vodafone Portugal Comunicacoes Pessoais, S.A.
	Vodafone Procurement Company S.À R.L
	Vodafone Roaming Services S.À R.L
	Vodafone Romania S.A
	Vodafone Telekomunikasyon A.S
	Vodafone US Inc.
	Vodafone-Panafon Hellenic Telecommunications Company S.A.
	Indus Towers Limited
	Safaricom PLC
	Vodafone (Pty) Limited
	Vodafone Libertel B.V.
	Vodafone Network Pty Limited
	Vodafone Group PLC*
	ABReL SPV 2 Limited
	Aditya Birla Capital Limited
	Aditya Birla Finance Limited
	Aditya Birla Financial Shared Services Limited

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Relationship	Related Party
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Aditya Birla Housing Finance Limited
	Aditya Birla Insurance Brokers Limited
	Aditya Birla Money Insurance Advisory Services Limited
	Aditya Birla Money Limited
	Aditya Birla Money Mart Limited (ABMML)
	Aditya Birla PE Advisors Private Limited
	Aditya Birla Renewables Limited
	Aditya Birla Sun Life AMC (Mauritius) Limited
	Aditya Birla Sun Life AMC Limited
	Aditya Birla Sun Life Asset Management Company Limited Dubai
	Aditya Birla Sun Life Insurance Company Limited
	Aditya Birla Sun Life Pension Management Limited
	Aditya Birla Wellness Private Limited
	Binani Cement Uganda Limited
	Goa Glass Fibre Limited (ceased w.e.f March 31, 2022)
	Harish Cement Limited
	UltraTech Cement Limited
	UltraTech Nathdwara Cement Limited
	Aditya Birla Power Composites Limited
	Bhubaneswari Coal Mining Limited
	Aditya Birla Health Insurance Company Limited
	Aditya Birla Science & Technology Company Private Limited
	A V Metals Inc.
	Aditya Birla Renewables Subsidiary Limited
	Hindalco Almex Aerospace Limited
	Aditya Birla New Age Private Limited
	Aditya Birla Science & Technology Limited (ceased w.e.f March 31, 2022)
	Aditya Marketing and Manufacturing Private Limited
	Birla Brothers Private Limited (ceased w.e.f March 31, 2022)
	Birla Institute of Technology and Science (ceased w.e.f March 31, 2022)
	G.D Birla Medical Research & Education Foundation (ceased w.e.f March 31, 2022)
	Mahan Coal Limited
	Svatantra Microfin Private Limited
Key Management Personnel (KMP)	Mr. Sunil Sood (Non-Executive Director)*
	Mr. Diego Massida (Non-Executive Director)*
	Mr. Sushil Agarwal (Appointed as Non-Executive Director on August 04, 2021)*
	Mr. Krishna Kishore Maheshwari (Appointed as Non-Executive Director on March 03, 2022)*
	Mr. Himanshu Kapania (Resigned as Chairman wef August 18, 2022) (Non-Executive Director)*
	Mr. Ravinder Takkar (Non-Executive Chairman) (Resigned as Managing Director & CEO w.e.f August 18, 2022)*
	Mr. Arun Thiagarajan (Ceased to be Independent Director on August 26, 2022)
	Mrs. Neena Gupta (Independent Director)
	Mr. Arun Adhikari (Independent Director)
	Mr. Ashwani Windlass (Independent Director)
	Mr. Krishnan Ramachandran (Independent Director)
	Mr. Suresh Vaswani (Independent Director)
	Mr. Anjani Kumar Agrawal (Appointed as Independent Director on August 27, 2022)
	Mr. Akshaya Moondra (CFO till August 18, 2022 and appointed as CEO on August 19, 2022)
	Mr. G. V. A. S. Murthy (Appointed as CFO on February 15, 2023)

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Relationship	Related Party
Other Related Parties in which Directors are interested	Aditya Birla Management Corporation Private Limited
	Interglobe Hotels Private Limited
	AAPC India Hotel Management Private Limited
	Accent Hotels Private Limited
	Caddie Hotels Private Limited
	Cerebrus Consultants Private Limited
	InterGlobe Enterprises Private Limited
	Interglobe Technology Quotient Private Limited
	Srilanand Mansions Private Limited
	Triguna Hospitality Ventures (India) Private Limited
	Aditya Birla Online Fashion Private Limited
	Omega Healthcare Management Services Private Limited (ceased w.e.f November 1, 2022)
	Applause Entertainment Private Limited
	Finesse International Design Private Limited (ceased w.e.f January 16, 2023)
Trust[(2)]	Vodafone Idea Limited Employees Group Gratuity Scheme*
	Vodafone Idea Limited Employees Superannuation Scheme*
	Vodafone Idea Manpower Services Limited Employees Group Gratuity Scheme*
	Hutchison Max Telecom Limited Superannuation Fund (Merged with Vodafone Idea Limited Employees Superannuation Scheme effective from April 01, 2021)*
	Vodafone Idea Shared Services Limited Employees Group Gratuity Scheme (Effective from June 28, 2021)*
	Vodafone Idea Telecom Infrastructure Limited Employees Group Gratuity Scheme (Effective from June 28, 2021)*

[(1)] As per Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulation, 2015.

[(2)] Transaction with trust includes contribution to gratuity and superannuation funds and refer note 51 for information on transaction with post-employment benefit plans mentioned above.

* No transactions during the year

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

The following transactions were carried out with the related parties in the ordinary course of business:

A. Transactions with Related Parties for the year ended March 31, 2023 and March 31, 2022

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter / Promoter Group	Other Related Parties in which Directors are interested
Sale of service	-*	2,048	-*	-	55	18
	-	(1,866)	-*	-	(55)	(27)
Purchase of service(1)	-	92,721	-	-	-	-
	-	(96,930)	(68)	-	-	-
Remuneration(2)	-	-	-	92	-	-
	-	-	-	(54)	-	-
Director's sitting fees paid	-	-	-	10	-	-
	-	-	-	(12)	-	-
Expense incurred on behalf of	-	-	16	-	-	-
	-	(36)	(21)	-	-	-
Expense incurred on company's behalf by	-	2	-	-	-	-
	-	-	-	-	-	-
Issuance of Share Capital against warrants	-	-	-	-	4,362	-
	-	-	-	-	-	-
Proceeds from allotment of Equity Shares	-	-	-	-	-	-
	-	-	-	-	(45,000)	-
Insurance premium (including advance given)	-	7	-	-	-	-
	-	(18)	-	-	-	-
Loan repayment received during the year	-	-	-	-	-	-
	-	-	(8)	-	-	-
Donations received	-	304	-	-	-	-
	-	(150)	-	-	-	-
Interest Income on loan given	-	-	-	-	-	-
	-	-	-*	-	-	-
Security Deposits Received	-	93	-	-	-	-
	-	-	-	-	-	-

(Figures in bracket are for the year ended March 31, 2022)

B. Balances with Related Parties as at March 31, 2023 and March 31, 2022

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter / Promoter Group	Other Related Parties in which Directors are interested
Trade and Other Receivables	2	1,371	-*	-	100	132
	-	(906)	-*	-	(8)	(94)
Trade and Other Payables	-	113,446	-	-	-	4,538
	-	(91,275)	-	-	-	(4,621)
Lease Liability (included in Other non-current financial liabilities and Other current financial liabilities)	-	265,872	-	-	-	-
	-	(104,729)	-	-	-	-
Deposits Given (included in Other Non-Financial Assets)	-	1,501	-	-	-	-
	-	(1,594)	-	-	-	-
Remuneration payable	-	-	-	44	-	-
	-	-	-	(17)	-	-
Prepaid Expenses	-	296	-	-	-	-
	-	(342)	-	-	-	-

(Figures in bracket are as at March 31, 2022)

(1) Includes rental expenses pertaining to Indus Towers Limited. However, the same has been accounted for, in accordance with IND AS 116 in these financial statements.

(2) Remuneration includes amounts towards LTIP and ESOP basis actual payment/exercise. There is no remuneration paid to Mr. Ravinder Takkar from VIL and neither any amount is charged back to the Company by any other entity towards his remuneration during the current year till date of August 17, 2022 and previous year.

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Note:

(i) Above excludes any cash inflow/outflow that could possibly arise from the settlement of certain outstanding disputes pertaining to the period until May 31, 2018 pursuant to the implementation agreement entered between the Company and VInL shareholders. The Company has recognized settlement assets (net) amounting to Rs 63,939 Mn as at March 31, 2023 (Rs. 63,939 Mn as at March 31, 2022) of which non current receivable is Rs. 81,204 Mn and current payable is Rs 17,265 Mn.

(ii) With respect to options that have already exercised there is an outstanding liability of Rs.1,199 Mn payable to entities having significant influence (March 31, 2022: Rs. 1,163 Mn).

(iii) During the year, the Company has contributed to Gratuity fund amounting to Rs.400 Mn (March 31, 2022: Rs. 319 Mn).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

C. The significant related party transactions are summarised below:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of service		
Vodafone Enterprise Global Limited	1,695	1,515
Purchase of service		
Indus Towers Limited	90,824	95,562
Expense incurred on behalf of		
Vodafone Group Services Limited	-	15
Ghana Telecommunications Company Limited	-	13
Expense incurred on company's behalf by		
Vodafone Group Services Limited	2	-
Issuance of Share Capital against warrants		
Euro Pacific Securities Limited	4,362	-
Proceeds from allotment of Equity Shares		
Euro Pacific Securities Limited	-	26,156
Prime Metals Limited	-	7,594
Oriana Investments PTE Limited	-	11,250
Insurance premium (including advance given)		
Aditya Birla Sun Life Insurance Company Limited	7	18
Security Deposits Received		
Indus Towers Limited	93	-
Donations Received		
Vodafone India Services Private Limited	88	20
Indus Towers Limited	209	113

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

D. Commitments with Related Parties : Rs. Nil (March 31, 2022 : Rs. Nil)

E. Compensation of Key Management Personnel of the Company

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Short-term employee benefits	91	53
Post-employment benefits[1]	1	1

[1]Represents contribution to provident and superannuation funds. As Gratuity expense and Compensated absenses expense is based on actuarial valuations on overall basis, the same cannot be computed for individual employees and hence not included.

Government of India ('GoI') holds 33.14% equity shareholding in the Company as at March 31, 2023 (refer Note 3). The Group has certain obligations arising from the telecom license taken from the Department of Telecommunication ('DoT') which is a Ministry of GoI towards license fees, spectrum usage charges, acquisition of spectrum and related deferred payment liability and interest thereon.

Significant transactions undertaken as disclosed below are for the complete year:

Particulars	For the year ended March 31, 2023
License fees	31,147
Spectrum usage charges	8,874
Interest on deferred payment obligations towards spectrum and AGR judgment	158,023
Acquisition of Spectrum	187,863

Balance as at March 31, 2023 are as below:

Particulars	As at March 31, 2023
Other current liabilities	11,040
Borrowings – Deferred payment obligations towards spectrum and AGR judgment and interest accrued thereon	1,962,570

The Company also has other transactions with other departments of GoI which include but are not limited to purchase and sale of goods and services, access charges, loans and interest thereon, various deposits etc which are not individually or collectively significant.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 56
Financial instruments

a) Financial Instruments by Category: The following table provides categorisation of all financial instruments at carrying value except non-current investments in joint ventures and associate which are carried at cost.

Particulars	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Assets				
Other investments	-*	-	-*	-
Trade Receivables	-	21,640	-	24,439
Cash and cash equivalents	-	2,288	-	14,532
Bank balance other than cash and cash equivalents	-	731	-	731
Margin Money Deposits[1]	-	6,726	-	20,568
Settlement assets[1] (refer note 43(iv))	-	81,209	-	81,204
Deposit with Body Corporates, Government Authorities and Others[1]	-	6,094	-	6,444
Interest receivable[1]	-	112	-	446
Derivative Financial Assets[1]	15	-	-	-
Others[1]	-	274	-	289
Total Financial Assets	**15**	**119,074**	**-***	**148,653**

Particulars	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Liabilities				
Fixed Rate loans from banks and others including Interest accrued but not due	-	43,432	-	27,254
Floating Rate loans from banks and others including Interest accrued but not due	-	86,612	-	153,407
Fixed Rate Deferred Payment Obligations including interest accrued but not due	-	1,962,570	-	1,798,121
Trade Payables	-	136,422	-	132,551
Payables for Capital Expenditure[2]	-	66,052	-	67,793
Accrual towards One Time Spectrum Charges (OTSC) (refer note 43(vi))[2]	-	56,449	-	49,572
Settlement liabilities (refer note 43(iv))[2]	-	17,270	-	17,265
Derivative Financial Liabilities[2]	26	-	102	-
Security Deposits from Customers and Others[2]	-	2,960	-	3,058
Lease liabilities	-	361,800	-	228,434
Others[2]	1	668	2	670
Total Financial Liabilities	**27**	**2,734,235**	**104**	**2,478,125**

(1) included in other current / non-current financial assets

(2) included in other current / non-current financial liabilities

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

b) Fair Value Hierarchy

The Group has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values.

i. Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Derivative Financial Assets	-	15	-	15
Total Financial Assets	**-**	**15**	**-**	**15**
Financial Liabilities				
Derivative Financial Liabilities	-	26	-	26
Others	-	1	-	1
Total Financial Liabilities	**-**	**27**	**-**	**27**

ii. Fair value hierarchy of financial liabilities measured at fair value as at March 31, 2022

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Derivative Financial Liabilities	-	102	-	102
Others	-	2	-	2
Total Financial Liabilities	**-**	**104**	**-**	**104**

iii. The carrying amounts of the following financial assets and financial liabilities are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

a) Financial Assets
- Trade Receivables
- Cash and Cash equivalents
- Bank balance other than cash and cash equivalents
- Margin Money Deposits
- Deposit with Body Corporates, Government Authorities and Others
- Interest Receivable
- Settlement assets
- Others

b) Financial Liabilities
- Floating Rate loans from banks and others including Interest accrued but not due
- Trade Payables
- Payable for capital expenditure
- Accrual towards One Time Spectrum Charges
- Security Deposits from Customers and Others
- Lease Liabilities
- Settlement Liabilities
- Others

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

iv. Fair value hierarchy of financial liabilities measured at amortised cost is below:

Particulars	Carrying Amount	Level 1	Level 2	Level 3	Total
Fixed rate loans from banks and others including interest accrued but not due					
As at March 31, 2023	43,432	-	40,895	-	40,895
As at March 31, 2022	27,254	-	20,948	-	20,948
Fixed rate Deferred Payment Obligations including interest accrued but not due					
As at March 31, 2023	1,962,570	-	1,996,407	-	1,996,407
As at March 31, 2022	1,798,121	-	1,940,757	-	1,940,757

Valuation Technique used to determine fair value:

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable and willing parties, other than in a forced or liquidation sale. The valuation techniques used to determine the fair values of financial assets and financial liabilities classified as level 2 include use of quoted market prices or dealer quotes for similar instruments and generally accepted pricing models based on a discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

The Group enters into derivative financial instruments such as forward and interest rate swap with various counterparties. The fair value of such derivatives instruments are determined using forward exchange rates and interest rate curves.

Note 57
Financial risk management objectives and policies

The Group's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support the Group's operations. The Group's principal financial assets comprise investments, cash and bank balance, trade and other receivables. The Group also enters into derivative transactions such as foreign forward exchange contracts and Interest rate as a part of Group's financial risk management policies. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The Group is exposed to various financial risks such as market risk, credit risk and liquidity risk. The Group's senior management comprising of a team of qualified finance professionals with appropriate skills and experience oversees management of these risks and provides assurance to the management that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activity for risk management purposes are carried by specialist team having appropriate skills and experience. The risks and measures to mitigate such risks is reviewed by the committee of Board of Directors periodically.

Market risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, bank deposits, investments and derivative financial instruments.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2023 and March 31, 2022.

a) Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. At March 31, 2023, after taking into account the effect of interest rate swaps, approximately 95.73% of the Group's borrowings are at a fixed rate of interest (March 31, 2022: 92.01%).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit/(loss) before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/decrease in basis points	Effect on profit before tax
March 31, 2023		
INR - Borrowings	+100	(857)
	-100	857
USD - Borrowings	+100	(4)
	-100	4
March 31, 2022		
INR - Borrowings	+100	(1,437)
	-100	1,437
USD - Borrowings	+100	(88)
	-100	88

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency), payables for capital expenditure denominated in foreign currency and foreign currency borrowing.

The Group's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Group's policies.

When a derivative contract is entered into for the purpose of hedging any foreign currency exposure, the Group negotiates the terms of those derivatives contracts to match the terms of the hedged exposure. The Group has major foreign currency risk in USD, EURO and GBP.

The Group has hedged 29.59% (March 31, 2022: 5.47%) of its foreign currency trade payables and other financial liability in USD and 100% (March 31, 2022: 95.92%) of its foreign currency loans in USD. This foreign currency risk is hedged by using foreign currency forward contracts (refer note 46). However the Group has not hedged the foreign currency trade payables in EURO and GBP.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign currency rates, with all other variables held constant. The impact on the Group's profit/(loss) before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The Group's exposure to foreign currency changes for all other currencies other than USD, EURO and GBP is not material.

Currency exposure	Change in currency exchange rate	Effect on profit before tax
March 31, 2023		
USD	+5%	(1,073)
	-5%	1,073
EURO	+5%	(818)
	-5%	818
GBP	+5%	(60)
	-5%	60
Currency exposure	**Change in currency exchange rate**	**Effect on profit before tax**
March 31, 2022		
USD	+5%	(1,664)
	-5%	1,664
EURO	+5%	(729)
	-5%	729
GBP	+5%	(59)
	-5%	59

The derivatives have not been designated in a hedge relationship, they act as a hedge and will offset the underlying transactions when they occur.

c) Price risk

The Group invests its surplus funds in various debt instruments and debt mutual funds. These comprise of mainly overnight liquid schemes of mutual funds (overnight liquid investments).

Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However due to the very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

d) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and other receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

- Trade receivables

Customer credit risk is managed in accordance with the Group's established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 15 to 30 days' credit terms. Outstanding customer receivables are regularly monitored.

The Group follows a 'simplified approach' (i.e. based on lifetime Expected credit losses (ECL)) for recognition of impairment loss allowance on Trade receivables. A large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. For the purpose of measuring lifetime ECL allowance for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. The Group, based on past trends, recognizes allowance for trade receivables: a) for retail subscribers (net of security deposit) remaining unpaid beyond 90/120 days from date of billing and b) for other trade receivables on account of Interconnect, Roaming, Fixed line Voice, Fibre infrastructure and data services etc. remaining unpaid beyond 180/365 days. Further, allowance is also recognised for cases indicating any specific trail of credit loss within the ageing brackets mentioned above. Individual trade receivables are written off when management deems them not to be collectible. Any subsequent recovery is recognized as Income in the Consolidated Statement of Profit and Loss. Refer Note 13 for the carrying amount of credit exposure as on the Consolidated Balance Sheet date.

- Other financial assets and cash deposits

Credit risk from balances with banks is managed by the Group's treasury department. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counter party. Counterparty credit limits are reviewed by the Group's Treasury Department periodically, and may be updated throughout the year. The limits are intended to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for the components of the balance sheet as at March 31, 2023 and March 31, 2022 on its carrying amounts as disclosed in notes 10, 13, 14, 15 and 16 except for derivative financial instruments. The Group's maximum exposure relating to financial derivative instrument is noted in liquidity table below note 57 (e).

e) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans. As at March 31, 2023, approximately 4.53% of the Company's debt excluding interest will mature in less than one year, without considering reclassification into current maturity of debt due to covenant breach (March 31, 2022: 4.27%) based on the carrying value of borrowings reflected in the financial statements.

As the Group has already availed the moratorium with respect to AGR and Deferred Spectrum Obligation as referred in Note 3 and based on the past performance and future expectation, the Group believes that cash generated from operations, raising additional funds as required, working capital management, , successful negotiations with lenders and vendors for continued support will satisfy its cash flow requirement associated with repayment of borrowings and other liabilities from its operation (refer note 3, 21(D) and 21(E)).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	Carrying Value	Less than 1 year	1 to 5 years	> 5 years	Total payments
As at March 31, 2023					
Loans from bank and others and Interest thereon [1]	130,044	128,824*	15,674	-	144,498
Deferred Payment Obligations and Interest thereon [2]	1,962,570	18,455	1,176,113	2,146,037	3,340,605
Trade and other payables [3]&^^	258,923	257,818	1,503	-	259,321
Lease liabilities	361,800	144,018	217,572	151,429	513,019
Settlement liabilities (refer note 41(vi))	17,270	17,270	-	-	17,270
Other financial liabilities [1], [2] & [3]	3,629	3,629	-	-	3,629
	2,734,236	**570,014**	**1,410,862**	**2,297,466**	**4,278,342**
Derivatives liabilities [4]	26	26	-	-	26
Derivatives assets [4]	(15)	(15)	-	-	(15)
	11	**11**	**-**	**-**	**11**
Total	**2,734,247**	**570,025**	**1,410,862**	**2,297,466**	**4,278,353**
As at March 31, 2022					
Loans from bank and others and Interest thereon [1]	180,661	163,711*	31,654	-	195,365
Deferred Payment Obligations and Interest thereon [2]	1,798,121	18	689,302	2,315,090	3,004,410
Trade and other payables [3]&^^	249,916	248,288	2,382	-	250,670
Lease liabilities	228,434	123,608	116,809	22,007	262,424
Settlement liabilities (refer note 41(vi))	17,265	17,265	-	-	17,265
Other financial liabilities [1],[2]&[3]	3,730	3,685	45	-	3,730
	2,478,127	**556,575**	**840,192**	**2,337,097**	**3,733,864**
Derivatives liabilities [4]	102	102	-	-	102
Total	**2,478,229**	**556,677**	**840,192**	**2,337,097**	**3,733,966**

[1] Interest accrued but not due of Rs. 2,752 Mn (March 31, 2022: Rs. 2,636 Mn) has been excluded from other financial liabilities and included in loans from banks and others and interest thereon.

[2] Interest accrued but not due of Rs. 74,002 Mn (March 31, 2022: Rs. 66,970 Mn) has been excluded from other financial liabilities and included in deferred payment obligations and interest thereon.

[3] Payable for capital expenditure of Rs. 66,046 Mn (March 31, 2022: Rs. 67,793 Mn) and Accrual towards One Time Spectrum Charges (OTSC) of Rs. 56,449 Mn (March 31, 2022: Rs. 49,572 Mn) has been excluded from other financial liabilities and included in trade and other payables.

[4] Included as part of maturity profile as the underlying of these derivatives are borrowings and other financial liabilities included above.

*The Company has classified an amount of Rs. 39,271 Mn (March 31, 2022: Rs. 68,131 Mn) from non-current borrowings to current maturities of long term debt although the Company is confident that there will be no acceleration of payment in this regard (refer note 21(D)).

^^ Includes payable for capital expenditure of Rs. 47,648 Mn (March 31, 2022 : Rs. 35,770 Mn) due for payment.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 58
Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the value of shareholders.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using the net debt-equity ratio, which is net debt divided by total equity.

Particulars	As at March 31, 2023	As at March 31, 2022
Long term borrowings		
Loans from banks and others	9,351	28,363
Deferred payment obligations	1,883,550	1,731,145
Short term borrowings	122,959	149,669
Less: Cash and cash equivalents	(2,288)	(14,532)
Less: Fixed deposits with banks having maturity of 3 to 12 months	(59)	(57)
Net debt (A)	**2,013,513**	**1,894,588**
Equity share capital	486,797	321,188
Other Equity	(1,230,388)	(940,836)
Total Equity (B)	**(743,591)**	**(619,648)**
Net Debt-equity ratio (A)/(B)	**(2.71)**	**(3.06)**

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023 and year ended March 31, 2022.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 59

Additional disclosure as per requirement of Schedule III

A. Net Assets of the Company, its subsidiaries, joint ventures and associate as at March 31, 2023 and March 31, 2022

Name of the entity in the Group	Net assets (total assets minus total liabilities)		Share in profit / (loss)		Share in Other Comprehensive Income / (Loss)		Share in total comprehensive Income / (Loss)	Amount
	As % of consolidated net assets	Amount	As % of consolidated profit / loss	Amount	As % of consolidated Other Comprehensive Income / (Loss)	Amount	As % of consolidated Total Comprehensive Income / (Loss)	
Vodafone Idea Limited								
31-Mar-23	99.30%	(738,388)	100.02%	(293,078)	85.59%	95	100.03%	(292,983)
31-Mar-22	99.15%	(614,362)	99.97%	(282,372)	100.00%	89	99.97%	(282,283)
Subsidiaries								
Vodafone Idea Manpower Services Limited								
31-Mar-23	0.00%	28	0.00%	4	7.21%	8	0.00%	12
31-Mar-22	0.00%	15	0.00%	2	2.25%	2	0.00%	4
Vodafone Idea Telecom Infrastructure Limited								
31-Mar-23	0.94%	(7,018)	0.39%	(1,130)	2.70%	3	0.38%	(1,127)
31-Mar-22	0.95%	(5,892)	0.50%	(1,400)	(4.49)%	(4)	0.50%	(1,404)
Vodafone Idea Business Services Limited								
31-Mar-23	0.13%	(981)	(0.07%)	203	0.00%	-	(0.07)%	203
31-Mar-22	0.19%	(1,185)	(0.46)%	1,303	0.00%	-	(0.46)%	1,303
Vodafone Idea Communication Systems Limited								
31-Mar-23	(0.31)%	2,320	(0.05%)	145	0.00%	-	(0.05)%	145
31-Mar-22	(0.35)%	2,175	(0.09)%	241	0.00%	-	(0.09)%	241
Vodafone Foundation								
31-Mar-23	0.00%	-*	0.00%	(2)	0.00%	-	0.00%	(2)
31-Mar-22	0.00%	1	0.00%	3	0.00%	-	0.00%	3
Connect (India) Mobile Technologies Private Limited (refer note 41(ix))								
31-Mar-23	0.00%	-	0.00%	-	0.00%	-	0.00%	-
31-Mar-22	(0.04)%	243	0.00%	3	0.00%	-	0.00%	3
Vodafone m-pesa Limited								
31-Mar-23	0.12%	(884)	0.00%	4	0.00%	-	0.00%	4
31-Mar-22	0.14%	(888)	0.00%	11	0.00%	-	0.00%	11
Vodafone Idea Technology Solutions Limited								
31-Mar-23	0.02%	(125)	0.00%	(13)	0.00%	-	0.00%	(13)
31-Mar-22	0.02%	(112)	0.00%	(14)	0.00%	-	0.00%	(14)
Vodafone Idea Shared Services Limited								
31-Mar-23	(0.03)%	229	(0.01%)	34	4.50%	5	(0.01)%	39
31-Mar-22	(0.03)%	192	(0.02)%	63	1.12%	1	(0.02)%	64
You Broadband India Limited								
31-Mar-23	0.10%	(724)	0.15%	(452)	0.00%	-*	0.15%	(452)
31-Mar-22	0.04%	(272)	0.10%	(294)	1.12%	1	0.10%	(293)
Associate								
Aditya Birla Idea Payments Bank Limited								
31-Mar-23	0.00%	-	0.00%	-	0.00%	-	0.00%	-
31-Mar-22	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Joint ventures								
Firefly Networks Limited								
31-Mar-23	0.00%	-	0.00%	5	0.00%	-	0.00%	5
31-Mar-22	0.00%	-	0.00%	12	0.00%	-	0.00%	12
Consolidation Adjustments								
31-Mar-23	(0.26)%	1,952	(0.43%)	1,269	0.00%	-	(0.43)%	1,269
31-Mar-22	(0.07)%	437	0.00%	(12)	0.00%	-	0.00%	(12)
Total								
31-Mar-23	**100.00%**	**(743,591)**	**100.00%**	**(293,011)**	**100.00%**	**111**	**100.00%**	**(292,900)**
31-Mar-22	**100.00%**	**(619,648)**	**100.00%**	**(282,454)**	**100.00%**	**89**	**100.00%**	**(282,365)**

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

B) Relationship with struck off companies

Name of the Struck Off Company	Nature of transaction with Struck Off Company	Trasaction during year ended March 31, 2023	Trasaction during year ended March 31, 2022	Balance outstanding as on March 31, 2023	Balance outstanding as on March 31, 2022	Relationship with the Struck off company
Maxwell Solutions Private Limited	Payables	-*	-*	2	2	Vendor
Kavi Constructions Private Limited	Payables	-	-*	-	-	Vendor
E2E Solutions Pvt. Ltd.	Payables	-*	-*	-*	-*	Vendor
Miheer Engineering Services Pvt Ltd	Payables	-*	-	1	1	Vendor
E Charge Tech Pvt Ltd	Payables	-	-	1	1	Vendor
Sayali Interiors Pvt Ltd	Payables	-	-	-*	-*	Vendor
Nexus Connexions Private Limited	Payables	-	-*	-*	-*	Vendor
Power Charge Services Pvt Ltd	Payables	-	-*	-*	-*	Vendor
Shachi Technologies Pvt. Ltd.,	Payables	-	-	-*	-*	Vendor
Vistaas Digital Media Pvt Ltd	Payables	-*	-	-*	-*	Vendor
Skan Bpo Private Limited	Payables	-	-	-*	-*	Vendor
Gbc Infotech Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Vriti Infocom Pvt Ltd	Payables	-	-*	-*	-*	Vendor
Bajoria Sales Pvt Ltd	Payables	-	-	-*	-*	Vendor
Wdc Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Eknovate Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Ezee Eon Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Msl Proximiti Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Tech Brahma Services Pvt Ltd	Payables	-	-	-*	-*	Vendor
True Eon Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Cb Data Solution Pvt Ltd	Payables	-	-	-*	-*	Vendor
Vites Infotech India Pvt Ltd	Payables	-	-	-*	-*	Vendor
Knowledge Works India Pvt Ltd	Payables	-	-	-*	-*	Vendor
Matha Corporate Solutions Pvt Ltd	Payables	-	-*	-*	-*	Vendor
Copsdiwa Tech Pvt Ltd	Payables	-	-	-*	-*	Vendor
Fybraint Technologies Pvt Ltd	Payables	-	-	-*	-*	Vendor
Septum Networks India Pvt Ltd	Payables	-	-	-*	-*	Vendor
Shivanee Infra Tech Pvt.Ltd	Payables	-	-	-*	-*	Vendor
Wondertree Hr Consulting Pvt Ltd	Payables	-	-	-*	-*	Vendor
Faiz Recycling Private Limited	Payables	-	-	-*	-*	Vendor
Swasthik Sahits Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Safal Agri Biotech Pvt Ltd	Payables	-	-	-*	-*	Vendor
Eloqunc Consulting Pvt Ltd	Payables	-	-	-*	-*	Vendor
Ragathirumala Enterprises Pvt Ltd	Payables	-	-	-*	-*	Vendor
Subten Technologies Pvt Ltd	Payables	-	-	-*	-*	Vendor
Imind Cellworks Pvt Ltd	Payables	-	-	-*	-*	Vendor
Chemiron Impex Private Limited	Payables	-*	-	-	-*	Vendor
Ciro It Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Bestshop99 Trading Private Limited	Payables	-	-	-*	-*	Vendor
Ayuno Soluzione Pvt Ltd	Payables	-	-	-*	-*	Vendor
Estoem Infovision India Pvt Ltd	Payables	-	-	-*	-*	Vendor
Raju Call Info Pvt Ltd	Payables	-	-	-*	-*	Vendor
Ensemble Furniture Limited	Payables	-	-	-*	-*	Vendor
Nosyworld Solutions Private Limited	Payables	-	-	-*	-*	Vendor
Spark Fincorp India Limited	Payables	-	-	-*	-*	Vendor
One M Infomedia Private Limited	Payables	-*	-	-*	-*	Vendor
Planet M Retail Ltd	Payables	-	-	-*	-*	Vendor
Leonine Business Franchise Pvt Ltd	Payables	-	-	-*	-*	Vendor
Windz Express (P) Ltd	Payables	-	-	-*	-*	Vendor
Aargam Computers Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Activ4Pets India Private Limited	Payables	-	-*	-*	-*	Vendor
Big Millionaire Multitarde Pvt Ltd	Payables	-	-	-*	-*	Vendor
Itmarg Solutions Private Limited	Payables	-	-	-*	-*	Vendor
Firstpriority Logistics Pvt Ltd	Payables	-	-	-*	-*	Vendor
Proto Financial Services Pvt Ltd	Payables	-	-*	-*	-*	Vendor
Wpi Tele Info Pvt Ltd	Payables	-	-	-*	-*	Vendor
H K Mobiles Pvt Ltd	Payables	-	-	-*	-*	Vendor
Bernhard Consultancy Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Mm Communication Pvt Ltd	Payables	-	-*	-*	-*	Vendor
Rawelcom Services India Pvt Ltd	Payables	-	-	-*	-*	Vendor

Name of the Struck Off Company	Nature of transaction with Struck Off Company	Trasaction during year ended March 31, 2023	Trasaction during year ended March 31, 2022	Balance outstanding as on March 31, 2023	Balance outstanding as on March 31, 2022	Relationship with the Struck off company
Core Hr Services Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Tethys Telecom Private Limited	Payables	-	-	-*	-*	Vendor
Vvidia Communications Pvt Ltd	Payables	-	-*	-*	-*	Vendor
True Value Inn Pvt Ltd	Payables	-	-	-*	-*	Vendor
Guru Caf Management Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Auto Track Systems India Limited -	Payables	-	-	-*	-*	Vendor
Imbue Infotech Pvt Ltd	Payables	-	-	-*	-*	Vendor
Evis Infoware India Pvt Ltd	Payables	-	-	-*	-*	Vendor
Crossbow Infotech Pvt Ltd	Receivables	-	-	1	1	Vendor
Strop Softech Private Limited	Receivables	-	-*	-*	-*	Customer
Shrinathji Netsol (India)	Receivables	-*	-	-*	-*	Customer
Starvice Technologies Pvt Ltd	Receivables	-	-	1	1	Customer
Agape Communications Pvt Ltd	Receivables	-	-*	-*	-*	Customer
Wizard Infocom Pvt. Ltd.	Receivables	-	-	-*	-*	Customer
Infra-Red Coastal Ventures Pvt. Ltd	Receivables	-	-	0	-*	Customer
Sln Tele Services Pvt Ltd	Receivables	-	-	-*	-*	Customer
Bnr Communications Private Limited	Receivables	-	-	-*	-*	Customer
Euprraxia Technology Pvt.	Receivables	-	-	-*	-*	Customer
Ares Management Services Pvt Ltd	Receivables	-	-	-*	-*	Customer
Taj Technotech Ltd	Receivables	-	-	-*	-*	Customer
Abs Homes Developers India Pvt Ltd	Receivables	-	-	-*	-*	Customer
5A Information Technologies Pvt Ltd	Receivables	-	-	-*	-*	Customer
Tls It Solutions India Pvt Ltd	Receivables	-	-	-*	-*	Customer
Landmark Motors	Receivables	-	-	-*	-*	Customer
Tqs Infotech Private Limited	Receivables	-	-	-*	-	Customer
Yellow Tech Solutions Pvt. Ltd	Receivables	-	-	-*	-*	Customer
Care Esolutions Private Limited	Receivables	-	-	-*	-*	Customer
Arpanam Innovative Solutions	Receivables	-*	-	-*	-*	Customer
Capative Karan Project Pvt Ltd	Receivables	-	-	-*	-*	Customer
Patroun Corporate Agency Pvt Ltd	Receivables	-	-	-*	-*	Customer
Kp Tradeline Private Limited	Receivables	-	-	-*	-*	Customer
Peniel Consultants Private Limited	Receivables	-	-*	-*	-*	Customer
Sitechs Bpo Private Limited	Receivables	-	-*	-*	-*	Customer
Oceanin Info Solutions Pvt Ltd	Receivables	-	-	-*	-*	Customer
Aintu Services Private Limited	Receivables	-*	-	-	-*	Customer
Home Aspira Online Pvt Ltd	Receivables	-	-	-*	-*	Customer
V2V Enterprises Private Limited	Receivables	-	-	-*	-*	Customer
Agastya Logistics Pvt Ltd	Receivables	-	-	-*	-*	Customer
Ornatus Solutions Pvt Ltd	Receivables	-	-	-*	-*	Customer
Datasys E Services Pvt Ltd	Receivables	-	-	1	1	Customer
Getit Infoservices Private Limited	Receivables	-*	-*	5	5	Customer
Expomark Exhibition Organizers Privatelimited	Receivables	-	-	-*	-*	Customer
Somya Infoedge Private Limited	Payables	-	-	-*	-*	Customer
Akhuratha Communications Private Limited	Payables	-	-	1	1	Customer
Tashi Infocom Private Limited	Payables	6	6	-*	6	Customer
Unicall Private Limited	Receivables	-	-	6	6	Customer
Anr Com - Serve Private Limited	Payables	-	-	-*	-	Customer
Genesis Infosolutions Private Limited	Payables	-	-	-*	-*	Customer
Value Minds It Services Private Limited	Payables	-	-	-*	-*	Customer
Guru Integrated Services Private Limited	Payables	-	-	-*	-*	Customer
Idha E Tail Arks Private Limited	Payables	-	-	-*	-	Customer
Talk On Net Private Limited	Receivables	-	-	1	1	Customer
Wtel Communications India Privatelimited	Receivables	-	-	-*	-*	Customer
Vcraft Bpo Services Private Limited	Receivables	-	-	-*	-*	Customer
Everest Distrubutors Pvt Ltd	Payables	-*	-*	-*	-*	Customer
Sfs Corporate Services Private Limited	Payables	-*	-*	1	1	Customer
Allianz Management Solutions Privatelimited	Receivables	-	-	1	1	Customer
Sae Retail Private Limited	Payables	-	-*	-*	-*	Customer
Binbit Mobile India Private Limited	Payables	-	-*	-*	-*	Vendor

Name of the Struck Off Company	Nature of transaction with Struck Off Company	Trasaction during year ended March 31, 2023	Trasaction during year ended March 31, 2022	Balance outstanding as on March 31, 2023	Balance outstanding as on March 31, 2022	Relationship with the Struck off company
Jerry Mouse Technologies Private Limited	Payables	-	-*	-*	-*	Vendor
Chemiron Impex Pvt. Ltd.	Receivables	-	-	-*	-*	Vendor
Machine Works (International) Ltd	Receivables	-	-	-*	-*	Vendor
Winsel Marketing Private Limited	Receivables	-	-	-*	-*	Vendor
Alates Technical Pest Control Privatelimited	Receivables	-	-	-*	-*	Vendor
Safeguard Manpower Services Privatelimited	Payables	-*	-*	-*	-*	Vendor
Translife Logistics Private Limited	Receivables	-	-	-*	-*	Vendor
Suryanandan Texturisers Ltd	Payables	-	-	1	1	Vendor
Tranz Vision Digital Media Privatelimited	Receivables	-	-	-*	-*	Vendor
Grandways Couriers Private Limited	Payables	-*	-*	-	-*	Vendor
Bandu Software Solutions Private Limited	Payables	-	-	-*	-*	Vendor
Airhub Technologies Private Limited	Payables	-	-	-*	-*	Vendor
Narangs Internatrional Limited	Receivables	-*	-*	-*	-*	Vendor
Nexzen Agency India Company Private Limited	Payables	-	-	-*	-*	Vendor
Abhiyaan Teleinfra Private Limited	Payables	1	-	-	1	Vendor
Global Visionaries Eventz Privatelimited	Receivables	-	-	2	2	Vendor
Speed Mail Distribution Private Limited	Payables	-	-	-*	-*	Vendor
Savvy Management Services Privatelimited.	Receivables	-	-	-*	-*	Vendor
Sharvari Build-Con Private Limited	Receivables	-	-	-*	-*	Vendor
Shri Dharmasastha Logistics Privatelimited	Payables	-	-	-*	-*	Vendor
Gopala Sweets Private Limited	Payables	-*	-*	-*	-	Vendor
Penshell Design Private Limited	Payables	-*	-	-	-*	Vendor
Cloudric Technologies Private Limited	Payables	-*	-*	1	1	Vendor
Studio 77 Events & Activations Privatelimited	Payables	-	-	-*	-*	Vendor
Exelence Marketing Services Privatelimited	Receivables	-	-	-*	-*	Vendor
Lucivid Software Systems Private Limited	Receivables	-	-	-*	-*	Vendor
V D Intellisys Technologies Privatelimited	Payables	-*	-*	-	-*	Vendor
Genius Consultants Pvt. Ltd	Receivables	-*	-*	-*	-*	Vendor
Sri Rama Telecom & Infratech Privatelimited	Payables	-	-	1	1	Vendor
Pc Infradevelopers Private Limited	Payables	-	-	-*	-*	Vendor
Natural Printings Private Limited	Receivables	-	-	-*	-*	Vendor
Omega Telenet Engineering Privatelimited	Receivables	-	-	-*	-*	Vendor
Ezeeconnect Messaging Services Privatelimited	Receivables	-	-	-*	-*	Vendor
Birla Telecom Limited	Receivables	-	-	-*	-*	Vendor
Wilnet Communications Private Limited	Receivables	-	-	-*	-*	Vendor
K.B. Sales Private Limited	Receivables	-	-	-*	-*	Vendor
Fort Oasis Maintenance Private Limited	Receivables	-	-	-*	-*	Vendor
Red Sun Taxi Services Private Limited	Receivables	-	-	-*	-*	Vendor
Palmgrove Hotels Private Limited	Payables	-*	-	-*	-	Vendor
Scalable It Solutions (Hyd) Privatelimited	Receivables	-	-	-*	-*	Vendor
Knowledge Calls Technologies Privatelimited	Receivables	-	-	-*	-*	Vendor
Home Front Commercial Services Privatelimited	Receivables	-	-	-*	-*	Vendor
J.S.P. Mobile Solutions Private Limited	Receivables	-	-*	-*	-*	Vendor
Prosync Business Solutions Privatelimited	Payables	-	-	-*	-*	Vendor
Madhuraj Enterprises Private Limited	Payables	-	-*	-*	-*	Vendor
Solaris Credit Services Private Limited	Receivables	-	-	-*	-*	Vendor
Qualitative Market Research Privatelimited	Receivables	-	-	-*	-*	Vendor
Ipd Infotech Private Limited	Receivables	-	-	-*	-*	Vendor
Index Communications Private Limited	Payables	-	-*	-*	-*	Vendor
Ishta Communications Private Limited	Payables	-	-	-*	-*	Vendor
Corptel Infomedia India Private Limited	Receivables	-	-*	-*	-*	Vendor
Telcon Bpo India Private Limited	Receivables	-	-	-*	-*	Vendor
Fyntalk Communications Private Limited	Payables	-	-	-*	-*	Vendor
Setia Technologies Private Limited	Payables	-	-	-*	-*	Vendor
Chaitanya Detective Services Privatelimited	Receivables	-	-	-*	-*	Vendor
Emerge Marcom Private Limited	Payables	-	-	-*	-*	Vendor
Blue Star Telecom Private Limited	Receivables	-	-	-*	-*	Customer
J K Cement Pvt Ltd	Receivables	-	-	-*	-*	Customer

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 60
Interest in other entities

The joint ventures / associate of the Group as at March 31, 2023 and March 31, 2022 are listed below and have share capital consisting solely of equity shares which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of the entity	Place of business	% of ownership interest as at March 31		Relationship	Accounting method	Quoted fair value as at March 31		Carrying amount as at March 31	
		2023	2022			2023	2022	2023	2022
ABIPBL[1]	India	49.00%	49.00%	Associate	Equity Method	*	*	-	-
FNL	India	50.00%	50.00%	Joint Venture	Equity Method	*	*	58	53

* Unlisted entity- no quoted price available

[1] ABIPBL is currently under liquidation and hence company has made a provision for the entire amount of investment in the Company.

The aggregate information of immaterial joint venture is as follows :

Particulars	As at March 31, 2023	As at March 31, 2022
Carrying amount of investments	58	53

Group's share in immaterial joint venture is as follows :

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit/ (loss)	5	12
Total comprehensive income/(loss)	5	12

The aggregate information of immaterial associate is as follows :

Particulars	As at March 31, 2023	As at March 31, 2022
Carrying amount of investments (Net of impairment provision)	-	-

Group's share in immaterial associate is as follows :

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit/ (loss)	-	-
Total comprehensive income/(loss)	-	-

Note 61

Previous year figures have been regrouped / rearranged wherever necessary to conform to the current period grouping.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

Place: Mumbai
Date : 25th May 2023

For and on behalf of the Board of Directors of Vodafone Idea Limited

Ravinder Takkar
Non-Executive Chairman
(DIN : 01719511)

Himanshu Kapania
Non-Executive Director
(DIN:03387441)

Akshaya Moondra
Chief Executive Officer

Murthy G.V.A.S.
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

VODAFONE IDEA LIMITED

Consolidated Financial Statements

For the year ended March 31, 2022

INDEPENDENT AUDITOR'S REPORT

To the Members of Vodafone Idea Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Vodafone Idea Limited (hereinafter referred to as "the Company" or "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associate and joint venture comprising of the consolidated Balance Sheet as at March 31, 2022, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint venture as at March 31, 2022, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 4 to the financial statements, which describes the Company's financial condition as of March 31, 2022 and its debt obligations due for the next 12 months. The Company's financial performance has impacted its ability to generate the cash flow that it needs to settle/refinance its liabilities as they fall due.

The Company's ability to continue as a going concern is dependent on its ability to raise additional funds as required and successful negotiations with lenders for continued support and generation of cash flow from its operations that it needs to settle its liabilities as they fall due. Our conclusion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Material Uncertainty Related to Going Concern' section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">Revenue recognition
(as described in note 5(a) of the Consolidated financial statements)</td></tr>
<tr><td>For the year ended March 31, 2022, the service revenue recognised was ₹ 384,895 million.

Revenue recognition has been identified as a key audit matter due to complexity of systems in recognizing revenues, significance of volumes of data process by system, constantly evolving pricing with discounted tariffs and operation in highly competitive marketplace.</td><td>Our audit procedures included the following:
• With the assistance by IT specialists, we obtained an understanding, evaluated the design and tested the operating effectiveness of key IT general and application controls related to the revenue recognition processes. We also tested relevant IT infrastructure and applications that result in generation of various IT reports used for billing and revenue recognition process.
• We tested the operating effectiveness of IT dependent manual controls, performed data analytics and trend analysis, test of reconciliations between billing and other IT systems, prepaid applications and the general ledger. We performed procedures to test the computation of deferred revenue.
• We read and assessed the revenue related accounting policy, critical estimates and assumptions and disclosures in the consolidated financial statements.</td></tr>
<tr><td colspan="2">Assessment of claims related regulatory, taxation and legal matters
(as described in note 45, 3 and 43(vi) of the Consolidated financial statements)</td></tr>
<tr><td>At March 31, 2022 the value of regulatory, tax and legal disputes disclosed as contingent liabilities was ₹ 199,604 million.

Pursuant to the Hon'ble Supreme Court judgement, the Company has recorded and carrying liability of Rs 659,534 million related to AGR matter and Rs 49,572 million related to one time spectrum charges (OTSC) for more than 6.2 MHz spectrum.

Taxation, regulatory and litigation exposures have been identified as a key audit matter due to changing regulatory environment and significant judgement required by management in assessing the exposure of each case.</td><td>Our audit procedures included the following:
• We obtained summary of all tax, regulatory and litigation matters including management's assessment.
• We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls related to management's risk assessment process for taxation, regulatory and legal matters.
• We obtained and read external legal opinions (where considered necessary) and other evidences provided by management to corroborate management's assessment of regulatory and legal matters.
• Engaged tax/regulatory specialists to assess the tax/regulatory positions taken by management with respect to tax/regulatory litigations.
• Verified the provisions recorded in the books by the Company including the interest computations based on the demands received by the Company from DoT, internal records of the Company based on the Hon'ble Supreme Court judgement and validated the computations in accordance with licence agreement and Hon'ble Supreme Court judgement for the provisions recorded in the books.
• Assessed the relevant accounting policies and disclosures in the consolidated financial statements for compliance with the requirements of accounting standards.</td></tr>
<tr><td colspan="2"></td></tr>
</table>

Key audit matters	How our audit addressed the key audit matter
Borrowings, interest and debt covenant testing *(as described in note 23 and 27 of the Consolidated financial statements)*	
At March 31, 2022, current and non-current borrowings including interest accrued and AGR liability was ₹ 1,978,782 million and bank guarantee was ₹ 218,809 million. Annual covenant testing as at March 31, 2022 resulted in certain ratios breaching the specified covenant threshold for loans aggregating ₹ 125,080 million. Accordingly, the Company has classified ₹ 68,131 million from non-current borrowings to current maturities of long-term debt. Borrowings has been identified as a key audit matter due to debt covenant testing, change in credit ratings of the loans and various correspondences received from banks and financial institutions for additional security / increase in interest rate resulting in recognition, presentation and measurement complexities.	Our audit procedures included the following: • We tested the debt covenant ratio specified in the loan agreements and the computation and assessed the classification of the borrowing in financial statement based on the results of such testing and waiver from the bank, if any. • We obtained independent confirmation from the bank with respect to borrowings and non-fund based facilities [including bank guarantees/letter of credit] outstanding as at March 31, 2022 and compared the amounts as per confirmations with the amounts in the books of accounts and tested the reconciliation provided by management. • We verified the interest/commission rate used by the Company for computation of interest cost with the loan/bank guarantee agreements and various correspondences received by the Company from respective banks and corresponding increase in rates due to non-remediation of debt covenant and downgrade in credit rating. • We verified the security created against fund and non-fund facilities with the agreements and documents related to charges filed with Register of Companies. • We assessed the borrowing related accounting policy and disclosures in the consolidated financial statements for compliance as per Ind AS 107.

Other Information

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the Performance Highlights, Corporate Governance Report, Directors' Report, Management Discussion and Analysis Report and Business Responsibility Report, but does not include the consolidated financial statements and our auditor's report thereon. The Performance Highlights, Corporate Governance Report, Directors' Report, Management Discussion and Analysis Report and Business Responsibility Report, is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate and joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of the Group and of its associate and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associate and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associate and joint venture.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint venture of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) The consolidated financial statements also includes the Group's share of net profit after tax and total comprehensive income of Rs 12 million, as considered in the consolidated financial statements, in respect of one joint venture, whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of the joint venture and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid joint venture is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;

(c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) The going concern matter described in Material Uncertainty Related to Going Concern paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.

(f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

(g) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India, refer to our separate Report in "Annexure-2" to this report;

(h) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid/provided by the Group, to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

   i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 45 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2022;

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Group.

iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Group from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement

v. No dividend has been declared or paid during the year by the Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

per Nilangshu Katriar
Partner
Membership No.: 58814
UDIN: 22058814AISLJU3154

Place: Mumbai
Date: May 10, 2022

Annexure 1 referred to in paragraph 1 under the heading Report on other legal and regulatory requirements of our Report of even date

Re: Vodafone Idea Limited (the "Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No	Name	CIN	Holding company/ subsidiary/ associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1	Vodafone Idea Limited	L32100GJ1996PLC030976	Holding Company	3 (i) (a) (A), 3 (i) (b) 3 (ix) (d) 3 (xix)
2	Vodafone Idea Business Service Limited	U74900GJ2009PLC058189	Subsidiary	3 (ix) (d) 3 (xix)
3	Vodafone Idea Manpower Service Limited	U74140GJ2007PLC051881	Subsidiary	3 (ix) (d) 3 (xix)
4	Vodafone Idea Shared Services Limited	U64204MH2016PLC287257	Subsidiary	3 (ix) (d) 3 (xix)
5	Vodafone Idea Telecom Infrastructure Limited	U64200GJ2007PLC106772	Subsidiary	3 (i) (a) (A), 3 (ix) (d) 3 (xix)
6	You Broadband India Limited	U51909MH2000PLC139321	Subsidiary	3 (ix) (d) 3 (xix)
7	Vodafone M pesa Limited	U67100MH2014PLC258108	Subsidiary	3 (xiv) (a) 3 (ix) (d)
8	Vodafone Idea Technology Services Limited	U72900MH2014PLC260105	Subsidiary	3 (ix) (d)

The report of the following components included in the consolidated financial statements has not been issued by its auditor till the date of our auditor's report.

S. No.	Name	CIN	Subsidiary/associate/ joint venture
1.	FireFly Networks Limited	U74999DL2014PLC264417	Joint Venture
2.	Aditya Birla Idea Payments Bank Limited	U65923MH2016PLC273308	Associate

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Nilangshu Katriar
Partner
Membership Number: 58814
UDIN: 22058814AISLJU3154

Place: Mumbai
Date: May 10, 2022

Annexure-2 to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Vodafone Idea Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Vodafone Idea Limited as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of Vodafone Idea Limited (hereinafter referred to as the "Company" or "Holding Company") and its subsidiary companies, its associate and joint venture, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, its associate and joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

A company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company its subsidiary companies which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31,2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Nilangshu Katriar
Partner
Membership Number: 58814
UDIN: 22058814AISLJU3154

Place: Mumbai
Date: May 10, 2022

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Balance Sheet as at March 31, 2022

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
Assets			
Non-current assets			
Property, plant and equipment (including RoU Assets)	7	536,327	575,704
Capital work-in-progress	7	3,239	5,996
Investment property	8	-	-
Intangible assets	9	1,031,859	1,099,200
Intangible assets under development	9	404	63
Investments accounted for using the equity method	10	53	41
Financial assets			
Other non-current financial assets	11	88,492	77,323
Deferred tax assets (net)	55	60	23
Other non-current assets	12	111,502	135,461
Total non-current assets (A)		**1,771,936**	**1,893,811**
Current assets			
Inventories	13	23	6
Financial assets			
Trade receivables	14	24,439	25,070
Cash and cash equivalents	15	14,532	3,503
Bank balance other than cash and cash equivalents	16	20,434	18,662
Loans to joint venture and others	17	-	9
Other current financial assets	18	756	2,117
Current tax assets		6,031	-
Other current assets	19	102,140	90,975
Total current assets (B)		**168,355**	**140,342**
Assets classified as held for sale (AHFS) (C)	20	-	653
Total Assets (A+B+C)		**1,940,291**	**2,034,806**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Balance Sheet as at March 31, 2022

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
Equity and Liabilities			
Equity			
Equity share capital	21	321,188	287,354
Other equity	22	(940,836)	(669,634)
Total equity (A)		**(619,648)**	**(382,280)**
Liabilities			
Non-current liabilities			
Financial liabilities			
Long term borrowings			
Loans from banks and others	23 (A)	28,363	64,846
Deferred payment obligations	23 (B)	1,731,145	1,509,309
Lease Liabilities	47	114,325	109,544
Trade payables	28	852	1,268
Other non-current financial liabilities	24	68,461	63,275
Long term provisions	25	384	416
Deferred tax liabilities (net)	55	-	22
Other non-current liabilities	26	5,070	4,381
Total non-current liabilities (B)		**1,948,600**	**1,753,061**
Current liabilities			
Financial liabilities			
Short term borrowings	27	149,669	228,948
Lease Liabilities	47	114,109	104,555
Trade payables	28	131,699	132,757
Other current financial liabilities	29	139,606	133,316
Other current liabilities	30	76,018	63,991
Short term provisions	31	238	458
Total current liabilities (C)		**611,339**	**664,025**
Total Equity and Liabilities (A+B+C)		**1,940,291**	**2,034,806**

The accompanying notes are an integral part of the Financial Statements

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Himanshu Kapania
Non-Executive Chairman
(DIN : 03387441)

Ravinder Takkar
Managing Director & Chief Executive Officer
(DIN : 01719511)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : May 10, 2022

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Statement of Profit and loss for the year ended March 31, 2022

Particulars	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
Income			
Service revenue		384,895	419,331
Sale of trading goods		89	51
Other operating income	32	171	140
Revenue from operations		**385,155**	**419,522**
Other income	33	1,294	1,742
Total income		**386,449**	**421,264**
Expenses			
Cost of trading goods		70	30
Employee benefit expenses	34	17,351	20,300
Network expenses and IT outsourcing cost	35	98,182	95,938
License fees and spectrum usage charges	36	41,988	41,295
Roaming and access charges	37	29,155	52,906
Subscriber acquisition and servicing expenditure	38	19,711	17,677
Advertisement, business promotion expenditure and content cost	39	9,791	7,875
Other expenses	40	8,546	14,044
		224,794	**250,065**
Profit / (Loss) before finance costs, depreciation, amortisation, share of net profit of joint ventures, exceptional items and tax		**161,655**	**171,199**
Finance costs	41	209,808	179,981
Depreciation	7 & 8	146,569	145,013
Amortisation	9	89,274	91,372
Profit / (Loss) before share of profit of joint ventures, exceptional items and tax		**(283,996)**	**(245,167)**
Add : Share in profit of joint ventures	62	12	2,314
Profit / (Loss) before exceptional items and tax		**(283,984)**	**(242,853)**
Exceptional items (net)	42	1,643	(199,681)
Profit / (Loss) before tax		**(282,341)**	**(442,534)**
Tax expense:			
- Current tax	54	173	(180)
- Deferred tax	54 & 55	(60)	(23)
Profit / (Loss) after tax		**(282,454)**	**(442,331)**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Statement of Profit and loss for the year ended March 31, 2022

Particulars	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
Other comprehensive income / (loss)			
Items not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains / (loss) on defined benefit plans	53	90	374
Income tax effect	54 & 55	(1)	(4)
Group's share in other comprehensive income / (loss) of joint ventures and associate (net of taxes)		-	(2)
Other comprehensive income / (loss) for the year, net of tax		**89**	**368**
Total comprehensive income / (loss) for the year		**(282,365)**	**(441,963)**
Earnings / (loss) per equity share of Rs. 10 each:	56		
Basic (Rs.)		(9.83)	(15.40)
Diluted (Rs.)		(9.83)	(15.40)

The accompanying notes are an integral part of the Financial Statements

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Himanshu Kapania
Non-Executive Chairman
(DIN : 03387441)

Ravinder Takkar
Managing Director &
Chief Executive Officer
(DIN : 01719511)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : May 10, 2022

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Statement of Changes in Equity for the year ended March 31, 2022

A. Equity share capital:

Equity shares of Rs. 10 each issued, subscribed and fully paid

	Numbers	Amount
As at April 1, 2020	28,735,389,240	287,354
Issue of Share capital	-	-
As at March 31, 2021	**28,735,389,240**	**287,354**
Issue of Share capital (refer note 43(i))	3,383,458,645	33,834
As at March 31, 2022	**32,118,847,885**	**321,188**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Consolidated Statement of Changes in Equity for the year ended March 31, 2022

B. Other equity

Particulars	Reserves and surplus								Total
	Capital reserve (refer note 22(i))	Capital reduction reserve (refer note 22(ii))	Debenture redemption reserve (refer note 22(iii))	Securities premium (refer note 22(iv))	Amalgamation adjustment deficit account (refer note 22(v))	General reserve (refer note 22(vi))	Retained earnings (refer note 22(vii))	Employee stock options reserve (refer note 22(viii))	
As at April 1, 2020	(88,460)	277,787	4,408	1,084,698	(488,444)	1,562	(1,019,762)	656	(227,555)
Profit/(Loss) for the year ended March 31, 2021	-	-	-	-	-	-	(442,331)	-	(442,331)
Other comprehensive income/(loss) for the year ended March 31, 2021	-	-	-	-	-	-	368	-	368
Total comprehensive income/(loss)	-	-	-	-	-	-	(441,963)	-	
Share-based payment expenses (refer note 52)	-	-	-	-	-	-	295	(295)	-
Group's share of additional depreciation in joint venture (Indus) on fair valued assets/ physical verification adjustments pursuant to scheme	-	-	-	-	-	-	(116)	-	(116)
As at March 31, 2021	(88,460)	277,787	4,408	1,084,698	(488,444)	1,562	(1,461,546)	361	(669,634)
Profit/(Loss) for the year ended March 31, 2022	-	-	-	-	-	-	(282,454)	-	(282,454)
Other comprehensive income/(loss) for the year ended March 31, 2022	-	-	-	-	-	-	89	-	89
Total comprehensive income/(loss)	-	-	-	-	-	-	(282,365)	-	
Allotment of Equity Share Capital (net of issue expense of Rs 3 Mn) (refer note 43(i))	-	-	-	11,163	-	-	-	-	11,163
Share-based payment expenses (refer note 52)	-	-	-	-	-	-	311	(311)	-
As at March 31, 2022	(88,460)	277,787	4,408	1,095,861	(488,444)	1,562	(1,743,600)	50	(940,836)

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

For and on behalf of the Board of Directors of Vodafone Idea Limited

Himanshu Kapania
Non-Executive Chairman
(DIN : 03387441)

Ravinder Takkar
Managing Director &
Chief Executive Officer
(DIN : 01719511)

Akshaya Moondra
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : May 10, 2022

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Statement of Consolidated Cash Flows for the year ended March 31, 2022

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Operating activities		
Loss before tax	(282,341)	(442,534)
Adjustments to reconcile loss before tax to net cash flows		
Share in profit of joint ventures and associate (net)	(12)	(2,314)
Depreciation of property, plant and equipment (including RoU Assets) and investment property	146,569	145,013
Amortisation of intangible assets	89,274	91,372
Share-based payment expense (ESOS)	(16)	35
(Gain) / Loss on disposal of property, plant and equipment and intangible assets (net)	(679)	5
Gain on Investment property (leasehold land) (refer note 42)	(1,266)	-
Gain on sale of stake in Indus (Joint Venture) (refer note 42)	-	(21,189)
Impact due to cancellation of lease contract on network re-alignment (refer note 42)	-	(1,696)
Accelerated depreciation on account of network re-alignment/re-farming (refer note 42)	137	5,745
License fees and SUC on AGR (refer note 42)	-	194,405
One Time Spectrum Charges (refer note 42)	-	5,027
Impairment of Brand (refer note 42)	-	7,246
Finance costs (including fair value change in financial instruments)	209,808	179,981
Bad debts / advances written off	1,756	3,873
Allowance for doubtful debts / advances	479	(437)
Liabilities / provisions no longer required written back	(70)	(46)
Other income	(1,057)	(1,636)
Working capital adjustments		
(Increase)/Decrease in trade receivables	(383)	3,136
(Increase)/Decrease in inventories	(17)	19
(Increase) in other financial and non-financial assets	(30,051)	(6,836)
(Decrease)/Increase in trade payables	(3,432)	5,522
Increase/(Decrease) in other financial and non-financial liabilities	30,476	(16,197)
Cash flows from operating activities	**159,175**	**148,494**
Income tax refund (including TDS) (net)	14,695	7,903
Net cash flows from operating activities	**173,870**	**156,397**
Investing activities		
Purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development)	(60,089)	(47,097)
Payment towards Spectrum and Licenses - Upfront payment	(1,035)	(5,747)
Proceeds from sale of property, plant and equipment and intangible assets	1,207	1,782
Proceeds from sale of Investment property (leasehold land) (net of expenses)	1,870	-
Proceeds from sale of stake in Indus (Joint Venture) (net of expenses related to sale of Rs. 170 Mn) (refer note 43(iii))	-	37,472
Net sale of current investments	180	4,952
Repayment of loan given to joint venture	8	-
Interest received	586	1,797
Maturity/(Placement) for Fixed deposits with banks having maturity of 3 to 12 months	(30)	16,477
Dividend received from joint venture (Indus)	-	1,115
Net cash flows (used in) / from investing activities	**(57,303)**	**10,751**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Statement of Consolidated Cash Flows for the year ended March 31, 2022

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Financing activities		
Proceeds from allotment of equity shares under Prefential Issue (net of share issue expenses of Rs. 3 Mn) (refer note 43(i))	44,997	-
Payment of interest and finance charges[1]	(27,997)	(28,256)
Proceeds from long term borrowings	5,000	-
Repayment of long term borrowings	(80,641)	(43,220)
Proceeds from short term borrowings	22,500	-
Repayment of short term borrowings	-	(283)
Payment of lease liabilities (refer note 47)	(69,397)	(95,555)
Net cash flows (used in) financing activities	**(105,538)**	**(167,314)**
Net increase / (decrease) in cash and cash equivalents during the year	**11,029**	**(166)**
Cash and cash equivalents at the beginning of the year	**3,503**	**3,669**
Cash and cash equivalents at the end of the year	**14,532**	**3,503**

[1] includes interest payment on deferred payment liabilities forming part of long term borrowings

1. Cash and Cash Equivalents include the following Balance Sheet amounts

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash on hand	32	30
Cheques on hand	68	181
Balances with banks		
In current accounts	14,141	2,770
In deposit accounts	291	522
	14,532	**3,503**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

2. Disclosure of changes in liabilities arising from financing activities on account of non-cash transactions

Particulars	Loans from banks and others including current maturities	Deferred payment obligations including current maturities	Changes in derivative liabilities (net)	Interest accrued but not due	Lease liabilities
Balance as at April 1, 2020	**272,909**	**877,007**	**(822)**	**61,081**	**268,792**
(i) Cash flow Items					
Net proceed/(repayment) of borrowings	(43,007)	(496)	-	-	-
Payment of Interest and finance charges	-	-	(7)	(28,249)	-
Payment of lease liabilities (refer note 47)	-	-	-	-	(95,555)
(ii) Non - cash items					
Foreign exchange (gain)/loss	(687)	-	-	687	-
Finance cost accrued (charged to profit and loss)	-	-	1,269	157,906	20,806
Upfront fees amortisation	69	-	-	(69)	-
Interest on asset retirement obligation	-	-	-	(9)	-
Interest related to vendors and other liabilities	-	-	-	(39,690)	-
Accrued interest on deferred payment liability for spectrum and others transferred to borrowing on anniversary date	-	86,274	-	(86,274)	-
Accrued interest on loans from banks and others transferred to borrowing	1,431	-	-	(1,431)	
Reclassification of Deferred Payment obligation pursuant to AGR judgment (refer note 3)	-	609,603	-	-	-
Addition of lease liabilities (refer note 47)	-		-	-	32,272
Deletion of lease liabilities (refer note 47)	-		-	-	(12,216)
As at March 31, 2021	**230,715**	**1,572,388**	**440**	**63,952**	**214,099**
(i) Cash flow Items					
Net proceed/(repayment) of borrowings	(53,086)	(55)	-	-	-
Payment of Interest and finance charges	-	-	-	(27,997)	-
Payment of lease liabilities (refer note 47)	-	-	-	-	(69,397)
(ii) Non - cash items					
Foreign exchange (gain)/loss	418	-	-	(418)	-
Finance cost accrued (charged to profit and loss)	-	-	(338)	191,190	18,956
Upfront fees amortisation	(46)	-	-	46	-
Interest on asset retirement obligation	-	-	-	5	-
Interest related to vendors and other liabilities	-	-	-	(11,620)	-
Accrued interest on deferred payment liability towards spectrum and AGR transferred to borrowing on anniversary date	-	145,665	-	(145,665)	-
Accrued interest on loans from banks and others transferred to borrowing	25	-	-	(25)	
Addition towards Spectrum acquisition	-	13,153	-	137	-
Addition of lease liabilities (refer note 47)	-		-	-	73,889
Deletion of lease liabilities (refer note 47)	-		-	-	(9,113)
As at March 31, 2022	**178,026**	**1,731,151**	**102**	**69,605**	**228,434**

3. The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 on Statement of Cash Flows.

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Himanshu Kapania
Non-Executive Chairman
(DIN : 03387441)

Ravinder Takkar
Managing Director &
Chief Executive Officer
(DIN : 01719511)

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date : May 10, 2022

1. Corporate Information

Vodafone Idea Limited ('the Company'), a public limited company, was incorporated under the provisions of the Companies Act applicable in India on March 14, 1995. Its shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India (Scrip Code; NSE: IDEA, BSE: 532822). The registered office of the Company is situated at Suman Tower, Plot No. 18, Sector–11, Gandhinagar – 382011, Gujarat. The Company is one of the leading telecom service providers in India. The Company and its subsidiaries ("the Group") is engaged in the business of Mobility and Long Distance services, trading of handsets and data cards.

These consolidated financial statements for the year ended March 31, 2022 were approved by the Board of Directors and authorised for issue on May 10, 2022.

2. (A) Statement of compliance

These consolidated financial statements of the Company, its subsidiaries (the "Group"), joint ventures and associate comprising of Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Statement of Consolidated Cash Flows together with the consolidated notes have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2. (B) Basis of preparation and consolidation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services on the transaction date.

All financial information presented in Rs. has been rounded off to million unless otherwise stated.

Ministry of Corporate Affairs (MCA) issued notifications dated March 24, 2021 to amend Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Group in its financial statements. These amendments were applicable to the Group for the financial year starting April 01, 2021. The Group has given effect of such regroupings in consolidated financial statements including figures for the corresponding previous year wherein:

a) Current maturities of long term loans from banks and others and Current maturities of Deferred payment obligations have been regrouped from "Other current financial liabilities" in the audited financial statements for the year ended March 31, 2021 to "Short term borrowings" in consolidated financial statements.

b) Lease liabilities have been disclosed separately as "Lease Liabilities" in the consolidated financial statements from "Other non-current financial liabilities" and "Other current financial liabilities" in the audited financial statements for the year ended March 31, 2021.

The Group has elected to present Profit/(Loss) before finance costs, depreciation, amortisation, share of profit of joint ventures, exceptional items and tax as a separate line item on the face of the statement of profit and loss. In such measurement, the company does not include finance costs, depreciation, amortisation, share of profit of joint ventures, exceptional items and tax.

The consolidated financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act, 2013.

The consolidated financial statements have been consolidated in accordance with Ind AS 110, 'Consolidated Financial Statements'.

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group has:
- Power over the investee;
- Exposure, or rights, to variable returns from its involvement with the investee and
- Has the ability to affect those returns through its power to direct the relevant activities of the investee.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Generally, there is a presumption that majority of voting rights results in control. To support this presumption and when the Group has less than majority of voting or similar rights over an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders
- Rights arising from other contractual arrangements
- Potential voting rights held by the Group

The consolidated financial statements of the group are prepared based on a line by line consolidation of the separate financial statements of the Company and its subsidiaries whereby the book values of like items of assets, liabilities, income, expenses and tax have been added after eliminating intra-group balances, transactions and resulting unrealised gains or losses.

Subsidiaries are consolidated from the date on which control is acquired by the group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet, respectively.

The financial statements of the following entities in the Group are prepared using uniform accounting policies and are drawn up to the same accounting period as that of the Company.

Sr. No.	Name of the Company	Relationship	Voting Power % as at	
			March 31, 2022	March 31, 2021
1	Vodafone Idea Manpower Services Limited ('VIMSL')	Subsidiary	100.00	100.00
2	Vodafone Idea Telecom Infrastructure Limited ('VITIL')	Subsidiary	100.00	100.00
3	Vodafone Idea Business Services Limited ('VIBSL')	Subsidiary	100.00	100.00
4	Vodafone Idea Communication Systems Limited ('VICSL')	Subsidiary	100.00	100.00
5	Vodafone Foundation ('VF') (Registered under section 8 of Companies Act, 2013)	Subsidiary	100.00	100.00
6	Connect (India) Mobile Technologies Private Limited ('CIMTPL')	Subsidiary	100.00	100.00
7	Vodafone m-pesa Limited ('VMPL')	Subsidiary	100.00	100.00
8	Vodafone Idea Technology Solutions Limited ('VITSL')	Subsidiary	100.00	100.00
9	Vodafone Idea Shared Services Limited ('VISSL')	Subsidiary	100.00	100.00
10	You Broadband India Limited ('YBIL')	Subsidiary	100.00	100.00

The Financial Statements of the following associate and joint ventures used in the consolidation are drawn up to the same reporting date as that of the Group and the accounting policies have been changed where necessary to ensure consistency with the policies adopted by the group. All the entities are incorporated in India.

Sr. No.	Name of the Company	Relationship	Voting Power % as at	
			March 31, 2022	March 31, 2021
1	Indus Tower Limited (Indus)	Joint Venture[(1)&(3)]	-	-
2	Aditya Birla Idea Payments Bank Limited (ABIPBL)[(2)]	Associate	49.00	49.00
3	Firefly Networks Limited	Joint Venture[(1)]	50.00	50.00

(1) by virtue of joint venture agreement

(2) ABIPBL has decided to wind up its business voluntarily (voluntary winding up) on July 19, 2019 subject to requisite regulatory approvals and consent. The Company is currently under liquidation.

(3) The Company has sold its stake in Indus on November 19, 2020 (refer note 43(iii))

2 (C) Changes in ownership interests

- Subsidiaries

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

The subsidiaries are deconsolidated from the date the Group loses control on such subsidiaries. When the Group ceases to consolidate because of a loss of control, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are reclassified to profit and loss on disposal of the related assets and liabilities.

- **Associates and Joint Arrangements**

The Group ceases to equity account for an investment if it loses joint control or significant influence over such equity accounted investee. When the group ceases to equity account for an investee, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest in the investee. In addition, any amounts previously recognised in other comprehensive income in respect of that investee are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit and loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit and loss where appropriate.

3. The Hon'ble Supreme Court on October 24, 2019 along with supplementary order dated July 20, 2019 and final order dated September 01, 2020 delivered its judgment (together referred to as "AGR Judgment") on the cross appeals against the Hon'ble TDSAT judgment dated April 23, 2015, relating to the definition of Adjusted Gross Revenue. The order upheld the principal demand, levy of interest, penalty and interest on penalty.

Subsequent to the same, on September 01, 2020, vide its judgment, the Hon'ble Supreme Court has inter-alia directed that for the demand raised by the DoT in respect of the AGR dues based on the judgment of this Court, there shall not be any dispute raised by any of the Telecom Operators and that there shall not be any reassessment; the Telecom Operators shall at the first instance, make the payment of 10% of the total dues as demanded by DoT by March 31, 2021 and thereafter, Telecom Operators to make payment in yearly instalments commencing from April 01, 2021 to March 31, 2031 payable by 31st March of every succeeding financial year. The cumulative amount paid by the Company of Rs. 78,544 Mn exceeded 10% of the total liability, and accordingly the Company filed an affidavit with Hon'ble Supreme Court including the compliance letter confirming payment of 10% of the total dues along with an undertaking to pay the arrears as per the Court judgement from FY 21-22 onwards.

The Company had on August 10, 2021 filed a review petition with the Hon'ble Supreme Court for considering to hear the modification application on correction of manifest / clerical / arithmetic errors in the computation of AGR demands which is still pending to be heard.

The Union Cabinet on September 15, 2021 approved major structural and process reforms in the telecom sector to boost the proliferation and penetration of broadband and telecom connectivity. Further to address liquidity requirements, the Cabinet has also approved deferment of AGR dues which are payable in annual instalments as determined by the Hon'ble Supreme Court for up to four years without any change in the instalment period and deferment of spectrum auction instalments payable from October 01, 2021 to September 30, 2025 excluding the instalments due for spectrum auction conducted in 2021. The DoT also revised the definition of AGR effective October 01, 2021 to exclude non-telecom revenues. On October 14, 2021, DoT issued the required notifications giving an option for moratorium of Spectrum instalment and AGR dues to be confirmed by the Company on or before October 29, 2021. It also provided a period of 90 days to confirm upfront conversion, if any, of the interest amount arising due to such deferment into equity. The Company has conveyed its acceptance for the deferment of Spectrum auction instalments & AGR dues by a period of four years with immediate effect and has also requested for inclusion of the amounts after the affidavit period till AGR judgement of 2019 to be covered by the cabinet relief package.

At its meeting held on January 10, 2022, the Board of Directors approved the conversion of the full amount of such interest on the deferred instalments related to deferred annual spectrum liabilities and AGR dues into shares in the company, either ordinary and / or preference, at the discretion of government. Subsequently on March 31, 2022, DoT has computed the Net Present value (NPV) of the interest liability on moratorium period amounting to Rs. 161,331 Mn towards AGR dues (as per Hon'ble SC affidavit dated September 01, 2020) and deferred annual Spectrum liabilities respectively as on the date of exercise of option i.e. January 10, 2022, which the Company has confirmed on April 14, 2022. Further the accounting of such conversion will happen upon the completion of the process concluding with the actual issue of shares and hence no effects have been given while drawing up the Financial Statements for the year. Such conversion will result in dilution to all the existing shareholders of the Company, including the Promoters.

Accordingly, as at March 31, 2022, the net liability towards AGR dues arising out of Hon'ble Supreme Court judgment amounting to Rs. 659,534 Mn (net of payment of Rs. 78,544 Mn) (including interest till March 31, 2022) is disclosed as deferred payment obligation under long term borrowings in the financial statements.

4. The Group has incurred a loss of Rs. 282,454 Mn for the year ended March 31, 2022 and its net worth stands at negative Rs. 619,648 Mn. As at March 31, 2022, the total debt (including interest accrued but not due) of the Group stands at Rs.1,978,782 Mn. As of March 31, 2022, an amount of Rs. 68,131 Mn (March 31, 2021: Rs. 85,472 Mn) (net of waiver received) has been classified from non-current borrowings to current maturities of long-term debt for not meeting certain covenant clauses under the financial agreements. Further, as a result of earlier rating downgrade, certain lenders had asked for increase of interest rates and additional margin money/security against existing facilities. The Group has exchanged correspondences and continues to be in discussion with the lenders for next steps/waivers. The existing debt as payable by March 31, 2023 is Rs. 81,555 Mn (excluding amount classified as current on account of not meeting certain covenant clauses).

As the Group has already availed the moratorium with respect to AGR and Deferred Spectrum Obligation as referred above, and raised the fund from the promoter / promoter group companies for Rs. 45,000 Mn as referred in note 43(i), the Group's ability to continue as a going concern is now dependent on raising additional funds as required, successful negotiations with lenders for continued support and generation of cash flow from operations that it needs to settle its liabilities as they fall due. As of date, the Group has met all its debt obligations. Pending the outcome of the above matters, these consolidated financial statements have been prepared on a going concern basis.

5. Significant Accounting Policies

a) Revenue from contracts with customers

Revenue is recognised when a customer obtains control of the goods or receive services and thus has the ability to direct the use and obtain the benefits from the goods or services. Revenue is measured at the Transaction price i.e. an amount that reflects the consideration, to which an entity expects to be entitled in exchange for transferring goods or services to customers, excluding amounts collected on behalf of third parties. Taxes and duties collected by the seller / service provider are to be deposited with the government and not received by the Group on their own account. Accordingly, it is excluded from revenue. The Group evaluates its exposure to significant risks and reward associated with the revenue arrangements in order to determine its position of a principal or an agent in this regard. Consideration payable to a customer includes cash or credit or other items expected to be payable to the customer (or to other parties that purchase the entity's goods or services from the customer). The Group accounts for consideration payable to a customer as a reduction from the transaction price unless the payment to the customer is in exchange for a distinct goods or services that the customer transfers to the entity.

i) Revenue from supply of services and sale of goods

Revenue on account of telephony services (post-paid and prepaid categories, roaming, interconnect and long distance services) is recognised on rendering of services. Fixed Revenues in the post-paid category are recognised over the period of rendering of services. Processing fees on recharge vouchers in case of prepaid category is recognised over the validity of such vouchers.

Revenue from other services (internet services, mobile advertisement, revenue from toll free services, etc.) is recognised on rendering of services. Revenue from sale of handsets, data cards and related accessories is recognised when control of the asset is transferred to the customer, generally on delivery of the equipment. Revenue from passive infrastructure is recognised on rendering of services.

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Multiple element contracts:
Bundle packages that include multiple elements, at the inception of the arrangement, the Group determines whether it is necessary to separate the separately identifiable elements and apply the corresponding revenue recognition policy to each elements. Total package revenue is allocated among the identified elements based on their relative standalone price.

ii) Unbilled income
Unbilled income is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs its obligation by transferring goods or services to a customer before the same is invoiced to the customer, unbilled income is recognised for the earned consideration that is conditional on satisfaction of performance obligation.

iii) Trade receivables
A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section 5(r) Financial instruments – initial recognition and subsequent measurement.

iv) Advance from customer and deferred revenue
Advance from customer and deferred revenue is the obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made. Advance from customer and deferred revenue are recognised as revenue when the Group fulfils its performance obligations under the contract.

v) Interest income
Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is recorded using the applicable Effective Interest Rate (EIR), which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to that asset's net carrying amount on initial recognition.

vi) Dividends
Dividend income is recognised when the Group's right to receive the payment is established.

vii) Cost to obtain a contract

The Group pays sales commission to its channel partners for each contract that they obtain. Such costs are deferred over the average expected customer life-cycle provided the estimated average customer life-cycle is higher than twelve months. The Company re-estimates the average customer life cycle on a periodic basis.

b) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. The Company's lease asset classes primarily consist of leases for passive infrastructure for cell sites and immovable properties.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment (Refer Note 5 (m)).

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification i.e. a change in the lease term or a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. The re-measurement of lease liability is done by discounting the revised lease payments using the Group's incremental borrowing rate at the effective date of modification.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Finance lease:

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting period so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating lease:

Rental income from operating lease is recognised on a straight line basis over the lease term unless payments to the Group are structured to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increase; such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term. Contingent rents are recognised as income in the period in which they are earned.

The Group enters into agreements which entitle its customers the right to use of specified capacity of dark fibre / bandwidth capacity for a specific period of time. Under such arrangements, the rights to use the specified assets are given for a substantial part of the estimated useful life of such assets. The contracted price received upfront in advance is treated as deferred revenue and is recognised on a straight line basis over the agreement period.

c) Employee benefits

i. Defined Contribution Plan

Contributions to Provident and other funds are funded with the appropriate authorities and charged to the Consolidated Statement of Profit and Loss when the employees have rendered service entitling them to the contributions.

Contributions to Superannuation are funded with the Life Insurance Corporation of India and charged to the Consolidated Statement of Profit and Loss when the employees have rendered service entitling them to the contributions.

The Group has no obligation other than contribution payable to these funds.

ii. Defined Benefit Plan

The Group has a defined benefit gratuity plan which is a combination of funded plan and unfunded plan. In case of funded plan, the Group makes contribution to a separately administered fund with the Insurance companies. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimation of the payments. Any deficit in plan assets managed by Insurance companies as compared to the liability based on an independent actuarial valuation is recognised as a liability. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method, with actuarial valuations being carried out at periodic intervals.

Re-measurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Consolidated balance sheet with a corresponding charge or credit to Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to Consolidated statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the Consolidated statement of profit and loss:

- Service costs; and
- Net interest expense or income

iii. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of salaries, wages, Long Term Incentive Plan (LTIP) and other short term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Provision for leave benefits to employees is based on actuarial valuation done by projected accrued benefit method at the reporting date. The related re-measurements are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise.

iv. Share- based payments

Equity-settled share-based payments to employees for options granted by the Group to its employees are measured at the fair value of the equity instruments at the grant date.

Stock option of Vodafone Group Plc (VGPLc) granted to the employees of the Group are accounted as cash-settled share based payments by the Group.

The fair value determined at the grant date of the equity settled share-based payments is expensed over the period in which the performance or service conditions are fulfilled, based on the Group's estimate of stock options that will eventually vest, with a corresponding increase in equity. The fair value of the cash settled share-based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of stock option that will eventually vest, with a corresponding increase in liability. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Consolidated statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve or liability as applicable.

In respect of cancellation of unvested stock options, the amount already charged as share based payment expense is reversed under the same head in the Consolidated Statement of Profit and Loss. In respect of cancellation/expiration of vested stock options, the amount already charged as share based payment expense is adjusted against Retained earnings in Other Equity.

In respect of modification such as re-pricing of existing stock option, the difference in fair value of the option on the date of re-pricing is accounted for as share based payment expense over the remaining vesting period.

d) Annual Revenue Share License Fees and Spectrum Usage Charges

The variable license fees and annual spectrum usage charges, computed basis of adjusted gross revenue, are charged to the Consolidated Statement of Profit and Loss in the period in which the related revenue arises as per the license agreement of the licensed service area at prescribed rate.

e) Foreign currency transactions

The Group's financial statements are presented in Indian Rupees (Rs.) which is also the Group's functional currency.

Transactions in foreign currencies are initially recorded at the Rs. spot rate on the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised on net basis within finance cost in the Consolidated Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recognised using the exchange rates at the dates of the initial transactions.

f) Exceptional items

Items of income or expense which are non-recurring or outside of the ordinary course of business and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group are disclosed as exceptional items in the Consolidated Statement of Profit and Loss.

g) Taxes

Income tax expense represents the sum of current tax and deferred tax.

i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax is based on the taxable income and calculated using the applicable tax rates and tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the differences will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at the end of each reporting date and are recognised to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation statute.

h) Current / Non – Current Classification

An asset is classified as current when

a) It is expected to be realized or consumed in the respective company's normal operating cycle;
b) It is held primarily for the purpose of trading;
c) It is expected to be realized within twelve months after the reporting period; or
d) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Any asset not conforming to the above is classified as non-current.

A liability is classified as current when

a) It is expected to be settled in the normal operating cycle of the respective companies;
b) It is held primarily for the purposes of trading;
c) It is expected to be settled within twelve months after the reporting period; or
d) The respective companies have no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Any liability not conforming to the above is classified as non-current.

i) Property, Plant and Equipment

Property, Plant and Equipment (PPE) and Capital work in progress (CWIP) held for use in the rendering of services and supply of goods, or for administrative purposes, are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of Property, Plant and Equipment, non-refundable duties and borrowing cost relating to qualifying assets. CWIP represents cost of property, plant and equipment not ready for intended use as on the reporting date. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance costs are recognised in the Consolidated statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Freehold land is not depreciated. Depreciation on all other assets under PPE commences once such assets are available for use in the intended condition and location. Depreciation is provided using straight-line method on pro rata basis over their estimated useful economic lives as given below. The useful life is taken as prescribed in Schedule II to the Companies Act, 2013 except where the estimated useful economic life has been assessed to be lower.

Asset Retirement Obligation (ARO) is capitalized when it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. ARO is measured based on present value of expected cost to settle the obligation.

Particulars	Estimated useful life (in years)
Buildings	25 to 30
Leasehold Improvements	Period of lease or 10 years whichever is lower
Network Equipments	7 to 9
Optical Fibre	15
Other Plant and Equipment	2 to 5
Office Equipments	3 to 5
Computers and servers	3 to 5
Furniture and Fixtures	5 to 10
Motor Vehicles	2 to 5
RoU Assets	
- Land & Building	Over the period of Lease
- Cell Sites	Over the period of Lease
- Bandwidth (IRU)	Over the period of agreement
- Others	3 to 5

An item of property, plant and equipment and any significant part which meets the criteria for asset held for sale will be reclassified from property, plant and equipment to asset held for sale. When any significant part of property, plant and equipment is discarded or replaced, the carrying value of discarded / replaced part is derecognized. Any gains or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated statement of profit and loss on the date of retirement or disposal.

j) Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property.

Investment properties are measured initially at their cost including transaction cost. Investment properties are subsequently measured at historical cost less accumulated depreciation and impairment loss.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the carrying value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in consolidated statement of profit and loss in the period of derecognition.

Depreciation is charged so as to write off the cost of investment properties using the straight-line method, over the leasehold period or estimated useful lives, whichever is lower.

k) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles are not capitalised and the related expenditure is reflected in the Consolidated statement of profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life. The amortisation period, residual value and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting

estimates. The amortisation expense on intangible assets with finite lives is recognised in the Consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.
Intangible assets are amortised on straight line method as under:

- Cost of spectrum is amortised on straight line method from the date when the related network is ready for intended use over the unexpired period of the spectrum.
- Cost of licenses is amortised on straight line method from the date of launch of circle/ renewal of license over the unexpired period of the license.
- Software, which is not an integral part of hardware, is treated as an intangible asset and is amortised over its useful economic life as estimated by the management between 3 to 5 years.
- Brand - Separately acquired brand is shown at historical cost. Subsequently brand is carried at cost less accumulated amortisation and impairment loss, if any. The Group amortises brand using the straight line method over the estimated useful life of 10 years.

Cost of Intangible assets under development represents cost of intangible assets not ready for intended use as on the reporting date. It includes the amount of spectrum allotted to the Group and related borrowing costs (that are directly attributable to the acquisition or construction of qualifying assets) if any, for which network is not yet ready.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

l) Non – Current Assets Held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and its sale is highly probable. The sale is considered highly probable only when the asset or disposal groups is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and the sale is expected to be completed within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. These are not depreciated or amortised once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the Consolidated Balance Sheet.

Non-current assets that ceases to be classified as held for sale are measured at lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

m) Impairment of Non – Financial Assets

Tangible (including RoU Assets) and Intangible assets are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, an appropriate valuation model is used. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, an impairment loss is recognised in Consolidated Statement of Profit and Loss by reducing the carrying amount of the asset (or cash-generating unit) to its recoverable amount.

For assets excluding goodwill, impairment losses recognized in the earlier periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. If such indication exists, the Group estimates the asset's (or cash generating unit's) recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in estimates used to determine the assets' recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had such impairment loss not been recognised for the asset (or cash-generating unit) in prior years. Any reversal of an impairment loss is recognised immediately in the Consolidated statement of profit and loss.

n) Investment in Associates and Joint Arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Associates are all entities over which the group has significant influence but not control or joint control.

Significant influence is the power to participate in the financial and operating policy decisions of the investee.

Investments in joint ventures and associates are initially recognised at cost and subsequently accounted for using the equity method of accounting in the consolidated financial statements of the group as per Ind AS 28 – Investments in Associates and Joint ventures.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investee equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the equity-accounted investee. If the equity-accounted investee subsequently reports profits, the Group resumes recognizing its share of those profits only after its share of profits equals the share of losses not recognised.

Unrealized gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The entire carrying amount of the investment (including goodwill) is tested for impairment if there is objective evidence indicating impairment. Impairment is tested in accordance with Ind AS 36 – Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any reversal of the impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

o) Borrowing Costs

Borrowing Costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the finance costs.

p) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

q) Cash and cash equivalents

Cash and cash equivalents in the Consolidated balance sheet comprise of cash at bank and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of consolidated cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

r) Financial Instruments

Initial recognition and measurement

Financial Instruments (assets and liabilities) are recognised when the Group becomes a party to a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than those designated as fair value through profit or loss (FVTPL), are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the Consolidated statement of profit and loss.

i. Financial assets

All regular way purchase or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets:
a) Financial assets measured at amortised cost
b) Financial assets measured at fair value through profit or loss (FVTPL)
c) Financial assets measured at fair value through other comprehensive income (FVTOCI) – The Group does not have any assets classified as FVTOCI.

I. Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the instruments give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.

The EIR amortisation is included in other income in the Consolidated statement of profit and loss. The losses arising from impairment are recognised in the Consolidated statement of profit and loss. This category generally applies to trade and other receivables, loans, etc.

II. Financial assets measured at FVTPL

FVTPL is a residual category for financial assets in the nature of debt instruments. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Consolidated statement of profit and loss. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either
  - the Group has transferred substantially all the risks and rewards of the asset, or
  - the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Debt instruments measured at amortised cost e.g., loans and bank deposits
- Trade receivables
- Other Financial assets not designated as FVTPL

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables (including lease receivables). The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For the purpose of measuring the expected credit loss for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 14.

ii. Financial liabilities

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the EIR method or at FVTPL.

a. Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Consolidated statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Consolidated statement of profit and loss.

b. Financial liabilities at FVTPL

Financial liabilities are classified as FVTPL when the financial liabilities are held for trading or are designated as FVTPL on initial recognition. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. In case, an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Consolidated Statement of Profit and Loss.

iii. Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to manage its foreign currency risks and interest rate risks, respectively. These derivative instruments are not designated as cash flow, fair value or net investment hedges and are entered into for period consistent with currency and interest exposures. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Consolidated statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative instrument. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

iv. Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

s) Fair value measurement

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) (a) on the date of the event or change in circumstances that caused the transfer or (b) at the end of each reporting period or (c) at the beginning of each reporting period.

t) Dividend distribution to equity holders

Dividends paid / payable along with applicable taxes are recognised when it is approved by the shareholders. In case of interim dividend, it is recognised when it is approved by the Board of Directors and distribution is no longer at the discretion of the Company. A corresponding amount is accordingly recognised directly in equity.

u) Earnings per share

The earnings considered in ascertaining the Group's Earnings per share (EPS) is the net profit/ (loss) after tax.
EPS is disclosed on basic and diluted basis. Basic EPS is computed by dividing the profit / (loss) for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

v) Onerous Contract

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

w) Provisions and Contingent Liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Consolidated statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

i. Asset Retirement Obligation (ARO)

ARO is provided for those lease arrangements where the Group has a binding obligation to restore the said location / premises at the end of the period in a condition similar to inception of the arrangement. The restoration and decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the Consolidated statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

ii. Contingent Liabilities

A Contingent Liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent Assets are not recognised.

x) Business Combinations

Business Combinations are accounted for using Ind AS 103 'Business Combination'. Acquisitions of businesses are accounted for using the acquisition method unless the transaction is between entities under common control.

Acquisition related costs are recognized in the Consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognized at their respective fair value at the acquisition date, except certain assets and liabilities required to be measured as per applicable standards.

Purchase consideration in excess of the Group's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration, after reassessment of fair value of net assets acquired, is recognised as capital reserve.

Business Combinations arising from transfer of interests in entities that are under common control and entities which results in formation of joint ventures, where one of the combining entities does not obtain control of the other combining entity or entities, accounted using pooling of interest method wherein, assets and liabilities of the combining entities are reflected at their carrying value. No adjustment is made to reflect fair values, or recognize any new assets or liabilities other than those required to harmonise accounting policies. The identity of the reserves is preserved and appears in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor.

6. Use of estimates, assumptions and judgments

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures including the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require an adjustment to the carrying amount of assets or liabilities in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialise.

The Group has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

i) Ind AS 103 – Reference to Conceptual Framework

The amendments specifiy that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its financial statements.

ii) Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

iii) Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Group does not expect the amendment to have any significant impact in its financial statements.

iv) Ind AS 109 – Annual Improvements to Ind AS (2021)
The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its financial statements.

v) Ind AS 106 – Annual Improvements to Ind AS (2021)
The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Group does not expect the amendment to have any significant impact in its financial statements.

Estimates and Assumptions

i. Taxes

The respective companies provide for tax considering the applicable tax regulations and based on reasonable estimates. Management periodically evaluates positions taken in the tax returns giving due considerations to tax laws and establishes provisions in the event if required as a result of differing interpretation or due to retrospective amendments, if any.

Deferred tax asset (DTA) is recognized only when and to the extent there is convincing evidence that the respective companies will have sufficient taxable profits in future against which such assets can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies, recent business performance and developments.

Minimum alternative tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the respective companies will pay normal income tax and will be able to utilize such credit during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Consolidated Statement of Profit and Loss and is included in Deferred Tax Assets. The respective companies review the same at each balance sheet date and if required, writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that respective companies will be able to absorb such credit during the specified period. Further details about taxes refer note 54 and 55.

ii. Defined benefit plans (gratuity and compensated absences benefits)

The Group's obligation on account of gratuity and compensated absences is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date. The parameter subject to frequent changes is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables in India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 54(A).

iii. Allowance for Trade receivable

For the purpose of measuring the expected credit loss for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 14.

iv. Useful life of Property, Plant and Equipment

The useful life to depreciate property, plant and equipment is based on technical obsolescence, nature of assets, estimated usage of the assets, operating conditions of the asset, and manufacturers' warranties, maintenance and support period, etc. The charge for the depreciation is derived after considering the expected residual value at end of the useful life.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed by the management at each financial year end and adjusted prospectively, if appropriate. Further details about property, plant and equipment are given in note 7.

v. Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain specific estimates such as Group's credit rating.

vi. Leases-Estimate of lease period

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised.

vii. Provisions and Contingent Liabilities

Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Evaluations of uncertain provisions and contingent liabilities and assets requires judgement and assumptions regarding the probability of realization and the timing and amount, or range of amounts, that may ultimately be incurred. Such estimates may vary from the ultimate outcome as a result of differing interpretations of laws and facts. Refer note 45 for further details about Contingent liabilities.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 7

Property, plant and equipment (including RoU Assets)

Particulars	Freehold land^	Buildings^	Leasehold Improvement	Plant and machinery[3]	Furniture and fixtures	Office equipments	Vehicles	RoU Assets (refer note 47)	Total
Cost									
As at April 1, 2020	189	5,121	1,280	947,770	1,717	2,318	1,388	288,306	1,248,089
Additions	-	-	1	39,906	77	71	1	32,339	72,395
Disposals/Adjustments	-	(1)	(402)	(31,764)	(398)	(339)	(375)	(18,741)	(52,020)
As at March 31, 2021	189	5,120	879	955,912	1,396	2,050	1,014	301,904	1,268,464
Additions	-	-	-	42,741	8	71	2	73,858	116,680
Disposals/Adjustments	-	-	(21)	(10,969)	(103)	(175)	(212)	(12,629)	(24,109)
As at March 31, 2022	189	5,120	858	987,684	1,301	1,946	804	363,133	1,361,035
Accumulated Depreciation									
As at April 1, 2020	-	729	1,010	494,222	1,443	1,990	1,015	84,567	584,976
Depreciation charge for the year	-	197	53	82,350	174	208	162	61,862	145,006
Disposals/Adjustments[2]	-	-*	(332)	(23,879)	(371)	(320)	(309)	(12,011)	(37,222)
As at March 31, 2021	-	926	731	552,693	1,246	1,878	868	134,418	692,760
Depreciation charge for the year	-	197	45	82,514	85	141	90	63,497	146,569
Disposals/Adjustments[2]	-	-	(20)	(10,343)	(89)	(172)	(191)	(3,806)	(14,621)
As at March 31, 2022	-	1,123	756	624,864	1,242	1,847	767	194,109	824,708
Net Book Value									
As at March 31, 2022	189	3,997	102	362,820	59	99	37	169,024	536,327
As at March 31, 2021	189	4,194	148	403,219	150	172	146	167,486	575,704

Footnotes:

[1] Refer note 23(C) for assets pledged as securities towards funded and non-fund based facilities.

[2] Disposals / Adjustments include accelerated depreciation charge of Rs. 137 Mn (March 31, 2021 : Rs. 5,745 Mn) on account of network re-alignment and integration cost and disclosed under exceptional items (refer note 42).

[3] Plant & Machinery and CWIP includes certain assets acquired on extended credit terms for which the title will be transferred to the company upon final payment to the equipment suppliers as per the contract terms. Gross Block, Net Block and CWIP of such assets as on March 31, 2022 is Rs. 33,708 Mn, Rs. 25,262 Mn and Rs. 27 Mn (March 31, 2021 : Rs. 49,982 Mn, Rs. 39,805 Mn and Rs. 314 Mn) respectively.

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

^Include' s certain immovable properties acquired as part of past mergers and acquisitions registered in the name of erstwhile companies.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

The following is ageing schedule of Capital work-in-progress :

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2022					
Projects in progress	3,127	60	-	52	3,239
Total	**3,127**	**60**	**-**	**52**	**3,239**
As at March 31, 2021					
Projects in progress	5,791	148	4	53	5,996
Total	**5,791**	**148**	**4**	**53**	**5,996**

Note - Project in Progress are reviewed by the management on regular basis and deployed as per business requirement.

Note 8
Investment property

Particulars	As at March 31, 2022	As at March 31, 2021
Leasehold Land		
Cost		
Opening balance	-	720
Asset classified as held for sale (refer note 20)	-	(720)
Closing balance	**-**	**-**
Accumulated depreciation		
Opening Balance	-	60
Depreciation charge for the year	-	7
Asset classified as held for sale (refer note 20)	-	(67)
Closing balance	**-**	**-**
Net book value	**-**	**-**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 9
Intangible assets

Particulars	Entry / license fees and spectrum	Brand	Computer - Software	Total
Cost				
As at April 1, 2020	**1,528,795**	**26,222**	**21,308**	**1,576,325**
Additions	-	3	3,224	3,227
Disposals/Adjustments	-	-	(30)	(30)
As at March 31, 2021	**1,528,795**	**26,225**	**24,502**	**1,579,522**
Additions	20,071	-	1,862	21,933
Disposals/Adjustments	(18,421)	-	(4)	(18,425)
As at March 31, 2022	**1,530,445**	**26,225**	**26,360**	**1,583,030**
Accumulated Amortisation				
As at April 1, 2020	**361,956**	**3,194**	**16,583**	**381,733**
Amortisation charge for the year	86,259	1,860	3,253	91,372
Disposals/Adjustments	-	-	(29)	(29)
Impairment (refer note 43(ii))	-	7,246	-	7,246
As at March 31, 2021	**448,215**	**12,300**	**19,807**	**480,322**
Amortisation charge for the year	84,377	1,901	2,996	89,274
Disposals/Adjustments	(18,421)	-	(4)	(18,425)
As at March 31, 2022	**514,171**	**14,201**	**22,799**	**551,171**
Net Book Value				
As at March 31, 2022	**1,016,274**	**12,024**	**3,561**	**1,031,859**
As at March 31, 2021	**1,080,580**	**13,925**	**4,695**	**1,099,200**

Footnotes:

(1) Computer - software includes gross block of assets capitalised under finance lease Rs. 5,489 Mn (March 31, 2021: Rs. 5,489 Mn) and corresponding accumulated amortisation being Rs. 5,489 Mn (March 31, 2021 : Rs. 5,433 Mn).

(2) As at March 31, 2022, Entry / license fee and spectrum gross block Rs. 28,162 Mn and Net block Rs. 11,253 Mn range from 1.91 years to 5.4 years and Entry / license fee and spectrum gross block Rs. 1,502,283 Mn and Net block Rs. 1,005,021 Mn range from 8 years to 19.5 years. As at March 31, 2021, Entry / license fee and spectrum gross block Rs. 46,583 Mn and Net block Rs. 18,517 Mn range from 0.4 years to 6.4 years and Entry / license fee and spectrum gross block Rs. 1,482,212 Mn and Net block Rs. 1,062,063 Mn range from 9 years to 17.3 years.

(3) Refer note 23(C) for computer software pledged as securities towards funded and non-funded facilities.

(4) During the previous year, pursuant to the launch of V! brand, the company has reassessed the estimated useful life of Vodafone brand from 15 years to 10 years and taken an additional amortisation charge of Rs. 109 Mn (net of reduction on account of impairment amounting to Rs. 323 Mn) (refer note 43(ii)).

The following is ageing schedule of Intangible assets under development :

Intangible assets under development	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2022					
Projects in progress	375	29	-	-	404
Total	375	29	-	-	404
As at March 31, 2021					
Projects in progress	63	-	-	-	63
Total	63	-	-	-	63

Note - Project in Progress are reviewed by the management on regular basis and deployed as per business requirement.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 10
Investments accounted for using the equity method

Particulars	As at March 31, 2022	As at March 31, 2021
Investment (Unquoted)		
Investments in Equity Instruments of Associate		
Aditya Birla Idea Payments Bank Limited (ABIPBL) 278,793,750 fully paid equity shares of Rs. 10 each	2,788	2,788
Add: Group's share of loss of ABIPBL	(1,192)	(1,192)
Less: Impairment Provision	(1,596)	(1,596)
Total investment in associate (A)	-	-
Investments in Equity Instruments of Joint Ventures		
(i) Firefly Networks Limited ('FNL') 1,000,000 fully paid equity shares of Rs. 10 each	10	10
Add: Group's share of profit of FNL	43	31
Total	**53**	**41**
Total investment in joint ventures (B)	**53**	**41**
Other Investments (FVTPL)		
Equity instruments	-*	-
Total other investments (C)	**-***	**-**
Total (A+B+C)	**53**	**41**

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Note 11
Other non-current financial assets

Particulars	As at March 31, 2022	As at March 31, 2021
Deposits with body corporate and others (includes amount referred in Note 57)		
- Considered Good	6,058	7,370
- Considered Doubtful	281	235
Deposits and balances with government authorities		
- Considered Good	356	1,003
- Considered Doubtful	692	-
Interest receivable	9	-
Margin money deposits [(1)]	865	4,663
Settlement Asset (refer note 43(iv))	81,204	63,939
Other receivable from related party (refer note 57)	-	347
Long term loans to employees	-	1
	89,465	**77,558**
Allowance for doubtful advances (refer note 49)	(973)	(235)
Total	**88,492**	**77,323**

[(1)]Includes Rs. 675 Mn (March 31, 2021: Rs. 4,600 Mn) given to avail bank guarantees and letter of credits apart from security provided as referred in note 23 (C)(ii).

Note 12
Other non-current assets

Particulars	As at March 31, 2022	As at March 31, 2021
Capital advances		
- Considered Good	89	5,851
- Considered Doubtful	33	36
Prepaid expenses	377	423
Advance income tax (Net)	39,943	61,900
GST recoverable		
- Considered Good	176	1,286
- Considered Doubtful	55	55
Costs to obtain a contract with the customer (refer note 46)	10,593	5,166
Others (consisting mainly deposit against demands which are appealed against / subjudice)		
- Considered Good	60,324	60,835
- Considered Doubtful	1,408	1,405
	112,998	**136,957**
Allowance for doubtful advances (refer note 49)	(1,496)	(1,496)
Total	**111,502**	**135,461**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 13
Inventories

Particulars	As at March 31, 2022	As at March 31, 2021
Trading Goods	23	6
Total	**23**	**6**

Note 14
Trade receivables (Unsecured, unless otherwise stated) (includes amount referred in note 57)

Particulars	As at March 31, 2022	As at March 31, 2021
Billed Receivable - Considered good	29,138	30,327
Billed Receivable - Credit impaired	1,227	1,235
Allowance for doubtful debts (refer note 49)	(10,801)	(11,288)
	19,564	**20,274**
Unbilled Receivables - Considered good	5,044	5,221
Allowance for doubtful debts (refer note 49)	(169)	(425)
	4,875	**4,796**
Total	**24,439**	**25,070**

Trade receivable are secured for amounts receivable from certain parties who have provided security deposits of Rs. 243 Mn (March 31, 2021 : Rs. 305 Mn)

The following is ageing schedule of trade receivables :

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2022						
Trade Receivables - Billed						
(i) Undisputed Trade receivables - considered good	16,634	1,874	3,696	3,394	3,258	28,856
(ii) Undisputed Trade Receivables – credit impaired	1	1	-	-	1,225	1,227
(iii) Disputed Trade receivables - considered good	-	-	-	-	282	282
	16,635	1,875	3,696	3,394	4,765	30,365
Less : Allowance for doubtful trade receivables - Billed						(10,801)
						19,564
Trade receivables - Unbilled						5,044
Less : Allowance for doubtful trade receivables - Unbilled						(169)
						4,875
Total						24,439
As at March 31, 2021						
Trade Receivables - Billed						
(i) Undisputed Trade receivables - considered good	14,814	3,951	4,672	3,732	2,876	30,045
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	1,235	1,235
(iii) Disputed Trade receivables - considered good	-	-	-	-	282	282
	14,814	3,951	4,672	3,732	4,393	31,562
Less : Allowance for doubtful trade receivables - Billed						(11,288)
						20,274
Trade receivables - Unbilled						5,221
Less : Allowance for doubtful trade receivables - Unbilled						(425)
						4,796
Total						25,070

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 15
Cash and cash equivalents

Particulars	As at March 31, 2022	As at March 31, 2021
Cash on hand	32	30
Cheques on hand	68	181
Balances with banks		
- In current accounts	14,141	2,770
- In deposit accounts (having maturity less than 3 months)	291	522
Total	**14,532**	**3,503**

Note 16
Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2022	As at March 31, 2021
Margin money deposits[(1) & (2)]	19,703	17,869
Fixed deposits with banks having maturity of 3 to 12 months	57	27
Earmarked bank balance towards dividend	2	3
Earmarked balances[(3)]	489	580
Held in escrow account[(4)]	183	183
Total	**20,434**	**18,662**

(1) Includes fixed deposit of Rs. 4,274 Mn (March 31, 2021: Rs.14,887 Mn) having maturity of 3 to 12 months held with banks as margin money deposit against bank guarantees and letter of credits issued by banks for a period ranging from 1 to 6 years (March 31, 2021: 1 to 7 years)

(2) Includes Rs. 18,510 Mn (March 31, 2021: Rs. 16,594 Mn) given to avail bank guarantees and letter of credits apart from security provided as referred in note 23 (C)(ii).

(3) Contribution received by Vodafone Foundation towards CSR activities.

(4) Represents cash received from participating merchant establishments and customers in accordance with the Reserve Bank of India guidelines. The balance can only be used for the purpose of making payment to participating merchants and other permitted payments.

Note 17
Loans to joint venture and others (Unsecured and considered good, unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
Loan to Joint Venture (refer note 57)[(1)]	-	8
Current portion of loans to employees	-	1
Total	**-**	**9**

(1) Loans have been provided for general corporate purpose and interest rate is from 8.75% to 9.8% p.a. (March 31, 2021: from 8.75% to 9.8% p.a). Maximum loan outstanding during the year Rs. 8 Mn (March 31, 2021: Rs. 8 Mn).

Note 18
Other current financial assets

Particulars	As at March 31, 2022	As at March 31, 2021
Interest Receivable	437	343
Deposits with body corporate and others		
- Considered Good	7	4
- Considered Doubtful	-	6
Deposits and balances with government authorities [(1)]	23	1,518
Other receivables (includes amount referred in note 57)	289	252
	756	**2,123**
Allowance for doubtful advances (refer note 49)	-	(6)
Total	**756**	**2,117**

(1) Includes balance with DoT amounting to Rs. 23 Mn (March 31, 2021: Rs. 1,513 Mn)

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 19
Other current assets

Particulars	As at March 31, 2022	As at March 31, 2021
GST recoverable		
- Considered Good	88,267	84,434
- Considered Doubtful	820	706
Prepaid expenses	1,804	3,269
Costs to obtain a contract with the customer (refer note 46)	11,511	2,862
Others		
- Considered Good	558	410
- Considered Doubtful	637	590
	103,597	92,271
Allowance for doubtful advances (refer note 49)	(1,457)	(1,296)
Total	**102,140**	**90,975**

Note 20
Assets classified as held for sale

Particulars	As at March 31, 2022	As at March 31, 2021
Leasehold land (refer note 43(v))	-	653
Total	**-**	**653**

Note 21
Equity share capital

Particulars	As at March 31, 2022		As at March 31, 2021	
	Numbers	Amount	Numbers	Amount
EQUITY SHARE CAPITAL				
Authorised share capital				
Equity Shares of Rs.10 each	70,000,000,000	700,000	48,500,000,000	485,000
Preference shares of Rs. 10 each	5,000,000,000	50,000	-	-
Redeemable cumulative non-convertible Preference shares of Rs. 10 Mn each	-	-	1,500	15,000
	75,000,000,000	750,000	48,500,001,500	500,000
Issued, subscribed and paid-up share capital				
Equity Shares of Rs. 10 each fully paid up	32,118,847,885	321,188	28,735,389,240	287,354
	32,118,847,885	321,188	28,735,389,240	287,354

(a) Reconciliation of number of shares outstanding

Particulars	As at March 31, 2022		As at March 31, 2021	
	Numbers	Amount	Numbers	Amount
Equity shares outstanding at the beginning of the year	28,735,389,240	287,354	28,735,389,240	287,354
Issue of share (refer note 43(i))	3,383,458,645	33,834	-	-
Equity shares outstanding at the end of the year	32,118,847,885	321,188	28,735,389,240	287,354

(b) Terms/ rights attached to issued, subscribed and paid up equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholders	As at March 31, 2022		As at March 31, 2021	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of Rs. 10 each fully paid				
Euro Pacific Securities Limited	5,165,621,444	16.08%	3,198,986,106	11.13%
Grasim Industries Limited	3,317,566,167	10.33%	3,317,566,167	11.55%
Oriana Investments PTE Ltd	2,993,171,886	9.32%	2,147,307,225	7.47%
Prime Metals Limited	2,756,484,727	8.58%	2,185,526,081	7.61%
Mobilvest	1,675,994,466	5.22%	1,675,994,466	5.83%
Vodafone Telecommunications (India) Limited	1,624,511,788	5.06%	1,624,511,788	5.65%
Trans Crystal Limited	1,461,143,311	4.55%	1,461,143,311	5.08%

(d) Details of promoters holding shares in the Company

Name of the promoters	As at March 31, 2022			As at March 31, 2021		
	Numbers	% holding in the class	% change during the period	Numbers	% holding in the class	% change during the year
Equity shares of Rs. 10 each fully paid						
Euro Pacific Securities Ltd	5,165,621,444	16.08%	4.95%	3,198,986,106	11.13%	-
Grasim Industries Limited	3,317,566,167	10.33%	-1.22%	3,317,566,167	11.55%	-
Oriana Investments PTE LTD	2,993,171,886	9.32%	1.85%	2,147,307,225	7.47%	-
Prime Metals Ltd	2,756,484,727	8.58%	0.98%	2,185,526,081	7.61%	-
Mobilvest	1,675,994,466	5.22%	-0.61%	1,675,994,466	5.83%	-
Vodafone Telecommunications (India) Limited	1,624,511,788	5.06%	-0.60%	1,624,511,788	5.65%	-
Trans Crystal Ltd	1,461,143,311	4.55%	-0.54%	1,461,143,311	5.08%	-
Asian Telecommunications Investments (Mauritius) Limited	980,469,868	3.05%	-0.36%	980,469,868	3.41%	-
Elaine Investments PTE LTD	861,128,643	2.68%	-0.32%	861,128,643	3.00%	-
Al - Amin Investments Ltd.	812,744,186	2.53%	-0.30%	812,744,186	2.83%	-
Hindalco Industries Ltd.	751,119,164	2.34%	-0.28%	751,119,164	2.61%	-
CC II Mauritius INC	446,059,752	1.39%	-0.16%	446,059,752	1.55%	-
IGH Holdings Private Limited	407,528,454	1.27%	-0.15%	407,528,454	1.42%	-
Birla TMT Holdings Private Limited	353,798,538	1.10%	-0.13%	353,798,538	1.23%	-
Omega Telecom Holdings Private Limited	279,017,784	0.87%	-0.10%	279,017,784	0.97%	-
Pilani Investment And Industries Corporation Limited	109,028,530	0.34%	-0.04%	109,028,530	0.38%	-
Usha Martin Telematics Limited	91,123,113	0.28%	-0.03%	91,123,113	0.32%	-
Mr. Kumar Mangalam Birla	864,906	0.00%	0.00%	864,906	0.00%	-
Total	**24,087,376,727**	**74.99%**	**2.95%**	**20,703,918,082**	**72.05%**	**-**

(e) Shares reserved for issue under options

Refer Note 52 for details of shares reserved for issue under the employee stock option scheme.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 22
Other Equity

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Capital reserve[1]		
Opening balance	(88,460)	(88,460)
Change during the year	-	-
Closing balance (A)	**(88,460)**	**(88,460)**
(ii) Capital reduction reserve [2]		
Opening balance	277,787	277,787
Change during the year	-	-
Closing balance (B)	**277,787**	**277,787**
(iii) Debenture redemption reserve [3]		
Opening balance	4,408	4,408
Change during the year	-	-
Closing balance (C)	**4,408**	**4,408**
(iv) Securities premium		
Opening balance	1,084,698	1,084,698
Allotment of Equity Share Capital (net of issue expense of Rs 3 Mn) (refer note 43(i))	11,163	-
Closing balance (D)	**1,095,861**	**1,084,698**
(v) Amalgamation adjustment deficit account[4]		
Opening balance	(488,444)	(488,444)
Change during the year	-	-
Closing balance (E)	**(488,444)**	**(488,444)**
(vi) General Reserve [5]		
Opening balance	1,562	1,562
Change during the year	-	-
Closing balance (F)	**1,562**	**1,562**
(vii) Retained Earnings		
Opening balance	(1,461,546)	(1,019,762)
Profit/(Loss) for the year	(282,454)	(442,331)
Other Comprehensive Income/(loss) recognised directly in retained earnings	89	368
Share-based payments expenses (refer note 52)	311	295
Group's share of additional depreciation in joint venture (Indus) on fair valued assets/physical verification adjustments pursuant to scheme	-	(116)
Closing balance (G)	**(1,743,600)**	**(1,461,546)**
(viii) Employee stock options reserve		
Opening balance	361	656
Share-based payments expenses (refer note 52)	(311)	(295)
Closing balance (H)	**50**	**361**
Total (A+B+C+D+E+F+G+H)	**(940,836)**	**(669,634)**

[1] Capital reserve comprises of capital receipt, received as compensation from an erstwhile Joint Venture partner for failure to subscribe in the equity shares of VInL in earlier years, settlement liability created on merger of erstwhile Vodafone with the Company and amount pursuant to merger of ABTL with the Company.

[2] Capital reduction reserve was created by VInL on distribution of VInL's share in Indus to share holders of VInL in accordance with capital reduction scheme. This reserve is not available for distribution as dividend.

[3] The Company has incurred losses during the current /previous year. Accordingly, the Company is not required to create any further DRR as per the Act and hence no DRR has been created during the year ended March 31, 2022 and March 31, 2021.

[4] The Company has accounted for the merger of VInL and VMSL with the Company under 'pooling of interest' method. Consequently, investment of VInL in VMSL, share capital of VInL and VMSL has been cancelled. The difference between the face value of shares issued by the Company and the value of shares and investment so cancelled has been recognized in Amalgamation Adjustment Deficit Account of Rs. (488,408) Mn. Also pursuant to merger of ITL with the Company, share capital of ITL and investment of the Company have been cancelled. The difference between equity of ITL and investment of the Company of Rs. (36) Mn has been recognized in Amalgamation Adjustment Deficit Account. From utilisation perspective, this is an unrestricted reserve.

[5] Includes Rs. 1,393 not available for distribution as dividend.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 23 (A)
Loans from banks and others

Particulars	As at March 31, 2022	As at March 31, 2021
Secured Loans		
Term Loans		
- Rupee loan from banks	13,103	49,325
Total Secured loans (A)	**13,103**	**49,325**
Unsecured Loans		
Redeemable Non-Convertible Debentures (NCDs)	14,954	14,934
Term Loans		
- Rupee loan from Others	306	587
Total Unsecured Loans (B)	**15,260**	**15,521**
Total (A+B)	**28,363**	**64,846**

Note 23 (B)
Deferred payment obligations (unsecured)

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred Payment Liabilities towards Spectrum	1,071,602	941,773
Deferred Payment obligation pursuant to AGR judgment (refer note 3)	659,534	567,522
Deferred Payment Others	9	14
Total	**1,731,145**	**1,509,309**

(C) (i) Security clause

Type of Borrowing	Outstanding Secured Loan Amount		Security Offered
	As at March 31, 2022	As at March 31, 2021	
Rupee Loan	9,950	9,950	First pari passu charge on movable fixed assets of the company excluding [1]: a) Spectrum and Telecom licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive telecom infrastructure
Rupee Loan	66,271	77,056	First charge pari passu on all the movable assets (including current/non current assets), immovable assets and intangible assets of the Company excluding [1]: a) Spectrum and Telecom Licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive Telecom Infrastructure
Rupee Loan	5,000	-	First charge pari passu on all the movable assets and current assets of the Company excluding: a) Spectrum and Telecom Licenses b) Vehicles upto Rs. 2,500 Mn and c) Passive Telecom Infrastructure d) Cash margin provided against specific facility (present or future)
Rupee Loan	22,500	-	a) a first ranking exclusive charge by way of hypothecation over all the Fiber Assets owned by one of the Group company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee; c) a first ranking exclusive mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds. d) Extension of Fixed deposits upto Rs.10,000 Mn out of cash margin given to SBI
Sub-Total	**103,721**	**87,006**	
Unamortised upfront fees	(46)	-	
Total	**103,675**	**87,006**	

[1] Security offered does not cover properties / assets acquired pursuant to amalgamation of VMSL and VInL with the Company, RoU assets and assets to which the title will be transferred to the company on final payment. (refer note 7(3)).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(C) (ii) The Company has also provided charge against certain assets excluding ROU assets and assets to which the title will be transferred to the company on final payment (refer note 7(3)) for availing non-fund based facility towards bank guarantees/letter of credit including guarantee to DoT with respect to deferred payment liabilities towards spectrum, one time spectrum charges and various performance/roll out obligations. The details of the same are as below:

Type of funding	Security Amount		Outstanding Facility Amount		Security Offered
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	
Bank Guarantee and Letter of Credit	20,000	20,000	16,025	7,400	First Pari Passu charge on movable (including CWIP) and current assets of the Company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn and c) spectrum and telecom licenses
	24,250	24,250	19,908	24,250	Second pari passu charge on movable (including CWIP) and current assets of the Company[1]
	97,500	97,500	78,366	97,471	Second pari passu charge on movable (including CWIP) and current assets of the Company excluding[1] a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn and c) spectrum and telecom licenses
	3,000	3,000	319	402	Second pari passu charge on movable (including CWIP) assets of the Company [1]
	41,500	63,000	29,658	56,330	First pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses
	21,500	-	16,147	-	First pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses Charge on Fixed Deposit of Rs. 722 Mn
	19,350	19,350	19,346	19,346	a) a first ranking pari passu charge by way of hypothecation over all the Fiber Assets owned by one of the Group company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee; and c) a first ranking pari passu mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds. d) Charge on fixed deposit of Rs. 1,935 Mn
	5,142	5,142	4,839	4,907	(i) First pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto Rs. 2,500 Mn c) spectrum and telecom licenses (ii) Charge on fixed deposit of Rs. 363 Mn
	10,000	-	8,133	-	Charge on fixed deposit upto Rs.10,000 Mn
Total	**242,242**	**232,242**	**192,741**	**210,106**	

Note: Apart from this, the Company also has unsecured bank guarantees and letter of credits of Rs. 30,031 Mn. (March 31, 2021: Rs. 38,006 Mn.)

[1] Security offered does not cover properties / assets acquired pursuant to amalgamation of VMSL and VInL with the Company.

[2] Subsequent to the balance sheet date, Bank Guarantees amounting to Rs. 148,514 Mn with respect to deferred payment liabilities towards spectrum and others have been released by DOT.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(D) Repayment terms of loans from banks and others as on March 31, 2022

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Short term Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans					
a) Rupee Loan [(1)]	39,375	-	-	39,375	a) Repayable in 9 equal quarterly installments of 3.75% each of the total drawn amount starting June, 2022 b) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024 c) Repayable in 2 equal quarterly installments of 2.5% each of the total drawn amount starting September, 2026
b) Rupee Loan	-	9,950	-	9,950	Repayable in February, 2024
c) Rupee Loan[(1)]	25,500	-	-	25,500	Repayable in 17 equal quarterly installments starting June, 2022
d) Rupee Loan[(1)]	1,396	-	-	1,396	Repayable in June, 2026
e) Rupee Loan [(2)]	-	-	22,500	22,500	Repayable in June , 2022
f) Rupee Loan	1,818	3,182	-	5,000	Repayable in 11 quarterly equal installments staring from June, 2022
Sub-Total	**68,089**	**13,132**	**22,500**	**103,721**	
Unamortised upfront fees	(17)	(29)	-	(46)	
Sub-Total (A)	**68,072**	**13,103**	**22,500**	**103,675**	
(ii) Unsecured Loans					
a) Foreign currency Loan[(1)]	1,077	-	-	1,077	Repayable in 3 equal half yearly installments starting April, 2022
b) Foreign currency Loan[(1)]	3,813	-	-	3,813	Repayable in June 22
c) Foreign currency Loan[(1)]	3,919	-	-	3,919	Repayable in July 22
d) Rupee Term Loan[(1)]	40,000	-	-	40,000	Repayable in 4 equal quarterly installments starting September, 2022
e) Rupee Term Loan[(1)]	10,000	-	-	10,000	Repayable in 4 equal quarterly installments starting October 2022
f) Rupee Term Loan	282	306	-	588	Repayable in Half yearly installments starting from March, 2022 to December, 2023
k) 10.90% Redeemable Non Convertible Debentures	-	15,000	-	15,000	Repayable in September, 2023
Sub-Total	**59,091**	**15,306**	**-**	**74,397**	
Unamortised upfront fees	-	(46)	-	(46)	
Sub-Total (B)	**59,091**	**15,260**	**-**	**74,351**	
Grand Total (A+B)	**127,163**	**28,363**	**22,500**	**178,026**	

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(D) Repayment terms of loans from banks and others as on March 31, 2021

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans				
a) Rupee Loan[(1)]	6,250	39,375	45,625	a) Rs. 625 Mn is repayable in June, 2021
				b) Repayable in 12 equal quarterly installments of 3.75% each of the total drawn amount starting September, 2021
				c) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting September, 2024
				d) Repayable in 2 equal quarterly installments of 2.5% each of the total drawn amount starting September, 2026
b) Rupee Loan	-	9,950	9,950	Repayable in February, 2024
c) Rupee Loan[(1)]	30,000	-	30,000	Repayable in 20 equal quarterly installments starting September, 2021
d) Rupee Loan[(1)]	1,431	-	1,431	Repayable in June, 2026
Sub-Total (A)	**37,681**	**49,325**	**87,006**	
(ii) Unsecured Loans				
a) Foreign currency Loan[(1)]	1,741	-	1,741	Repayable in 5 equal half yearly installments starting April, 2021
b) Foreign currency Loan[(1)]	580	-	580	Repayable in May,2021
c) Foreign currency Loan[(1)]	7,394	-	7,394	Repayable in 2 equal annual installments starting June, 2021
d) Foreign currency Loan[(1)]	7,599	-	7,599	Repayable in 2 equal annual installments starting July, 2021
e) Rupee Term Loan[(1)]	40,000	-	40,000	Repayable in 4 equal quarterly installments starting September, 2022
f) Rupee Term Loan[(1)]	10,000	-	10,000	Repayable in 4 equal quarterly installments starting October 2022
g) Rupee Term Loan	913	587	1,500	Repayable in Half yearly installments starting from June 2021 to December 2023.
h) 7.57% Redeemable Non Convertible Debentures	15,000	-	15,000	Repayable in December, 2021
i) 7.77% Redeemable Non Convertible Debentures	15,000	-	15,000	Repayable in January, 2022
j) 8.04% Redeemable Non Convertible Debentures	20,000	-	20,000	Repayable in January, 2022
k) 8.03% Redeemable Non Convertible Debentures	5,000	-	5,000	Repayable in January, 2022
l) 8.03% Redeemable Non Convertible Debentures	5,000	-	5,000	Repayable in February, 2022
m) 10.90% Redeemable Non Convertible Debentures	-	15,000	15,000	Repayable in September, 2023
Sub-Total	**128,227**	**15,587**	**143,814**	
Unamortised upfront fees	(39)	(66)	(105)	
Sub-Total (B)	**128,188**	**15,521**	**143,709**	
Grand Total (A+B)	**165,869**	**64,846**	**230,715**	

[(1)] Some of the Company's loans are subjected to covenant clauses, whereby the Company is required to meet certain specified financial ratios. The Company has not met certain financial ratios for some of these arrangements, the gross outstanding amount for which as at March 31, 2022 was Rs. 125,080 Mn (March 31, 2021 Rs. 144,370 Mn). The Company has received waivers for loans amounting to Rs. NIL (March 31, 2021 Rs. 45,625). Accordingly, as at March 31, 2022 loans amounting to Rs. 68,131 Mn (March 31, 2021 Rs. 85,472 Mn)) has been re-classified from non-current borrowings to current maturities of long term debt. As on the reporting date, none of the banks have approached for early repayment.

[(2)] Subsequent to the balance sheet date, the Company has repaid outstanding amount in April 2022.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(E) Repayment terms of deferred payment obligations as on March 31, 2022

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Liability (DPL) towards spectrum acquired in (refer note 3)				
a) November - 2012 auctions	-	12,997	12,997	Repayable in 6 equal annual installments starting December, 2025
b) February - 2014 auctions	-	254,119	254,119	a) Rs. 250,864 Mn and Interest thereon will be repaid in 7 equal annual installments starting March, 2026 b) Rs. 3,255 Mn and interest thereon will be repaid in 7 equal annual installments starting September, 2026
c) March - 2015 auctions	-	561,308	561,308	a) Rs. 559,527 Mn and Interest thereon will be repaid in 8 equal annual installments starting April, 2026 b) Rs. 1,781 Mn and Interest thereon will be repaid in 7 equal annual installments starting September, 2026
d) October - 2016 auctions	-	229,065	229,065	Repayable in 10 equal annual installments starting October, 2025
e) March - 2021 auctions	-	14,113	14,113	Repayable in 16 equal annual installments starting March, 2024
Sub-Total (A)	-	1,071,602	1,071,602	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 3) (B)	-	659,534	659,534	Repayable in 6 equal annual installments (including interest thereon) starting March , 2026
(iii) Deferred Payment Others (C)	6	9	15	Repayable in monthly installment starting April, 2022
Grand Total (A+B+C)	6	1,731,145	1,731,151	

(E) Repayment terms of deferred payment obligations as on March 31, 2021

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Liability (DPL) towards spectrum acquired in (refer note 3)				
a) November - 2012 auctions	752	11,090	11,842	Repayable in 10 equal annual installments starting December, 2021
b) February - 2014 auctions	12,306	218,711	231,017	a) Rs. 228,058 Mn and Interest thereon will be repaid in 11 equal annual installments starting March, 2022 b) Rs. 2,959 Mn and interest thereon will be repaid in 11 equal annual installments starting September, 2022
c) March - 2015 auctions	-	510,281	510,281	a) Rs. 508,661 Mn and Interest thereon will be repaid in 12 equal annual installments starting April, 2022 b) Rs. 1,620 Mn and Interest thereon will be repaid in 11 equal annual installments starting September, 2022
d) October - 2016 auctions	7,883	201,691	209,574	Repayable in 14 equal annual installments starting October, 2021
Sub-Total (A)	20,941	941,773	962,714	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 3) (B)	42,081	567,522	609,603	Repayable in 10 equal annual installments (including interest thereon) starting March , 2022
(iii) Deferred Payment Others (C)	57	14	71	a) Rs. 50 Mn is repayable in June, 2021 b) Rs. 21 Mn is repayable in monthly installment starting April, 2021
Grand Total (A+B+C)	63,079	1,509,309	1,572,388	

(F) Interest rate for Rupee Term Loan ranges from 8.53% to 11.90% (March 31, 2021: from 8.53% to 11.40%). Foreign currency loan ranges from 1.65% to 1.69% (March 31, 2021: from 1.21% to 1.37%) and Deferred Payment obligations from 7.3% to 10% (March 31, 2021: from 8% to 10%).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 24
Other non-current financial liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Security deposits	45	45
Payable for capital expenditure ((includes amount referred in note 7(3))	1,459	13,234
Interest accrued but not due on deferred payment obligations	66,957	49,990
Derivative liabilities at fair value through profit or loss (forward contracts)	-	6
Total	**68,461**	**63,275**

Note 25
Long term provisions

Particulars	As at March 31, 2022	As at March 31, 2021
Gratuity (refer note 53)	243	211
Compensated absences	73	139
Asset retirement obligation (refer note 50)	68	66
Total	**384**	**416**

Note 26
Other non-current liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred Revenue	5,070	4,381
Total	**5,070**	**4,381**

Note 27
Short term borrowings

Particulars	As at March 31, 2022	As at March 31, 2021
Secured Loans		
Short term loan from bank (refer note 23(C) and 23(D))	22,500	-
Current maturities of loans from banks and others (refer note 23(C) and 23(D))	68,072	37,681
Unsecured Loans		
Current maturities of loans from banks and others (refer note 23(C) and 23(D))	59,091	128,188
Current maturities of Deferred payment obligations (refer note 23(E))	6	63,079
Total	**149,669**	**228,948**

Note 28

The following is ageing schedule of trade payables :

Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2022						
Trade payables - Undisputed	16,745	34,410	9,551	6,501	2,961	70,168
Accrued expenses						62,383
Total						**132,551**
Current						131,699
Non Current						852
As at March 31, 2021						
Trade payables - Undisputed	18,466	17,669	6,742	1,828	2,808	47,513
Accrued expenses						86,512
Total						**134,025**
Current						132,757
Non Current						1,268

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 29
Other current financial liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Payable for capital expenditure (includes amount referred in 7(3) and 57)	66,334	70,990
Accrual towards One Time Spectrum Charges (OTSC) (refer note 43(vi))	49,572	43,898
Interest accrued but not due on borrowings	2,648	13,962
Unpaid dividend	2	3
Derivative liabilities at fair value through profit or loss (forward contracts)	102	434
Security deposits from customers and others	3,013	3,454
Settlement Liability (refer note 43(iv))	17,265	-
Others	670	575
Total	**139,606**	**133,316**

Note 30
Other current liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred revenue and advance from customers [1]	28,297	25,194
Taxes, regulatory and statutory liabilities	47,538	38,614
Others [2]	183	183
Total	**76,018**	**63,991**

[1] Revenue recognised during the year from deferred revenue and advance from customers (contract liability) at the beginning of the year is Rs. 25,194 Mn. (March 31, 2021: Rs. 27,042 Mn)

[2] Represents money received from distributors and enterprise customers and outstanding liability to customers and merchants.

Note 31
Short term provisions

Particulars	As at March 31, 2022	As at March 31, 2021
Gratuity (refer note 53)	66	229
Compensated absences	56	130
Asset retirement obligation (refer note 50)	101	98
Provision for tax (net of Advance tax of Rs. Nil (March 31, 2021: Rs. Nil))	15	1
Total	**238**	**458**

Note 32
Other operating income

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Liabilities no longer required written back	70	46
Miscellaneous receipts	101	94
Total	**171**	**140**

Note 33
Other income

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest income (includes amount referred in note 57)	877	1,232
Gain on Mutual Funds (including fair value gain/(loss))	180	404
Others	237	106
Total	**1,294**	**1,742**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 34
Employee benefit expenses

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	15,512	17,994
Contribution to provident, gratuity and other funds (refer note 53)	1,080	1,423
Share based payment expenses (ESOS) (refer note 52)[(1) & (2)]	(16)	35
Staff welfare	750	842
Recruitment and training	25	6
Total	**17,351**	**20,300**

[(1)] includes charge on account of cash settled ESOP Rs. 6 Mn (March 31, 2021: Rs. 35 Mn).
[(2)] The charge for the period is net of reversal on account of cancellation of unvested options of Rs. Nil (March 31, 2021 : Rs. * Mn).
*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Note 35
Network expenses and IT outsourcing cost

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Security service charges	454	358
Power and fuel	56,579	55,385
Repairs and maintenance - plant and machinery	26,969	25,407
Lease line and connectivity charges	4,650	4,944
Network insurance	634	616
Other network operating expenses	1,957	1,578
IT outsourcing cost	6,939	7,650
Total	**98,182**	**95,938**

Note 36
License fees and spectrum usage charges

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
License fees	29,120	28,586
Spectrum usage charges	12,868	12,709
Total	**41,988**	**41,295**

Note 37
Roaming and access charges

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Roaming charges	2,286	2,588
Access charges	26,869	50,318
Total	**29,155**	**52,906**

Note 38
Subscriber acquisition and servicing expenditure

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Cost of sim and recharge vouchers	1,059	698
Commission to dealers and others (refer note 46)	13,404	11,272
Customer verification expenses (refer note 46)	294	348
Collection, telecalling and servicing expenses	3,917	4,591
Customer retention and customer loyalty expenses	1,037	768
Total	**19,711**	**17,677**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 39
Advertisement, business promotion expenditure and content cost

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Advertisement & Business promotion expenditure	3,560	1,994
Content cost	6,231	5,881
Total	**9,791**	**7,875**

Note 40
Other expenses

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Repairs and maintenance		
Building	96	106
Others	2,667	2,924
Other insurance	18	25
Rates and taxes	151	247
Electricity	627	654
Printing and stationery	45	36
Communication expenses	93	78
Travelling and conveyance	463	377
Bad debts / advances written off	1,756	3,873
Allowances for doubtful debts and advances (refer note 49)	479	(437)
Loss / (Gain) on disposal of property, plant and equipment (net)	(679)	5
Bank charges	5	1
Directors Sitting Fees (refer note 57)	12	9
Legal and professional charges(1)	608	616
Audit fees	78	78
CSR expenditure	2	3
Support service charges (refer note 57)	397	3,528
Miscellaneous expenses(2)	1,728	1,921
Total	**8,546**	**14,044**

(1) Includes certification fees to statutory auditors Rs. 5 Mn (March 31, 2021: Rs. 5 Mn).

(2) Includes out of pocket expenses to statutory auditors Rs. * Mn (March 31, 2021: Rs. 1 Mn).

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Note 41
Finance costs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest		
- On fixed period loan	20,664	23,144
- On deferred payment liability towards spectrum	101,665	91,730
- On deferred payment obligation pursuant to AGR judgement (refer note 3)	49,931	33,763
- On lease liabilities (refer note 47)	18,956	20,806
- On One Time Spectrum Charges (refer note 43(vi))	5,674	-
- Others	5,953	5,951
Other finance charges	5,586	5,270
Total interest expense	**208,429**	**180,664**
Exchange difference (net)	1,718	(1,952)
Loss / (gain) on derivatives (including fair value changes on derivatives)	(339)	1,269
Total	**209,808**	**179,981**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 42
Exceptional Items (net)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Gain on sale of stake in Indus (refer note 43(iii))	-	21,189
Integration and merger related costs	764	(9,892)
Impact due to cancellation of lease contract on network re-alignment	-	1,696
Accelerated depreciation on network re-alignment / re-farming	(137)	(5,745)
Impairment of Brand (refer note 43(ii))	-	(7,246)
License fees and SUC on AGR (refer note 3)	-	(194,405)
One Time Spectrum Charges (refer note 43(vi))	-	(5,027)
Gain on Investment property (leasehold land) (refer note 43(v))	1,266	-
Others	(250)	(251)
Total	**1,643**	**(199,681)**

(1) Amounts given in above Exceptional items (net) note represents Exceptional gain/(loss).

Note 43
Significant transactions / new developments

i) During the year, after the requisite Board and shareholders' approval, the Company, had allotted 3,383,458,645 Equity Shares of face value of Rs. 10 each to entities forming part of promoter / promoter group on preferential basis at a price of Rs. 13.30 per Equity Share, including a premium of Rs. 3.30/- per Equity Share, aggregating Rs. 45,000 Mn.

ii) During the previous year, the Company unveiled a new integrated brand identity V! on September 4, 2020. As a result, with the expected increased usage of Vi, the utility of its existing intangible asset of Vodafone brand is expected to decline over the contractual useful life of the asset as a result of gradual diminution in company's inclination on developing & maintaining the existing Vodafone Marks, though VIL continues to have the right to use it over its remaining life. Accordingly, the company has carried out an impairment assessment as well as re-estimated the useful economic life of its intangible asset of Vodafone brand as at the integrated brand launch date.

As per the assessment, the carrying value of the intangible asset stands at Rs. 15,039 Mn as at the integrated brand launch date. The value has been determined using Relief from Royalty method applying a royalty rate to the royalty base to estimate the royalty payments over the remaining life of the asset. Royalty base represents revenue attributable to Vodafone Marks over the remaining life of the asset.

As a result of this analysis, during the previous year an impairment charge of Rs. 7,246 Mn has been recognized as exceptional item.

Key assumptions used in value-in-use calculations:

- Revenue CAGR considered for royalty base: Based on the estimated growth rate over the five-year budget period for the Company and thereafter based on terminal growth rate of 5%
- Royalty rate: Pre-tax Royalty rate charged for use of brand in India
- Discount rate: Based on the risk-free rate for a ten-year Government bonds benchmark yields as on the valuation date adjusted for risk premium to reflect both the increased risk of investing in equities and the systematic risk of VIL. In making this adjustment, inputs required are the equity market risk premium and the risk adjustment beta applied to reflect the risk of the specific operating company relative to the market as a whole. Discount rate considered for determining the value is 13.1%.

iii) The scheme of amalgamation and arrangement between Bharti Infratel Limited and Indus became effective from November 19, 2020. Pursuant to aforesaid, Indus was dissolved without being wound up and got merged with Bharti Infratel Limited (the merged entity is thereafter named as Indus Towers Limited) on a going concern basis.

On November 19, 2020, the Company sold its 11.15% stake in Indus for a consideration of Rs. 37,472 Mn (net of expenses incurred on sale) to Bharti Infratel Limited and recognised a gain on sale amounting to Rs. 21,189 Mn (net of cost to sell) as exceptional items. Accordingly, during the previous year, the Group has recognized its share of net profit in Indus amounting to Rs. 2,300 Mn till November 18, 2020 as per equity method of accounting for its stake in Indus.

iv) The Implementation Agreement entered between the parties defines a settlement mechanism between the Company and the promoters of erstwhile Vodafone India Limited ("VInL") for any cash inflow/outflow that could possibly arise to/by the Company towards settlement of certain outstanding disputes pertaining to the period until May 31, 2018. As at March 31, 2021, the Company had recognized settlement assets amounting to Rs 63,939 Mn. The settlement of such assets recognized was to happen periodically based on cash inflow/ outflow incurred as defined in the Implementation Agreement starting from June 2020 but not beyond June 2025. During current year, the Company has classified Rs 17,265 Mn received mainly on account of income tax refund for the period July 2020 till March 2022 as payable to VInL promoters on the next settlement date as per the terms of the Implementation Agreement. The balance receivables of Rs 81,204 Mn as at March 31, 2022 is subject to further cash inflows / outflows incurred till June, 2025 and hence classified as non-current financial assets. The Company believes that it will be able to recover this amount in terms of the Implementation Agreement even if the related liabilities are paid beyond June, 2025 based on the deferment of AGR dues availed by the Company. The settlement between the Company and VInL promoters for any cash outflow that could possibly arise shall be subject to requisite approvals, if any, which would be evaluated/obtained at the time of actual settlement if any, to VInL promoters.

v) As on March 31, 2021, the Group has classified Investment Property (Leasehold land) as asset held for sale with carrying value of Rs. 653 Mn. As on June 30, 2021, the Group has sold Investment Property (Leasehold land) for a consideration of Rs. 1,870 Mn and accordingly, gain on sale of Investment Property (Leasehold land) of Rs 1,266 Mn (net of expenses) has been recognised as exceptional item.

vi) One Time Spectrum Charges (Beyond 4.4 MHz):

During the financial year 2012-13, DoT had issued demand notices towards one time spectrum charges (hereinafter referred to as "OTSC"). The demands on the Company i.e. formerly Idea Cellular Limited have been challenged by way of writ petition before the Bombay High Court (BHC). The erstwhile Vodafone India Limited (VInL) and erstwhile Vodafone Mobile Services Limited (VMSL) had challenged the demands before the TDSAT. The grounds taken before BHC and TDSAT were different though.

On July 4, 2019 TDSAT in its judgement quashed the demands levied on erstwhile VInL and VMSL and inter alia held that:

- For spectrum up to 6.2 MHz, OTSC is not chargeable and accordingly demand set aside.
- For spectrum beyond 6.2 MHz,
  - Allotment after July 1, 2008, OTSC shall be levied from the date of allotment of such spectrum.
  - Allotment before July 1, 2008, OTSC shall be levied from January 1, 2013 till the date of expiry of license.
  - Conditions as stated in para 1 (v) of the impugned order dated December 28, 2012 (given hereunder) is arbitrary and illegal and is accordingly set aside, i.e. Upfront charges in the case of spectrum holding in multiple bands (900 MHz and 1800 MHz), spectrum in 1800 MHz band will be accounted for first, towards the limit of 4.4 MHz was held to be arbitrary and illegal and accordingly set aside.

Thereafter VIL filed an appeal before the Hon'ble Supreme Court against the TDSAT judgement. On March 16, 2020, Hon'ble Supreme Court dismissed the petition filed by the Company challenging the levy of OTSC beyond 6.2 MHz. Following the dismissal of the Company's appeal by the Hon'ble Supreme Court on March 16, 2020, the Company is yet to receive any demand from DoT in line with the TDSAT order. VIL proceedings before the BHC in respect of Idea Cellular Limited remains pending. DoT preferred an appeal against the entire TDSAT judgement and sought stay on the impugned judgement. The matter is pending before the Hon'ble Supreme Court.

The Company, on prudence basis, has recognized a charge for spectrum holding beyond 6.2 MHz in line with the TDSAT order. The amount has been calculated basis the demand computation that was raised by DoT in July 2018 for Bank Guarantees to be given for OTSC in line with the M&A guidelines at the time of merger. Accordingly, an amount of Rs. 5,027 Mn has been recognised as exceptional items during the year ended March 31, 2021. During the year ended March 31, 2022, the Company has recognised Rs. 5,674 Mn as interest cost in Profit and loss account.

Note 44
Capital and other Commitments

Estimated amount of commitments are as follows:

- Spectrum won in auctions and not assigned to the Company as on the balance sheet date Rs. Nil (March 31, 2021: Rs. 14,224 Mn).
- Contracts remaining to be executed for capital expenditure (net of advances) and not provided for are Rs. 29,164 Mn (March 31, 2021: Rs. 26,647 Mn).
- Long term contracts remaining to be executed including early termination commitments (if any) are Rs. 32,685 Mn (March 31, 2021: Rs. 41,151 Mn).

Note 45

Contingent Liabilities not provided for

A) Licensing Disputes:

i. OTSC (Less than 4.4 MHz) – Rs. 38,570 Mn (March 31, 2021: Rs. 38,570 Mn):

In FY 2015-16 erstwhile VMSL received demands from DoT towards One time spectrum charges for less than 4.4 MHz pursuant to the transfer of licenses of certain subsidiaries amounting to Rs. 33,495 Mn. The Company believes the charges levied by DoT are not tenable, since the merger guidelines are not applicable considering that the said merger did not involve any intra-circle merger and did not result in increase in spectrum holding of the Company. The Demand is challenged and remains sub-judice at TDSAT.

Also, in FY 2015-16, erstwhile VMSL received demand from DoT towards extension of license of Tamil Nadu circle for making it co-terminus with license of Chennai circle amounting to Rs. 5,075 Mn. The Company believes the charges levied by DoT are not tenable, considering the merger of licenses is as per the guidelines issued by DoT in 2005 and as such does not get covered under as per clause 3 (i) and (m) of the M&A guidelines dated February 20, 2014. The Demand is challenged and remains sub-judice at TDSAT.

ii. Other Licensing Disputes – Rs. 93,911 Mn (March 31, 2021: Rs. 70,648 Mn):

- In December 2016, the Company had challenged the TRAI recommendation of levying penalty for allegedly denying points of interconnect (PoIs) to Reliance Jio, citing Telecom Regulatory Authority of India's (TRAI) move "arbitrary and biased" and one which exceeds the sectorial watchdog's jurisdiction. The Hon'ble Delhi High Court suggested that DoT could consider objections raised by VIL in its plea along with the TRAI recommendations. During the year on September 29, 2021, DoT had issued demand notice for imposition of financial penalty amounting to Rs. 20,000 Mn for violation of the provisions of license agreements and standards of Quality of service of basic telephone service (wireline) and SMTS regulation 2009. The Company has filed petition with Hon'ble TDSAT on October 11, 2021 against the demand raised by DoT. In the recent hearing interim, relief has been granted stating no coercive action shall be taken for realisation of penalty under challenge. The matter is yet to be concluded.
- Additional demands towards AGR dues for which the company has written to DoT requesting corrections of certain computational errors, admissible pass-through not considered based on the principles laid down in the AGR judgement (Refer note 3).
- Disputes relating to alleged non-compliance of licensing conditions & other disputes with DoT (including those towards CAF Audit and EMF), either filed by or against the Company and pending before Hon'ble Supreme Court / TDSAT.
- Demands on account of alleged violations in license conditions relating to amalgamation of erstwhile Spice Communications Limited currently sub-judice before the Hon'ble TDSAT.
- Demand with respect to upfront spectrum amounts for continuation of services from February 2, 2012 till various dates in the service areas where the licenses were quashed following the Hon'ble Supreme Court Order.

In October 2015, DoT issued interim guidelines, wherein Microwave Spectrum held by expired /expiring licenses was declared as being held on a provisional basis subject to final outcome of DoT's decision on recommendation by TRAI on the allocation and pricing of Microwave Spectrum. The interim guidelines issued by DoT are not in line with the understanding provided during the earlier auctions as part of Notice Inviting Application (NIA) for the spectrum auction.

Basis the interim guidelines, DoT has instructed the Company to provide an undertaking that the pricing and allocation decisions of DoT would be considered final in this respect. The Company has not provided the said undertaking or signed the agreement being against the express and binding confirmations under NIA. Further TDSAT vide its order dated March 13, 2019 set aside the Impugned guidelines and stated 2006 rates hold to be valid, which should be applied from future date as and when notified by DoT as per the judgment. The Hon'ble Supreme Court vide its order dated November 8, 2019 stayed the TDSAT order and directed the Company to furnish bank guarantee till the next date of hearing. Accordingly, the implication of the said order is not considered in these financial statements.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

B) Other Matters not acknowledged as debt

Particulars	As at March 31, 2022	As at March 31, 2021
Income tax matters (see note i below)	14,889	14,208
Sales tax and entertainment tax matters (see note ii below)	2,182	2,158
Service tax/Goods and Service Tax(GST) matters (see note iii below)	16,146	16,951
Entry tax and customs matters (see note iv below)	5,251	5,247
Other claims (see note v below)	28,655	23,690
Total	**67,123**	**62,254**

i. Income Tax Matters (including Tax deducted at source)

– Appeals filed by the Group against the demands raised by the Income Tax Authorities relates to disputes on non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors, disputes relating to denial of tax holiday benefit from certain business receipts etc.

The above matters contested by the Group are pending at various appellate authorities against the tax authorities.

ii. Sales Tax and Entertainment Tax

– Sales Tax demands mainly relates to the demands raised by the VAT/Sales Tax authorities of few states on Broadband Connectivity, SIM cards etc. on which the Group has already paid Service Tax.

– Demand of tax for non-submission of Declaration forms viz. C forms & F forms in stipulated time limit.

– In one state entertainment tax is being demanded on revenue from value added services.

iii. Service Tax/ Goods and Service Tax (GST)

Service Tax / GST demands mainly relates to the following matters:

– Denial of Cenvat credit related to Towers and Shelters.
– Disallowance of Cenvat Credit on input services viewed as ineligible credit
– Demand of service tax on SMS termination charges, Demand of service tax on reversal of input credit on various matters including on removal of passive infrastructure.

iv. Entry Tax and Customs

– Entry Tax disputes pertains to classification / valuation of goods.
– Demand of customs duty/anti-dumping duty on dispute relating to classification issue. The Group has challenged these demands which are pending at various forums.

v. Other claims not acknowledged as debts

– Mainly include consumer forum cases, disputed matters with local Municipal Corporation, Regional Provident Fund Commission and other miscellaneous sub-judiced disputes.
– Disputes with the Electricity Boards on matters relating classification of Mobility Towers into Industrial v/s commercial

The future cash outflows in respect of the above matters are determinable only on receipt of judgments/ decisions from such forums/ authorities. Further, based on the Group's evaluation, it believes that it is not probable that the claims will materialise and therefore, no provision has been recognised for the above.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 46
Costs to obtain or fulfil a contract with a customer

The Company incurs certain costs to obtain or fulfil contracts with customers. Effective October 1, 2020 the Company, based on its updated estimate of the average customer life, has deferred subscriber acquisition cost in accordance with its policy. Such cost will be amortized over the average expected customer relationship period. The financial impact of this change has resulted in decrease of the Company's loss before and after tax by Rs. 14,076 Mn for the year ended March 31, 2022 (March 31, 2021: Rs. 8,028 Mn).

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Costs to obtain a contract with the customer		
Opening Balance	8,028	-
Costs incurred	20,969	8,773
Less: Cost amortized	(6,893)	(745)
Closing balance	**22,104**	**8,028**
Current	11,511	2,862
Non-current	10,593	5,166

Note 47
Leases

(a) Group as lessee

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Particulars	Land & Building	Cell sites	IRU	Others	Total
As at April 1, 2020	**12,672**	**166,515**	**21,169**	**3,383**	**203,739**
Additions[(1)]	2,308	26,463	3,568	-	32,339
Deletions/Adjustments[(2)]	(1,136)	(5,585)	(7)	(2)	(6,730)
Depreciation expenses	(3,408)	(54,933)	(2,199)	(1,322)	(61,862)
As at March 31, 2021	**10,436**	**132,460**	**22,531**	**2,059**	**167,486**
Additions[(1)]	1,768	69,505	2,585	-	73,858
Deletions/Adjustments[(2)]	(263)	(8,554)	(1)	(5)	(8,823)
Depreciation expenses	(2,837)	(57,293)	(2,381)	(986)	(63,497)
As at March 31, 2022	**9,104**	**136,118**	**22,734**	**1,068**	**169,024**

[(1)] Additions includes addition of new leases, modification to existing lease in form of lease extension or restriction.

[(2)] Includes reversal of Rs. Nil (March 31, 2021: charge of Rs. 536 Mn) on accelerated depreciation on account of network re-alignment.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Set out below are the carrying amounts of lease liabilities (included under lease liabilities) and the movements during the year:

Particulars	As at March 31, 2022	As at March 31, 2021
Opening	**214,099**	**268,792**
Additions	73,889	32,272
Accretion of interest	18,956	20,806
Payments	(69,397)	(95,555)
Deletion	(9,113)	(12,216)
Closing	**228,434**	**214,099**
Current	114,109	104,555
Non-current	114,325	109,544

The maturity analysis of lease liabilities is disclosed in note 59.

The following are the amounts recognized in statement of profit and loss:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation	63,497	61,862
Interest expense on lease liabilities	18,956	20,806
Exceptional Items (net)	-	(1,696)
Total amount recognized in profit and loss	**82,453**	**80,972**

(b) Group as lessor

The Group has leased certain Optical Fibre Cables pairs (OFC) on Indefeasible Rights of Use ("IRU") basis under operating lease arrangements. The Group recognised revenue from operating lease of Rs. 422 Mn. (March 31, 2021: Rs. 356 Mn).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 48
Details of foreign currency exposures

a. Hedged by a Derivative Instrument

Particulars	As at March 31, 2022	As at March 31, 2021
Foreign Currency Loan		
Foreign Currency Loan in USD	111	86
Equivalent Rs. of Foreign Currency Loan (1)	8,607	6,703
Trade Payables and Other financial liability		
Trade Payables and Other financial liability in USD	30	54
Interest accrued but not due on Foreign Currency Loans in USD	-*	-*
Equivalent Rs. of Trade Payables and Other financial liability (1)	2,327	4,070

(1) Amount in Rs. represents conversion at hedged rate
*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

b. Not hedged by a Derivative Instrument or otherwise

Particulars	As at March 31, 2022	As at March 31, 2021
Foreign Currency Loan		
Foreign Currency Loan in USD	5	149
Equivalent Rs. of Foreign Currency Loan (1)	359	10,976
Trade Payables and Other financial liability		
In USD	512	720
In EURO	172	153
In GBP	12	15
In Other Currency	-*	-*
Equivalent Rs. of Trade Payables and other financial liability in Foreign Currency (1)	54,471	67,595
Trade Receivables		
In USD	77	74
In EURO	-*	-*
In GBP	-*	3
Balances with banks-In current accounts in USD	1	1
Equivalent Rs. of Trade Receivables and bank balances in Foreign Currency (1)	5,881	5,850

(1) Amount in Rs. represents conversion at closing rate
*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

Note 49
Movement of allowances for doubtful debts/advances

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance	14,746	15,183
Charged to Statement of Profit and Loss (Net) (refer Note 40) (1)	479	(437)
Closing Balance	**15,225**	**14,746**

(1) Includes charge of Rs 328 Mn for doubtful advance income tax

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 50
Asset Retirement Obligation

The Group installs equipment's on leased premises to provide seamless connectivity to its customers. In certain cases, the Group may have to incur some cost to remove such equipment's on leased premises. Estimated costs to be incurred for restoration is capitalised along with the assets. The movement of provision as required in Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Assets" is given below:

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance	164	169
Unwinding of discount	5	9
Utilisation	-	(14)
Closing Balance	**169**	**164**
Current	101	98
Non-current	68	66

Note 51
Segment Information
The Chief Operating Decision maker primarily focusses on Mobility business in making decisions on operating matters and on allocating resources in evaluating performance. Accordingly, the Group operates only in one reportable segment i.e. Mobility and hence no separate disclosure is required for Segment.

Note 52
Share based payments

a) Employee stock option plan - options granted by Vodafone Idea Limited

The Group has granted stock options as well as restricted stock units (RSU's) under ESOS 2013 to the eligible employees of the Company and its subsidiaries from time to time. These options, subject to fulfilment of vesting conditions, would vest in 4 equal annual instalments after one year of the grant and the RSU's will vest after 3 years from the date of grant. The maximum period for exercise of options and RSU's is 5 years from the date of vesting. Each option and RSU when exercised would be converted into one fully paid-up equity share of Rs. 10 each of the Company. The options as well as RSUs granted under the ESOS 2013 scheme carry no rights to dividends and no voting rights till the date of exercise.

The fair value of the share options is estimated at the grant date using Black and Scholes Model, taking into account the terms and conditions upon which the share options were granted.

There were no modifications to the options/RSU's during the year ended March 31, 2022 and March 31, 2021. During the year, certain unvested options were cancelled on non-fulfilment of certain vesting conditions under ESOS 2013. In the current year, Rs. 311 Mn (March 31, 2021: Rs. 295 Mn) is adjusted against Retained earnings in respect of cancellation/expiration of vested stock option.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

As at year ended March 31, 2022 and March 31, 2021, details and movements of the outstanding options are as follows:

Particulars	As at March 31, 2022 No. of Options	As at March 31, 2022 Weighted average exercise price (Rs.)	As at March 31, 2021 No. of Options	As at March 31, 2021 Weighted average exercise price (Rs.)
i) Options granted under ESOS 2013				
Options outstanding at the beginning of the year	4,178,076	125.58	8,440,553	126.41
Options cancelled during the year	131,607	124.05	604,868	128.10
Options expired during the year	3,727,225	126.67	3,657,609	127.08
Options outstanding at the end of the year	319,244	113.50	4,178,076	125.58
Options exercisable at the end of the year	319,244	113.50	4,178,076	125.58
Range of exercise price of outstanding options (Rs.)	110.45 - 150.10		110.45 - 150.10	
Remaining contractual life of outstanding options (months)	25		18	
ii) RSU's granted under ESOS 2013				
RSU's outstanding at the beginning of the year	1,039,012	10.00	1,283,659	10.00
RSU's cancelled during the year	106,231	10.00	244,647	10.00
RSU's expired during the year	565,157	10.00	-	-
RSU's outstanding at the end of the year	367,624	10.00	1,039,012	10.00
RSU's exercisable at the end of the year	367,624	10.00	1,039,012	10.00
Range of exercise price of outstanding RSU's (Rs.)	10.00		10.00	
Remaining contractual life of outstanding RSU's (months)	24		21	

The fair value of each option and RSU is estimated on the date of grant / re-pricing based on the following assumptions:

Particulars	Options ESOS 2013			
	Tranche I (11/02/14)	Tranche II (29/12/14)	Tranche III (21/1/16)	Tranche IV (11/2/17)
	Stock Options	Stock Options	Stock Options	Stock Options
Dividend yield (%)	0.24	0.40	0.51	0.54
Expected life	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months
Risk free interest rate (%)	8.81 - 8.95	8.04 - 8.06	7.42 – 7.66	6.68 – 7.03
Volatility (%)	34.13–44.81	34.28–42.65	34.24 – 35.33	36.37 – 38.87
Market price on date of grant (₹)	126.45	150.10	117.55	110.45
Fair Value	60.51^	66.27	48.97	46.39

^As on the date of transition from IGAAP to Ind AS on April 1, 2015, first instalment of the grant were vested and therefore, in line with the exemptions under Ind AS 101, the expense of such share based payment has been recognised based on intrinsic value.

Particulars	RSU's ESOS 2013			
	Tranche I	Tranche II	Tranche III	Tranche IV
	Restricted Stock Units	Restricted Stock Units	Restricted Stock Units	Restricted Stock Units
Dividend yield (%)	0.24	0.40	0.51	0.54
Expected life	5 yrs 6 months	5 yrs 6 months	5 yrs 6 months	5 yrs 6 months
Risk free interest rate (%)	8.91	8.05	7.60	6.94
Volatility (%)	43.95	35.66	34.24	37.21
Market price on date of grant (₹)	126.45	150.10	117.55	110.45
Fair Value	118.70	140.41	107.71	100.40

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The volatility is based on the historical share price over a period similar to the expected life of the options.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

b) Employee stock option plan – options granted by Vodafone Group Plc

i. Global Long Term Incentive ("GLTI"):

GLTI is a restricted share plan granted to incentivise delivery of sustained performance over the long term plan to selected employees of the Group. In addition to the 3 years vesting conditions, options of certain schemes would depend on achievement of the performance conditions of the Group and Vodafone Group Plc. The plans are administered by Vodafone Group Plc. and the information disclosed is to the extent available.

ii. Global Long Term Retention ("GLTR"):

GLTR plan is a restricted share plan granted as a retention tool to selected employees in the middle management. The options vest in 3 years/2 years after the grant date provided the employees remain in the continued employment of the Group during the vesting period.

iii. Vodafone Global Incentive Plan ("VGIP"):

VGIP is a restricted plan granted as an investment plan to senior management. These options vest in 3 years after the grant date provided the employee remains in the continued employment of the Group during the vesting period. The vesting of these options were subject to satisfaction of performance conditions of the Group and Vodafone Group Plc. and market based condition, based on total shareholder return (TSR), which is taken into account when calculating the fair value of share awards. The valuation for the TSR is based on Vodafone's ranking within the same group of companies, where possible over the past five years.

As at year ended March 31, 2022 and March 31, 2021, details and movements of the outstanding options are as follows:

Particulars	As at March 31, 2022	As at March 31, 2021
i) Options granted under GLTI / GLTR	**No. of Options**	**No. of Options**
Options outstanding at the beginning of the year	271,591	3,150,236
Options granted during the year	-	14,921
Options forfeited during the year	-	584,706
Options exercised during the year	220,959	2,308,860
Options outstanding at the end of the year	50,632	271,591
Options exercisable at the end of the year	50,632	271,591
Weighted average remaining contractual life of the options outstanding at the end of the year (months)	3	5
ii) Options granted under VGIP		
Options outstanding at the beginning of the year	-	875,693
Options forfeited during the year	-	435,902
Options exercised during the year	-	439,791
Options outstanding at the end of the year	-	-
Options exercisable at the end of the year	-	-
Weighted average remaining contractual life of the options outstanding at the end of the year (months)	-	-

The exercise price is Nil and hence the weighted average exercise price is not disclosed. Liability at the end of year ended March 31, 2022 is Rs. 6 Mn (March 31, 2021: Rs. 30 Mn).

Fair value of option is measured by deducting the present value of expected dividend cash flows over the life of the awards from the share price as at the grant date.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

The fair value of each option is mentioned below:

Particulars	Grant date	Expected life	Market price on date of grant/re-pricing (Rs.)	Fair Value on the date of grant (Rs.)
GLTI/GLTR	26/06/18	3 years / 2 years continuous employment for GLTR and performance conditions apply as noted in (i) above for GLTI	166	166
	26/06/19	3 years / 2 years continuous employment for GLTR and performance conditions apply as noted in (i) above for GLTI	110	110
	26/06/20	3 years / 2 years continuous employment for GLTR and performance conditions apply as noted in (i) above for GLTI	117	116
VGIP	4/8/2017 (1)	3 years continuous employment for VGIP and performance conditions apply as noted in (iii) above for VGIP	189	91
	04/08/17	3 years continuous employment for VGIP and performance conditions apply as noted in (iii) above for VGIP	189	188

(1) Vesting percentage: 48.30%

Note 53
Employee benefits

A. Defined Benefit Plan (Gratuity)

General description and benefits of the plan
The respective companies in the Group operate a defined benefit final salary gratuity plan through a trust. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The benefit is payable on termination of service or retirement, whichever is earlier. The employees do not contribute towards this plan and the full cost of providing these benefits are borne by the Group.

Regulatory framework, funding arrangement and governance of the Plan
The gratuity plan is governed by the Payment of Gratuity Act, 1972 (Gratuity Act). The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Group and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the income tax act and rules. The Group is bound to pay the statutory minimum gratuity as prescribed under Gratuity Act. There are no minimum funding requirements for a gratuity plan in India. The Group's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of underfunding of the plan vis-a-vis settlements. The trustees of the trust are responsible for the overall governance of the plan. The trustees of the plan have outsourced the investment management of the fund to insurance companies which in turn manage these funds as per the mandate provided to them by the trustees and applicable insurance and other regulations.

Inherent risks
The plan is of a final salary defined benefit in nature which is sponsored by the Group and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Group that any significant change in salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future.

The following tables summarizes the components of net benefit expense recognized in the Consolidated Statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet for gratuity:

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Particulars	As at March 31, 2022	As at March 31, 2021
Amount recognised in Balance Sheet		
Present value of obligations as at the end of the year	2,593	2,703
Fair value of plan assets as at the end of the year	2,442	2,375
Net Funded Obligation	151	328
Present value of unfunded obligations	158	112
Net Asset/(Liability) recognised in Balance Sheet	(309)	(440)
Net Asset/(Liability) recognised in Balance Sheet is bifurcated as		
- Long term provision	(243)	(211)
- Short term provision	(66)	(229)

Sr. No	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
1	**Reconciliation of Net Defined Benefit Obligation**		
	Opening Net Defined Benefit liability/(asset)	440	3,077
	Expense charged to statement of profit & loss	310	565
	Income credited to OCI	(90)	(374)
	Employer contributions	(336)	(2,767)
	Benefits Paid	(13)	(61)
	Liabilities assumed/(settled)[1]	(2)	-
	Closing Net Defined Benefit liability/(asset)	**309**	**440**
2	**Reconciliation of Defined Benefit Obligation**		
	Opening Defined Benefit Obligation	2,815	3,456
	Current Service cost	289	371
	Interest on Defined Benefit Obligation	172	227
	Actuarial (Gain)/Loss arising from change in financial assumptions	(62)	21
	Actuarial (Gain)/Loss arising from change in demographic assumptic	(20)	1
	Actuarial (Gain)/Loss arising on account of experience changes	40	(272)
	Benefits paid	(481)	(989)
	Liabilities assumed/(settled)[1]	(2)	-
	Closing Defined Benefit Obligation	**2,751**	**2,815**
3	**Reconciliation of plan assets**		
	Opening fair value of plan assets	2,375	379
	Employer contributions	336	2,767
	Interest on plan assets	151	33
	Re measurements due to		
	- Actual return on plan assets less expected interest on plan assets	48	124
	Benefits paid	(468)	(928)
	Closing fair value of plan assets	**2,442**	**2,375**

[1] On account of inter group transfer.

Amounts recognised in the Statement of Profit and Loss in respect of these defined benefit plans are as follows:

Sr. No	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
1	**Expenses Recognised in the Statement of Profit & Loss**		
	Current Service cost	289	371
	Interest on Net Defined Benefit liability/(asset)	20	194
	Expenses recognised in the Statement of Profit & Loss	**309**	**565**
2	**Amount recorded as Other Comprehensive Income (OCI)**		
	Re measurement during the year due to		
	- Changes in financial assumptions	(62)	21
	- Changes in demographic assumptions	(20)	1
	- Experience adjustments	40	(272)
	- Return on plan assets (excluding amounts included in net	(48)	(124)
	Remeasurement (gain)/loss recognised in OCI	**(90)**	**(374)**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

The principal assumptions used in determining gratuity obligations are shown below:

Particular	For the year ended March 31, 2022	For the year ended March 31, 2021
Discount rate	6.85%	6.55%
Future salary increases[1]	8.00%	8.00%
Attrition rate	30 years & below - 30% 31-40 years - 15% 41 years & above - 8%	30 years & below - 30% 31-40 years - 15% 41 years & above - 8%
Mortality rate during employment	As per Indian Assured Lives Mortality (2012-14) Table	As per Indian Assured Lives Mortality (2012-2014) Table
Disability	Leaving service due to disability is included in the provision made for all causes of leaving service.	

[1]The estimates of future salary increase considered takes into account inflation, seniority, promotion and other relevant factors.

A quantitative sensitivity analysis for significant assumptions on the defined benefit obligation is as below:

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
	Discount Rate	Salary escalation Rate	Discount Rate	Salary escalation Rate
Impact of increase in 50 bps on DBO	(3.63%)	3.68%	(3.69%)	3.82%
Impact of decrease in 50 bps on DBO	3.80%	(3.55%)	3.95%	(3.61%)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Within the next 12 months	156	220

Disaggregation details of plan assets (% allocation):

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Insurer Managed Funds[1]	2,442	2,375
Bank balances	-	-

[1]The funds are managed by Insurers and they do not provide breakup of plan assets by investment type.

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date.

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Expected benefits for year 1	347	411
Expected benefits for year 2	270	235
Expected benefits for year 3	225	227
Expected benefits for year 4	218	201
Expected benefits for year 5 and above	2,899	2,928

The average duration of the defined benefit plan obligation at the end of the reporting year is 6.49 years - 8.42 years (March 31, 2021: 6.92 years - 8.32 years).

B. Defined contribution plans:

During the year, the Group has recognised the following amounts in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Employers' contribution to provident and other fund	723	793
Employers' contribution to superannuation fund	48	65

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

C. The Company operates its gratuity superannuation plan through separate trust which is administered and managed by the Trustees. As on March 31, 2022 and March 31, 2021, the contribution towards the plans have been invested in Insurer Managed funds and bank balance.

Note 54
Income Tax Expenses

INCOME TAX EXPENSES
(a) Major components of tax expense

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current Tax		
Current Tax on profits for the year	169	25
Adjustments for tax of prior periods[(1)]	4	(205)
Total Current Tax Expense (A)	**173**	**(180)**
Deferred Tax		
Relating to addition & reversal of temporary differences	(60)	(23)
Relating to derecognition of tax credits	-	-
Relating to change in tax rate	-	-
Total Deferred Tax Expense (B)	**(60)**	**(23)**
Total Tax Expense (A+B)	**113**	**(203)**
Income tax effect of re-measurement gains on defined benefit plans taken to other comprehensive income	(1)	(4)

[(1)] During the financial year 2020-21, the Company has opted for Vivad Se Vishwas (VsV) Scheme to settle some of its long pending litigations pertaining to Corporate tax and TDS related matters. Accordingly, write back of excess tax provision/write off amounts of Rs. 208 Mn (net) have been considered where settlement has been agreed and Form 3 / 5 has been issued by the Department for such VsV applications.

b) Reconciliation of average effective tax rate and applicable tax rate

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Loss before income tax expense	(282,341)	(442,534)
Applicable Tax Rate	34.94%	34.94%
Increase / reduction in taxes on account of:		
Effect of unrecognised business loss including reversal of previously recognised DTA on business losses	-45.51%	-43.36%
Effect of share of profits in JV / Associates	0.00%	0.09%
Effects of expenses / income that are not deductible / considered in determining the taxable profits	10.53%	9.31%
Effect of transfer of fibre undertaking	-	0.00%
Effect of different tax rate	0.00%	0.00%
Effect of undistributed retained earnings of JV	0.00%	0.00%
Other Items	0.00%	-0.94%
Effective Tax Rate	**-0.04%**	**0.05%**

(c) The Group has not recognized deferred tax assets in respect of certain carried forward tax losses / capital losses / temporary differences of Rs. 1,961,569 Mn as of March 31, 2022 (March 31, 2021: Rs. 1,595,305 Mn). Of this, Rs. 1,045,623 Mn is towards unabsorbed depreciation and does not have any limitation / expiry period and the balance amount of Rs. 915,946 Mn will lapse beyond a period of 5 years. The aforesaid tax losses and unabsorbed depreciation will lapse in the subsequent years as follows:

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Particulars	As at March 31, 2022	As at March 31, 2021
Within 0-5 years	-	-
From 5-10 years	915,946	802,103
Unlimited	1,045,623	793,202
Total	**1,961,569**	**1,595,305**

The Group has also not recognised deferred tax on MAT credit of Rs. 25,699 Mn, of which Rs. 2,631 Mn is expiring within 0-5 years, Rs. 9,730 Mn is expiring within 5-10 years and Rs. 13,338 Mn is expiring beyond 10 years. During the year ended March 31, 2021, the Group had not recognised deferred tax on MAT credit of Rs. 25,699 Mn, of which Rs. 3,496 Mn is expiring within 0-5 years, Rs. 22,203 Mn is expiring within 5-10 years.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 55
MOVEMENT IN DEFERRED TAX

Particulars	As at April 1, 2020	Recognised in			As at March 31, 2021	Recognised in			As at March 31, 2022
		Profit and Loss	OCI	Other Equity		Profit and Loss	OCI	Other Equity	
Liabilities									
Depreciation & Amortisation (including RoU Assets)	218,613	(29,576)	-	-	189,037	(28,736)	-	-	160,301
Effects of remeasuring financial instruments under Ind AS	2,858	(105)	-	-	2,753	(126)	-	-	2,627
Undistributed retained earning of JV	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	2,805	-	-	2,805
Total (A)	**221,471**	**(29,681)**	**-**	**-**	**191,790**	**(26,057)**	**-**	**-**	**165,733**
Assets									
Tax Losses	117,061	(10,427)	-	-	106,634	(37,470)	-	-	69,164
Expenses allowable on Payment Basis	4,929	(2,465)	(4)	-	2,460	6,583	(1)	-	9,042
Provisions for doubtful debts/ advances (including lease liability)	99,094	(16,648)	-	-	82,446	5,051	-	-	87,497
Others	369	(118)	-	-	251	(161)	-	-	90
Total (B)	**221,453**	**(29,658)**	**(4)**	**-**	**191,791**	**(25,997)**	**(1)**	**-**	**165,793**
Net Deferred Tax Liabilities/ (assets) (A-B)	**18**	**(23)**	**4**	**-**	**(1)**	**(60)**	**1**	**-**	**(60)**
As per Financials :									
Deferred Tax Asset	**20**	**-**	**-**	**-**	**23**	**60**	**-**	**-**	**60**
Deferred Tax Liabilities	**38**	**-**	**-**	**-**	**22**	**-**	**-**	**-**	**-**

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 56
Basic & Diluted Earnings / (loss) per Share

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Nominal value of per equity share	10/-	10/-
Profit/(Loss) after Tax[1]	(282,454)	(442,447)
Profit/(Loss) attributable to equity shareholders[1]	(282,454)	(442,447)
Weighted average number of equity shares outstanding during the period	28,744,658,990	28,735,389,240
Basic earnings per share	(9.83)	(15.40)
Dilutive effect on weighted average number of equity shares outstanding during the period	*	*
Weighted average number of diluted equity shares	28,744,658,990	28,735,389,240
Diluted earnings per share	(9.83)	(15.40)

[1] Adjusted for Group's share of additional depreciation debited to other equity by joint venture pursuant to scheme.

*As the Group has incurred loss, dilutive effect on weighted average number of shares would have an anti-dilutive impact and hence, not considered.

Note 57
Related party transactions

The related parties where control, joint control and significant influence exists are subsidiaries, joint ventures and associate respectively. Key Management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director whether executive or otherwise.

The Group has transactions with the below related parties:

Relationship	Related Party
Joint Venture (JV)	Indus Towers Limited (till November 18, 2020)[1]
	Firefly Networks Limited
Associate	Aditya Birla Idea Payments Bank Limited
Promoter Group [2]	Grasim Industries Limited
	Hindalco Industries Limited
	Euro Pacific Securities Limited
	Prime Metals Limited
	Mobilvest
	Vodafone Telecommunications (India) Limited
	Omega Telecom Holdings Private Limited
	Telecom Investment India Private Limited (merged with Omega Telecom Holdings Private Limited effective from July 4, 2020)
	Asian Telecommunications Investments (Mauritius) Limited
	Al-Amin Investments Limited
	Jaykay Finholding (India) Private Limited (merged with Omega Telecom Holdings Private Limited, effective from July 4, 2020)
	CCII (Mauritius) Inc
	Usha Martin Telematics Private Limited
	Pilani Investment And Industries Corporation Limited
	Elaine Investments PTE Limited
	Oriana Investments PTE Limited
	Birla TMT Holdings Private Limited
	IGH Holdings Private Limited
	Trans Crystal Limited

Relationship	Related Party
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Aditya Birla PE Advisors Private Limited
	Aditya Birla Finance Limited
	Aditya Birla Capital Limited
	Aditya Birla Financial Shared Services Limited
	Aditya Birla Health Insurance Company Limited
	Aditya Birla Housing Finance Limited
	Aditya Birla Insurance Brokers Limited
	Aditya Birla Management Corporation Private Limited
	Aditya Birla Money Limited
	Aditya Birla Money Mart Limited (ABMML)
	Aditya Birla Wellness Private Limited
	Aditya Birla Capital Technology Services Limited
	Aditya Birla Renewables Limited
	Aditya Birla Science & Technology Company Private Limited
	Aditya Birla New Age Private Limited
	Aditya Birla Power Composites Limited
	Birla Brothers Private Limited
	Interglobe Hotels Private Limited
	Adity Birla Sun Life AMC Limited
	Aditya Birla Sun Life Insurance Company Limited
	Cable & Wireless Networks India Private Limited
	Cable & Wireless Worldwide Limited
	Cable and Wireless (India) Limited
	Gotan Lime Stone Khanij Udyog Private Limited
	Harish Cement Limited
	Hindalco-Almex Aerospace Limited
	Indus Towers Limited (effective from November 19, 2020) (1)
	Star Super Cement Industry LLC, UAE
	Vodafone Global Network Limited
	Ultratech Cement Limited
	Vodafone Group PLC
	Vodafone Limited
	Vodafone Enterprise Global Limited
	Vodafone India Services Private Limited
	Vodafone Network Pty Limited
	Vodafone New Zealand Limited
	Vodafone International Services LLC
	Vodafone Libertel B.V.
	Vodafone Telekomunikasyon A.S
	Vodafone Gmbh
	Vodafone Italia S.P.A.
	Vodafone Ireland Limited
	Vodafone Espana S.A.U.
	Vodacom (Pty) Limited
	Vodafone-Panafon Hellenic Telecommunications Company S.A.
	Vodafone Romania S.A
	Vodafone Magyarorszag (ZRT)
	Vodacom Lesotho (Pty) Limited
	Vodafone Albania Sh.A
	Vodafone Czech Republic A.S.
	Vodafone Enterprise Europe (UK) Limited
	Vodafone US Inc.
	Vodafone UK Foundation
	Safaricom PLC

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Relationship	Related Party
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Vodafone Portugal Comunicacoes Pessoais, S.A.
	Vodafone Malta Limited
	Vodafone Net Iletişim Hizmetleri A.Ş.
	Vodacom Tanzania PLC.
	Vodacom Congo (RDC) S.A.
	Ghana Telecommunications Company Limited
	Vodafone Group Services Limited
	Vodafone Global Services Private Limited
	VM, SA (Vodafone Mozambique)
	Vodafone Enterprise Singapore Pte.Limited
	Vodafone Global Enterprise Limited
	Vodafone Roaming Services S.À R.L
	Vodafone Procurement Company S.À R.L
	Vodacom Group Limited
	A V Metals Inc.
	AAPC India Hotel Management Private Limited
	Accent Hotels Private Limited
	Bhubaneswari Coal Mining Limited
	Caddie Hotels Private Limited
	Cerebrus Consultants Private Limited
	Goa Glass Fibre Limited
	InterGlobe Enterprises Private Limited
	Interglobe Technology Quotient Private Limited
	Omega Healthcare Management Services Private Limited
	Srilanand Mansions Private Limited
	Triguna Hospitality Ventures (India) Private Limited
	Wheelsemi Private Limited
	Cable & Wireless Global (India) Private Limited
Key Management Personnel (KMP)	Mr. Kumar Mangalam Birla
	Mr. Himanshu Kapania (Chairman)
	Mr. Ravinder Takkar (Managing Director & CEO)
	Mr. Akshaya Moondra (CFO)
	Mr. Arun Thiagarajan (Independent Director)
	Mrs. Neena Gupta (Independent Director)
	Mr. Arun Adhikari (Independent Director)
	Mr. Ashwani Windlass (Independent Director)
	Mr. Krishnan Ramachandran (Independent Director)
	Mr. Suresh Vaswani (Independent Director)
	Mr. Sunil Sood (Appointed on February 24, 2021)*
	Mr. Diego Massida (Appointed on February 24, 2021)*
	Mr. Sushil Agarwal (Appointed on August 04, 2021)*
	Mr. Krishna Kishore Maheshwari (Appointed on March 03, 2022)*
Entities under common control	G.D Birla Medical Research & Education Foundation
	Svatantra Microfin Private Limited
	Birla Institute of Technology and Science Company
	Mahan Coal Limited
Trust[3]	Vodafone Idea Limited Employees Group Gratuity Fund
	Vodafone Idea Limited Employees Superannuation Scheme
	Vodafone Idea Manpower Services Limited Employees Group Gratuity Scheme
	Hutchison Max Telecom Limited Superannuation Fund

[1] Effective from November 19, 2020, Indus Towers Limited ("Indus") merged with and into Bharti Infratel Limited ("BIL").The merged entity is thereafter named as Indus Towers Limited "Indus". Pursuant to this merger, the relationship of the Company with Indus has changed from Joint Venture (till November 18, 2020) to Entities having significant influence (from November 19, 2020).

[2] As per Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulation, 2015.

[3] Transaction with trust includes contribution to provident fund, pension, gratuity and superannuation funds and refer note 53 for information on transaction with post-employment benefit plans mentioned above.

* No transactions during the year

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

A. Transactions with Related Parties for the year ended March 31, 2022 and March 31, 2021

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter	Entities under common control
Sale of service	-	1,779	-*	-	55	3
	(4)	(3,186)	(5)	-	(83)	(2)
Purchase of service	-	96,930^	68	-	-	-
	-	(35,794)^,#	(51,508)^	-	-	-
Remuneration[1]	-	-	-	54	-	-
	-	-	-	(67)	-	-
Director's sitting fees paid	-	-	-	12	-	-
	-	-	-	(8)	-	-
Expense incurred on behalf of	-	36	21	-	-	-
	-	(52)	-	-	-	-
Expense incurred on company's behalf by	-	-	-	-	-	-
	-	(53)	-	-	-	-
Receipt of money towards Settlement Asset	-	-	-	-	-	-
	-	-	-	-	(19,748)	-
Proceeds from allotment of Equity Shares	-	-	-	-	45,000	-
	-	-	-	-	-	-
Insurance premium (including advance given)	-	18	-	-	-	-
	-	(67)	-	-	-	-
Repayment of loan by	-	-	8	-	-	-
	-	-	-	-	-	-
Dividend received	-	-	-	-	-	-
	-	-	(1,115)	-	-	-
Donations received	-	150	-	-	-	-
	-	(72)	(145)	-	-	-
Interest Income on loan given	-	-	-*	-	-	-
	-	-	(1)	-	-	-

(Figures in bracket are for the year ended March 31, 2021)

B. Balances with Related Parties as at March 31, 2022 and March 31, 2021

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter	Entities under common control
Trade and Other Receivables	-	999	-*	-	8	1
	(7)	(2,206)	-	-	(15)	(1)
Trade and Other Payables	-	95,895	-	-	-	-
	-	(59,398)	-	-	-	-
Lease Liability (included in Other non-current financial liabilities and Other current financial liabilities)	-	104,729	-	-	-	-
	-	(104,514)	-	-	-	-
Deposits Given (included in Other Non-Financial Assets)	-	1,594	-	-	-	-
	-	(1,590)	-	-	-	-
Other Current Assets (included in Other Current Financial Assets)	-	-	-	-	-	-
	-	(73)	-	-	-	-
Remuneration payable	-	-	-	17	-	-
	-	-	-	(15)	-	-
Prepaid Expenses	-	342	-	-	-	-
	-	(384)	-	-	-	-
Other receivable	-	-	-	-	-	-
	-	(348)	-	-	-	-
Advance to Related Parties	-	-	-	-	-	-
	-	-	-	-	-	-
Outstanding loan receivable	-	-	-	-	-	-
	-	-	(8)	-	-	-

(Figures in bracket are as at March 31, 2021)

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

(1) Remuneration includes amounts towards LTIP and ESOP basis actual payment/exercise. There is no remuneration paid to Mr. Ravinder Takkar from VIL and neither any amount is charged back to the Company by any other entity towards his remuneration during the current year and previous year.

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

^ Includes amounts accrued on account of onerous contract (Site Exits) involving invoicing and settlements over a 3 years period.

#The Company is one of the members of ABMCPL, a Company limited by guarantee, which has been formed to provide common pool of facilities and resources to its members with a view to optimise the benefits of specialisation and minimize cost to each member. The Company's share of expenses incurred under the common pool has been accounted for at actuals in the respective heads in the Consolidated Statement of Profit and Loss. Further, the Company had entered into a recharge agreement with ABMPCL pursuant to amalgamation of VMSL and VInL with the Company effective August 31, 2018 for availing such services. Effective October 1, 2020, the Company has terminated the arrangement with ABMCPL. Purchase of Services includes the charge towards such Business Support Services for ABMCPL amounting to Rs. Nil (March 31, 2021: Rs. 656 Mn).

Further, the Company had also entered into a recharge agreement with VGSL for Business Support services (grouped under Other expenses) effective August 31, 2018. Effective October 1, 2020, the Company has revised the arrangement with VGSL. Purchase of Services includes the charge towards such Business Support Services for VGSL amounting to Rs. 397 Mn (March 31, 2021: Rs. 3,528 Mn).

Note:

(i) Above excludes any cash inflow/outflow that could possibly arise from the settlement of certain outstanding disputes pertaining to the period until May 31, 2018 pursuant to the implementation agreement entered between the Company and VInL shareholders. The Company has recognised a settlement asset net of settlement liabilities of Rs. 63,939 Mn as at March 31, 2022 (March 31, 2021: Rs. 63,939 Mn) towards the same.

(ii) With respect to options that have already exercised there is an outstanding liability of Rs. 1,163 Mn payable to entities having significant influence (March 31, 2021: Rs. 1,150 Mn).

(iii) During the year, the Company has Contributed to Gratuity Fund amounting to Rs. 319 Mn (March 31, 2021: Rs. 2,767 Mn)

C. The significant related party transactions are summarised below:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Sale of service		
Vodafone Enterprise Global Limited	1,515	1,407
Purchase of service		
Indus Towers Limited	95,562	81,967
Expense incurred on behalf of		
Vodafone Group Services Limited	15	18
Ghana Telecommunications Company Limited	13	18
Vodafone Telekomunikasyon A.S.	-	6
FireFly Networks Limited	21	-
Expense incurred on company's behalf by		
Vodafone Group Services Limited	-	46
Proceeds from allotment of Equity Shares		
Euro Pacific Securities Limited	26,156	-
Prime Metals Limited	7,594	-
Oriana Investments PTE Limited	11,250	-
Insurance premium (including advance given)		
Aditya Birla Sun Life Insurance Company Limited	14	62
Receipt of money towards Settlement Asset		
Euro Pacific Securities Ltd	-	19,748
Dividend received		
Indus Towers Limited	-	1,115
Repayment of loan by		
Firefly Networks Limited	8	-
Interest income		
FireFly Networks Limited	-*	1
Donations Received		
Vodafone India Services Private Limited	20	63
Indus Towers Limited	113	145

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

D. Commitments with Related Parties : Rs. Nil (March 31, 2021 : Rs. Nil)

E. Compensation of Key Management Personnel of the Company

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Short-term employee benefits	53	66
Post-employment benefits[1]	1	1

[1] Represents contribution to provident and superannuation funds. As Gratuity expense and Compensated absenses expense is based on actuarial valuations, the same cannot be computed for individual employees and hence not included.

Note 58
Financial instruments

a) Financial Instruments by Category: The following table provides categorisation of all financial instruments at carrying value except non-current investments in joint ventures and associate which are carried at cost.

Particulars	As at March 31, 2022		As at March 31, 2021	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Assets				
Trade Receivables	-	24,439	-	25,070
Loans to joint venture and others	-	-	-	10
Cash and cash equivalents	-	14,532	-	3,503
Bank balance other than cash and cash equivalents	-	731	-	793
Margin Money Deposits[1]	-	20,568	-	22,532
Settlement assets[1] (refer note 43(iv))	-	81,204	-	63,939
Deposit with Body Corporates, Government Authorities and Others[1]	-	6,444	-	9,895
Interest receivable[1]	-	446	-	343
Others[1]	-	289	-	599
Total Financial Assets	**-**	**148,653**	**-**	**126,684**

Particulars	As at March 31, 2022		As at March 31, 2021	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Liabilities				
Fixed Rate loans from banks and others including Interest accrued but not due	-	27,254	-	88,794
Floating Rate loans from banks and others including Interest accrued but not due	-	153,407	-	144,969
Deferred Payment Obligations including interest accrued but not due	-	1,798,121	-	1,633,292
Trade Payables	-	132,551	-	134,025
Payables for Capital Expenditure[2]	-	67,793	-	84,224
Accrual towards One Time Spectrum Charges (OTSC) (refer note 43(vi))[2]	-	49,572	-	43,898
Settlement liabilities (refer note 43(iv))[2]	-	17,265	-	-
Derivative Financial Liabilities[2]	102	-	440	-
Security Deposits from Customers and Others[2]	-	3,058	-	3,499
Lease liabilities	-	228,434	-	214,099
Others[2]	2	670	3	575
Total Financial Liabilities	**104**	**2,478,125**	**443**	**2,347,375**

[1] included in other current / non-current financial assets
[2] included in other current / non-current financial liabilities

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

b) Fair Value Hierarchy

The Group has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values.

i. Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2022

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Current Investments	-	-	-	-
Total Financial Assets	**-**	**-**	**-**	**-**
Financial Liabilities				
Derivative Financial Liabilities	-	102	-	102
Others	-	2	-	2
Total Financial Liabilities	**-**	**104**	**-**	**104**

ii. Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2021

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Current Investments	-	-	-	-
Total Financial Assets	**-**	**-**	**-**	**-**
Financial Liabilities				
Derivative Financial Liabilities	-	440	-	440
Others	-	3	-	3
Total Financial Liabilities	**-**	**443**	**-**	**443**

iii. The carrying amounts of the following financial assets and financial liabilities are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

a) Financial Assets
- Trade Receivables
- Loans to Joint ventures and others
- Cash and Cash equivalents
- Bank balance other than cash and cash equivalents
- Margin Money Deposits
- Deposit with Body Corporates, Government Authorities and Others
- Interest Receivable
- Settlement assets
- Others

b) Financial Liabilities
- Floating Rate loans from banks and others including Interest accrued but not due
- Trade Payables
- Payable for capital expenditure
- Accrual towards One Time Spectrum Charges
- Security Deposits from Customers and Others
- Lease Liabilities
- Settlement Liabilities
- Others

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

iv. Fair value hierarchy of financial liabilities measured at amortised cost is below:

Particulars	Carrying Amount	Level 1	Level 2	Level 3	Total
Fixed rate loans from banks and others including interest accrued but not due					
As at March 31, 2022	27,254	-	20,948	-	20,948
As at March 31, 2021	88,794	-	73,253	-	73,253
Deferred Payment Obligations including interest accrued but not due					
As at March 31, 2022	1,798,121	-	1,940,757	-	1,940,757
As at March 31, 2021	1,633,292	-	1,739,923	-	1,739,923

Valuation Technique used to determine fair value:

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable and willing parties, other than in a forced or liquidation sale. The valuation techniques used to determine the fair values of financial assets and financial liabilities classified as level 2 include use of quoted market prices or dealer quotes for similar instruments and generally accepted pricing models based on a discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

The Group enters into derivative financial instruments such as forward, interest rate swap and cross currency swaps with various counterparties. The fair value of such derivatives instruments are determined using forward exchange rates, currency basis spreads between respective currencies and interest rate curves.

Note 59
Financial risk management objectives and policies

The Group's principal financial liabilities comprise borrowings, derivative liabilities, trade and other payables. The main purpose of these financial liabilities is to finance and support the Group's operations. The Group's principal financial assets comprise investments, cash and bank balance, trade and other receivables. The Group also enters into derivative transactions such as foreign forward exchange contracts, Interest rate and currency swaps as a part of Group's financial risk management policies. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The Group is exposed to various financial risks such as market risk, credit risk and liquidity risk. The Group's senior management comprising of a team of qualified finance professionals with appropriate skills and experience oversees management of these risks and provides assurance to the management that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activity for risk management purposes are carried by specialist team having appropriate skills and experience. The risks and measures to mitigate such risks is reviewed by the committee of Board of Directors periodically.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include borrowings, bank deposits, investments and derivative financial instruments.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2022 and March 31, 2021.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. To manage this, the Group enters into interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. At March 31, 2022, after taking into account the effect of interest rate swaps, approximately 92.01% of the Group's borrowings are at a fixed rate of interest (March 31, 2021: 91.99%).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/decrease in basis points	Effect on profit before tax
March 31, 2022		
INR - Borrowings	+100	(1,437)
	-100	1,437
USD - Borrowings	+100	(88)
	-100	88
March 31, 2021		
INR - Borrowings	+100	(1,271)
	-100	1,271
USD - Borrowings	+100	(173)
	-100	173

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency), payables for capital expenditure denominated in foreign currency and foreign currency borrowing.

The Group's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Group's policies.

When a derivative is entered into for the purpose of hedging any foreign currency exposure, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. The Group has major foreign currency risk in USD, EURO and GBP.

The Group hedged 5.47% (March 31, 2021: 6.93%) of its foreign currency trade payables and other financial liability in USD and 95.92% (March 31, 2021: 36.66%), of its foreign currency loans in USD. This foreign currency risk is hedged by using foreign currency forward contracts and cross currency rate swaps (refer note 48). However the Group has not hedged the foreign currency trade payables in EURO and GBP.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign currency rates, with all other variables held constant. The impact on the Group's profit/(loss) before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The Group's exposure to foreign currency changes for all other currencies other than USD, EURO and GBP is not material.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Currency exposure	Change in currency exchange rate	Effect on profit before tax
March 31, 2022		
USD	+5%	(1,664)
	-5%	1,664
EURO	+5%	(729)
	-5%	729
GBP	+5%	(59)
	-5%	59

Currency exposure	Change in currency exchange rate	Effect on profit before tax
March 31, 2021		
USD	+5%	(2,922)
	-5%	2,922
EURO	+5%	(660)
	-5%	660
GBP	+5%	(58)
	-5%	58

The derivatives have not been designated in a hedge relationship, they act as a hedge and will offset the underlying transactions when they occur.

c) Price risk
The Group invests its surplus funds in various debt instruments and debt mutual funds. These comprise of mainly liquid schemes of mutual funds (liquid investments) and fixed deposits.

Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However due to the very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

d) Credit risk
Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and other receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

- Trade receivables
Customer credit risk is managed in accordance with the Group's established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 15 to 30 days' credit terms. Outstanding customer receivables are regularly monitored.

The Group follows a 'simplified approach' (i.e. based on lifetime Expected credit losses (ECL)) for recognition of impairment loss allowance on Trade receivables (including lease receivables). A large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. For the purpose of measuring lifetime ECL allowance for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. The Group, based on past trends, recognizes allowance for trade receivables: a) for retail subscribers (net of security deposit) remaining unpaid beyond 90/120 days from date of billing and b) for other trade receivables on account of Interconnect, Roaming, Fixed line Voice, Fibre infrastructure and data services etc. remaining unpaid beyond 180/365 days. Further, allowance is also recognised for cases indicating any specific trail of credit loss within the ageing brackets mentioned above. Individual trade receivables are written off when management deems them not to be collectible. Any subsequent recovery is recognized as Income in the Consolidated Statement of Profit and Loss. Refer Note 14 for the carrying amount of credit exposure as on the Consolidated Balance Sheet date.

- Other financial assets and cash deposits
Credit risk from balances with banks is managed by the Group's treasury department. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counter party. Counterparty credit limits are reviewed by the Group's Treasury Department periodically, and may be updated throughout the year. The limits are intended to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for the components of the balance sheet as at March 31, 2022 and March 31, 2021 on its carrying amounts as disclosed in notes 11, 16, 17 and 18 except for derivative financial instruments. The Group's maximum exposure relating to financial derivative instrument is noted in note 59 (e) and liquidity table below.

e) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans. As at March 31, 2022, approximately 4.27% of the Company's debt excluding interest will mature in less than one year, without considering reclassification into current maturity of debt due to covenant breach (March 31, 2021: 7.96%) based on the carrying value of borrowings reflected in the financial statements.

As the Group has already availed the moratorium with respect to AGR and Deferred Spectrum Obligation as referred in Note 3 and raised the fund from the promoter / promoter group companies for Rs. 45,000 Mn as referred in Note 43(i) and based on the past performance and future expectation, the Group believes that the existing cash balance along with cash generated from operations, working capital management, raising additional funds as required, successful negotiations with lenders for continued support will satisfy its cash flow requirement associated with repayment of borrowings and other liabilities from its operation (refer note 3, 23(D) and 23(E)).

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	Carrying Value	Less than 1 year	1 to 5 years	> 5 years	Total payments
As at March 31, 2022					
Loans from bank and others and Interest thereon (1)	180,661	163,711*	31,654	-	195,365
Deferred Payment Obligations and Interest thereon (2) & (5)	1,798,121	18	689,302	2,315,090	3,004,410
Trade and other payables(3)	249,916	248,288	2,382	-	250,670
Lease liabilities	228,434	123,608	116,809	22,007	262,424
Settlement liabilities (refer note 43(iv))	17,265	17,265	-	-	17,265
Other financial liabilities (1), (2), (3) & ^^	3,730	3,685	45	-	3,730
	2,478,127	**556,575**	**840,192**	**2,337,097**	**3,733,864**
Derivatives liabilities (4)	102	102	-	-	102
Total	**2,478,229**	**556,677**	**840,192**	**2,337,097**	**3,733,966**
As at March 31, 2021					
Loans from bank and others and Interest thereon (1)	233,763	186,926*	75,095	5,208	267,229
Deferred Payment Obligations and Interest thereon (2)	1,633,292	155,311^	952,552	1,583,180	2,691,043
Trade and other payables(3)	262,147	249,078	15,028	-	264,106
Lease liabilities	214,099	116,280	118,734	17,476	252,490
Other financial liabilities(1),(2),(3) & ^^	4,077	4,032	45	-	4,077
	2,347,378	**711,627**	**1,161,454**	**1,605,864**	**3,478,945**
Derivatives assets(4)	440	434	6	-	440
Total	**2,347,818**	**712,061**	**1,161,460**	**1,605,864**	**3,479,385**

(1) Interest accrued but not due of Rs. 2,636 Mn (March 31, 2021: Rs. 3,050 Mn) has been excluded from other financial liabilities and included in loans from banks and others and interest thereon.

(2) Interest accrued but not due of Rs. 66,970 Mn (March 31, 2021: Rs. 60,902 Mn) has been excluded from other financial liabilities and included in deferred payment obligations and interest thereon.

(3) Payable for capital expenditure of Rs. 67,793 Mn (March 31, 2021: Rs. 84,224 Mn) and Accrual towards One Time Spectrum Charges (OTSC) of Rs. 49,572 Mn (March 31, 2021: Rs. 43,898 Mn) has been excluded from other financial liabilities and included in trade and other payables.

(4) Included as part of maturity profile as the underlying of these derivatives are borrowings and other financial liabilities included above.

(5) Excluding impact of conversion of the full amount of interest on the deferred instalments related to spectrum auction amounts and AGR dues into shares in the company (refer note 3)

*The Company has classified an amount of Rs. 68,131 Mn (March 31, 2021: Rs. 85,472 Mn) from non-current borrowings to current maturities of long term debt although the Company is confident that there will be no acceleration of payment in this regard (refer note 23(D)).

^Includes deferred payment liability towards spectrum (including interest thereon) of Rs. 64,392 Mn which is considered as payable within one year basis current correspondence with DoT and additional Bank Guarantees of Rs. 9,757 Mn is to be provided to avail the additional moratorium of 1 year. (refer note 23(E)).

^^ Includes payable for capital expenditure of Rs. 35,770 Mn (March 31, 2021 : Rs. 9,310 Mn) due for payment.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 60
Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the value of shareholders.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using the net debt-equity ratio, which is net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings less cash and cash equivalents, unencumbered fixed deposits with banks having maturity of 3 to 12 months and investment in liquid mutual funds.

Particulars	As at March 31, 2022	As at March 31, 2021
Loans from banks and others	28,363	64,846
Deferred payment obligations	1,731,145	1,509,309
Short Term Borrowings	149,669	228,948
Less: Cash and cash equivalents	(14,532)	(3,503)
Less: Fixed deposits with banks having maturity of 3 to 12 months	(57)	(27)
Net debt (A)	**1,894,588**	**1,799,573**
Equity share capital	321,188	287,354
Other Equity	(940,836)	(669,634)
Total Equity (B)	**(619,648)**	**(382,280)**
Net Debt-equity ratio (A)/(B)	**(3.06)**	**(4.71)**

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2022 and year ended March 31, 2021.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 61

Additional disclosure as per requirement of Schedule III

A. Net Assets of the Company, its subsidiaries, joint ventures and associate as at March 31, 2022 and March 31, 2021

Name of the entity in the Group	Net assets (total assets minus total liabilities)		Share in profit / (loss)		Share in Other Comprehensive Income / (Loss)		Share in total comprehensive Income / (Loss)	Amount
	As % of consolidated net assets	Amount	As % of consolidated profit / loss	Amount	As % of consolidated Other Comprehensive Income / (Loss)	Amount	As % of consolidated Total Comprehensive Income / (Loss)	
Vodafone Idea Limited								
31-Mar-22	99.15%	(614,362)	99.97%	(282,372)	100.00%	89	99.97%	(282,283)
31-Mar-21	98.64%	(377,076)	104.66%	(462,937)	(1128.26%)	(4,152)	105.69%	(467,089)
Subsidiaries								
Vodafone Idea Manpower Services Limited								
31-Mar-22	0.00%	15	0.00%	2	2.25%	2	0.00%	4
31-Mar-21	0.00%	13	0.00%	3	1.36%	5	0.00%	8
Vodafone Idea Telecom Infrastructure Limited								
31-Mar-22	0.95%	(5,892)	0.50%	(1,400)	(4.49%)	(4)	0.50%	(1,404)
31-Mar-21	1.17%	(4,488)	0.54%	(2,377)	0.00%	-	0.54%	(2,377)
Vodafone Idea Business Services Limited								
31-Mar-22	0.19%	(1,185)	(0.46%)	1,303	0.00%	-	(0.46)%	1,303
31-Mar-21	0.65%	(2,488)	(0.03)%	144	0.00%	-	(0.03)%	144
Vodafone Idea Communication Systems Limited								
31-Mar-22	(0.35)%	2,175	(0.09%)	241	0.00%	-	(0.09)%	241
31-Mar-21	(0.51)%	1,934	(0.04)%	197	0.00%	-	(0.04)%	197
Vodafone Foundation								
31-Mar-22	0.00%	1	0.00%	3	0.00%	-	0.00%	3
31-Mar-21	0.00%	(2)	0.00%	2	0.00%	-	0.00%	2
Connect (India) Mobile Technologies Private Limited								
31-Mar-22	(0.04)%	243	0.00%	3	0.00%	-	0.00%	3
31-Mar-21	(0.06)%	240	0.00%	-*	0.00%	-	0.00%	(0)
Vodafone m-pesa Limited								
31-Mar-22	0.14%	(888)	0.00%	11	0.00%	-	0.00%	11
31-Mar-21	0.24%	(899)	(0.01)%	25	0.00%	-	(0.01)%	25
Vodafone Idea Technology Solutions Limited								
31-Mar-22	0.02%	(112)	0.00%	(14)	0.00%	-	0.00%	(14)
31-Mar-21	0.03%	(98)	0.00%	(4)	0.00%	-	0.00%	(4)
Vodafone Idea Shared Services Limited								
31-Mar-22	(0.03)%	192	(0.02%)	63	1.12%	1	(0.02)%	64
31-Mar-21	(0.03)%	127	(0.01)%	63	1.90%	7	(0.02)%	70
You Broadband India Limited								
31-Mar-22	0.04%	(272)	0.10%	(294)	1.12%	1	0.10%	(293)
31-Mar-21	(0.01)%	21	0.00%	(8)	(0.27)%	(1)	0.00%	(9)
Associate								
Aditya Birla Idea Payments Bank Limited								
31-Mar-22	0.00%	-	0.00%	-	0.00%	-	0.00%	-
31-Mar-21	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Joint ventures								
Indus Towers Limited [(1)]								
31-Mar-22	-	-	-	-	-	-	-	-
31-Mar-21	-	-	(0.52%)	2,300	(0.54%)	(2)	(0.52)%	2,298
Firefly Networks Limited								
31-Mar-22	0.00%	-	0.00%	12	0.00%	-	0.00%	12
31-Mar-21	0.00%	-	0.00%	14	0.00%	-	0.00%	14
Consolidation Adjustments								
31-Mar-22	(0.07)%	437	0.00%	(12)	0.00%	-	0.00%	(12)
31-Mar-21	(0.11)%	436	(4.58%)	20,247	1225.82%	4,511	(5.60)%	24,758
Total								
31-Mar-22	**100.00 %**	**(619,648)**	**100.00 %**	**(282,454)**	**100.00 %**	**89**	**100.00 %**	**(282,365)**
31-Mar-21	**100.00 %**	**(382,280)**	**100.00 %**	**(442,331)**	**100.00 %**	**368**	**100.00 %**	**(441,963)**

[(1)] During the previous year, Company has sold its stake in Indus. (refer note 43(iii))

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

B) Relationship with struck off companies

Name of the Struck Off Company	Nature of transaction with Struck Off Company	Trasaction during year ended March 31, 2022	Trasaction during year ended March 31, 2021	Balance outstanding as on March 31, 2022	Balance outstanding as on March 31, 2021	Relationship with the Struck off company
Maxwell Solutions Private Limited	Payables	-	1	1	1	Vendor
Kavi Constructions Private Limited	Payables	-*	-*	-	-*	Vendor
E2E Solutions Pvt. Ltd.	Payables	-*	-*	-*	-*	Vendor
Miheer Engineering Services Pvt Ltd	Payables	-	-	1	1	Vendor
E Charge Tech Pvt Ltd	Payables	-	-	1	1	Vendor
Sayali Interiors Pvt Ltd	Payables	-	-	-*	-*	Vendor
Strop Softech Private Limited	Receivables	-	-	-*	-*	Customer
Nexus Connexions Private Limited	Payables	-	-	-*	-*	Vendor
Power Charge Services Pvt Ltd	Payables	-	-	-*	-*	Vendor
Servico Bpo Services Pvt Ltd	Payables	-	-	-	-*	Vendor
Shachi Technologies Pvt. Ltd.,	Payables	-	-	-*	-*	Vendor
Vistaas Digital Media Pvt Ltd	Payables	-	-	-*	-*	Vendor
Shrinathji Netsol (India)	Receivables	-	-	-*	-*	Customer
Skan Bpo Private Limited	Payables	-	-	-*	-*	Vendor
Starvice Technologies Pvt Ltd	Receivables	-	-	-*	-*	Customer
Shribalajee I.T. Developers Pvt Ltd	Receivables	-	-	-	-*	Customer
Gbc Infotech Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Vriti Infocom Pvt Ltd	Payables	-	-	-*	-*	Vendor
Umiya Infotech Pvt. Ltd.	Receivables	-	-	-	-*	Customer
Bajoria Sales Pvt Ltd	Payables	-	-	-*	-*	Vendor
Wdc Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Eknovate Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Agape Communications Pvt Ltd	Receivables	-	-	-*	-*	Customer
Ezee Eon Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Msl Proximiti Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Tech Brahma Services Pvt Ltd	Payables	-	-	-*	-*	Vendor
True Eon Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Wizard Infocom Pvt. Ltd.	Receivables	-	-	-*	-*	Customer
Cocktail Mobile Technologies P Ltd	Payables	-	-	-	-*	Vendor
R H Bpo Services Pvt Ltd	Payables	-	-	-	-*	Vendor
Vajja Technologies Pvt Ltd	Payables	-	-	-	-*	Vendor
Orayan Bpo Services Pvt Ltd	Payables	-	-	-	-*	Vendor
Cb Data Solution Pvt Ltd	Payables	-	-	-*	-*	Vendor
Vites Infotech India Pvt Ltd	Payables	-	-	-*	-*	Vendor
Knowledge Works India Pvt Ltd	Payables	-	-	-*	-*	Vendor
Keyserv Outsourcing Services Pvt L	Payables	-	-	-	-*	Vendor
Matha Corporate Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Infra-Red Coastal Ventures Pvt. Ltd	Receivables	-	-	-*	-*	Customer
Copsdiwa Tech Pvt Ltd	Payables	-	-	-*	-*	Vendor
Equator Solutions India Pvt Ltd	Receivables	-	-	-*	-*	Customer
Sln Tele Services Pvt Ltd	Receivables	-	-	-*	-*	Customer
Fybraint Technologies Pvt Ltd	Payables	-	-	-*	-*	Vendor
Septum Networks India Pvt Ltd	Payables	-	-	-*	-*	Vendor
Shivanee Infra Tech Pvt.Ltd	Payables	-	-	-*	-*	Vendor
Wondertree Hr Consulting Pvt Ltd	Payables	-	-	-*	-*	Vendor
Faiz Recycling Private Limited	Payables	-	-	-*	-*	Vendor
Swasthik Sahits Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Safal Agri Biotech Pvt Ltd	Payables	-	-	-*	-*	Vendor
Eloqunc Consulting Pvt Ltd	Payables	-	-	-*	-*	Vendor
Ragathirumala Enterprises Pvt Ltd	Payables	-	-	-*	-*	Vendor
Bnr Communications Private Limited	Receivables	-	-	-*	-*	Customer
Metaprism It Solutions Pvt Ltd	Payables	-	-	-	-*	Vendor
Subten Technologies Pvt Ltd	Payables	-	-	-*	-*	Vendor
Imind Cellworks Pvt Ltd	Payables	-	-	-*	-*	Vendor
Chemiron Impex Private Limited	Payables	-	-	-*	-*	Vendor
Ciro It Solutions Pvt Ltd	Payables	-	-	-*	-*	Vendor
Bestshop99 Trading Private Limited	Payables	-	-	-*	-*	Vendor

Notes to Financial Statements

Name of the Struck Off Company	Nature of transaction with Struck Off Company	Trasaction during year ended March 31, 2022	Trasaction during year ended March 31, 2021	Balance outstanding as on March 31, 2022	Balance outstanding as on March 31, 2021	Relationship with the Struck off company
Ayuno Soluzione Pvt Ltd	Payables	-	-	-*	-*	Vendor
Estoem Infovision India Pvt Ltd	Payables	-	-	-*	-*	Vendor
Euprraxia Technology Pvt.	Receivables	-	-	-*	-*	Customer
Alliance Itech Pvt. Ltd.	Receivables	-	-	-	-*	Customer
Fgc Investment Solutions Pvt Ltd-K	Payables	-	-	-	-*	Vendor
Ramp Info Solutions Pvt Ltd	Payables	-	-	-	-*	Vendor
Seth Edu Private Limited	Payables	-	-	-	-*	Vendor
Swaraj Business Solution Pvt Ltd	Payables	-	-	-	-*	Vendor
Taniya Online Services Pvt Ltd	Payables	-	-	-	-*	Vendor
Raju Call Info Pvt Ltd	Payables	-	-	-*	-*	Vendor
Ensemble Furniture Limited	Payables	-	-	-*	-*	Vendor
Nosyworld Solutions Private Limited	Payables	-	-	-*	-*	Vendor
Ares Management Services Pvt Ltd	Receivables	-	-	-*	-*	Customer
Gatik Fincomm Services Pvt. Ltd.	Payables	-	-	-	-*	Vendor
Taj Technotech Ltd	Receivables	-	-	-*	-*	Customer
Spark Fincorp India Limited	Payables	-	-	-*	-*	Vendor
One M Infomedia Private Limited	Payables	-	-	-*	-*	Vendor
Abs Homes Developers India Pvt Ltd	Receivables	-	-	-*	-*	Customer
Planet M Retail Ltd	Payables	-	-	-*	-*	Vendor
5A Information Technologies Pvt Ltd	Receivables	-	-	-*	-*	Customer
Leonine Business Franchise Pvt Ltd	Payables	-	-	-*	-*	Vendor
Tls It Solutions India Pvt Ltd	Receivables	-	-	-*	-*	Customer
Gayatri Cellular Pvt.Ltd	Receivables	-	-	-	-*	Customer
Landmark Motors	Receivables	-	-	-*	-*	Customer
Sanskriti Tele Services Pvt Ltd	Payables	-	-	-	-*	Vendor
Windz Express (P) Ltd	Payables	-	-	-*	-*	Vendor
Aargam Computers Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Activ4Pets India Private Limited	Payables	-	-	-*	-*	Vendor
Tqs Infotech Private Limited	Receivables	-	-	-*	-*	Customer
Big Millionaire Multitarde Pvt Ltd	Payables	-	-	-*	-*	Vendor
Itmarg Solutions Private Limited	Payables	-	-	-*	-*	Vendor
Yellow Tech Solutions Pvt. Ltd	Receivables	-	-	-*	-*	Customer
Firstpriority Logistics Pvt Ltd	Payables	-	-	-*	-*	Vendor
Care Esolutions Private Limited	Receivables	-	-	-*	-*	Customer
Arpanam Innovative Solutions	Receivables	-	-	-*	-*	Customer
Proto Financial Services Pvt Ltd	Payables	-	-	-*	-*	Vendor
Wpi Tele Info Pvt Ltd	Payables	-	-	-*	-*	Vendor
H K Mobiles Pvt Ltd	Payables	-	-	-*	-*	Vendor
Bernhard Consultancy Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Capative Karan Project Pvt Ltd	Receivables	-	-	-*	-*	Customer
Patroun Corporate Agency Pvt Ltd	Receivables	-	-	-*	-*	Customer
Mm Communication Pvt Ltd	Payables	-	-	-*	-*	Vendor
Rawelcom Services India Pvt Ltd	Payables	-	-	-*	-*	Vendor
Core Hr Services Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Kp Tradeline Private Limited	Receivables	-	-	-*	-*	Customer
Tethys Telecom Private Limited	Payables	-	-	-*	-*	Vendor
Peniel Consultants Private Limited	Receivables	-	-	-*	-*	Customer
Sitechs Bpo Private Limited	Receivables	-	-	-*	-*	Customer
Oceanin Info Solutions Pvt Ltd	Receivables	-	-	-*	-*	Customer
Vvidia Communications Pvt Ltd	Payables	-	-	-*	-*	Vendor
True Value Inn Pvt Ltd	Payables	-	-	-*	-*	Vendor
Aintu Services Private Limited	Receivables	-	-	-*	-*	Customer
Home Aspira Online Pvt Ltd	Receivables	-	-	-*	-*	Customer
Guru Caf Management Pvt. Ltd.	Payables	-	-	-*	-*	Vendor
Auto Track Systems India Limited -	Payables	-	-	-*	-*	Vendor
Imbue Infotech Pvt Ltd	Payables	-	-	-*	-*	Vendor
Evis Infoware India Pvt Ltd	Payables	-	-	-*	-*	Vendor
V2V Enterprises Private Limited	Receivables	-	-	-*	-*	Customer
Agastya Logistics Pvt Ltd	Receivables	-	-	-*	-*	Customer
Ornatus Solutions Pvt Ltd	Receivables	-	-	-*	-*	Customer
Datasys E Services Pvt Ltd	Receivables	-	-	1	1	Customer
Crossbow Infotech Pvt Ltd	Receivables	-	-	1	1	Vendor
Getit Infoservices Private Limited	Receivables	-	-	5	5	Customer

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

(All amounts are in Rs. millions, except per share data and unless stated otherwise)

Note 62
Interest in other entities

The joint ventures / associate of the Group as at March 31, 2022 and March 31, 2021 are listed below and have share capital consisting solely of equity shares which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of the entity	Place of business	% of ownership interest as at March 31		Relationship	Accounting method	Quoted fair value as at March 31		Carrying amount as at March 31	
		2022	2021			2022	2021	2022	2021
Indus [2]	India	-	-	Joint Venture	Equity Method	*	*	-	-
ABIPBL[1]	India	49.00%	49.00%	Associate	Equity Method	*	*	-	-
FNL	India	50.00%	50.00%	Joint Venture	Equity Method	*	*	53	41

* Unlisted entity- no quoted price available

[1] ABIPBL is currently under liquidation and hence company has made a provision for the entire amount of investment in the Company.

[2] The Company has sold its entire stake in Indus during the previous year. (refer note 43(iii))

The aggregate information of immaterial joint venture is as follows :

Particulars	As at March 31, 2022	As at March 31, 2021
Carrying amount of investments	53	41

Group's share in immaterial joint venture is as follows :

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Net Profit/ (loss)	12	14
Total comprehensive income/(loss)	12	14

The aggregate information of immaterial associate is as follows :

Particulars	As at March 31, 2022	As at March 31, 2021
Carrying amount of investments (Net of impairment provision)	-	-

Group's share in immaterial associate is as follows :

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Net Profit/ (loss)	-	-
Total comprehensive income/(loss)	-	-

Note 63
Previous year figures have been regrouped / rearranged wherever necessary to conform to the current period grouping.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

Place: Mumbai
Date : May 10, 2022

For and on behalf of the Board of Directors of Vodafone Idea Limited

Himanshu Kapania
Non-Executive Chairman
(DIN : 03387441)

Ravinder Takkar
Managing Director & Chief Executive Officer
(DIN : 01719511)

Akshaya Moondra
Chief Financial Officer

Pankaj Kapdeo
Company Secretary

VODAFONE IDEA LIMITED

Consolidated Financial Statements

For the year ended March 31, 2021

INDEPENDENT AUDITOR'S REPORT

To the Members of Vodafone Idea Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Vodafone Idea Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associate and joint venture comprising of the consolidated Balance Sheet as at March 31, 2021, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of the other auditor on separate financial statements and on the other financial information of joint venture the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint venture as at March 31, 2021, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 4 to the financial statements, which describes the Company's financial condition as at March 31, 2021 and its debt and AGR obligations due for the next 12 months. The Company's financial performance has impacted its ability to generate the cash flow that it needs to settle / refinance its liabilities and guarantees as they fall due, which along with its financial condition is resulting in material uncertainty that casts significant doubt on the Company's ability to make the payments mentioned therein and continue as a going concern.

The said assumption of going concern is essentially dependent on its ability to raise additional funds as required in line with the approval by the Company's board of directors in its meeting on September 4, 2020, successful negotiations with lenders on continued support, refinancing of debts, monetisation of certain assets, outcome of the modification application filed with the Hon'ble Supreme Court and clarity of the next installment amount, acceptance of its deferment request by DoT and generation of cash flow from its operations that it needs to settle / renew its liabilities / guarantees as they fall due. Our conclusion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Material Uncertainty Related to Going Concern' section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition *(as described in note 5(a) of the Consolidated Ind AS financial statements)*	
For the year ended March 31, 2021, the service revenue recognised was ₹ 419,331 million. Revenue recognition has been identified as a key audit matter due to complexity of systems in recognizing revenues, significance of volumes of data process by system, constantly evolving pricing with discounted tariffs and operation in highly competitive marketplace.	Our audit procedures included the following: • With the assistance by IT specialists, we obtained an understanding, evaluated the design and tested the operating effectiveness of key IT general and application controls related to the revenue recognition processes. We also tested relevant IT infrastructure and applications that result in generation of various IT reports used for billing and revenue recognition process. • We tested the operating effectiveness of IT dependent manual controls, performed data analytics and trend analysis, test of reconciliations between billing and other IT systems, prepaid applications and the general ledger. We performed procedures to test the computation of deferred revenue. • We read and assessed the revenue related accounting policy, critical estimates and assumptions and disclosures in the consolidated Ind AS financial statements.
Assessment of claims related regulatory, taxation and legal matters *(as described in note 45, 3 and 43(v) of the Consolidated Ind AS financial statements)*	
At March 31, 2021 the value of regulatory, tax and legal disputes disclosed as contingent liabilities was ₹ 171,472 million.	Our audit procedures included the following: • We obtained summary of all tax, regulatory and litigation matters including management's assessment.

Key audit matters	How our audit addressed the key audit matter
Pursuant to the Hon'ble Supreme Court judgement, Company has recorded the provision for AGR of ₹ 228,168 million during FY 2020-21 and Rs 442,336 million during FY 2019-20. Further, the Company has also recorded provision of ₹ 5,027 million during FY 2020-21 and ₹ 38,871 million during FY 2019-20 for one time spectrum charges for more than 6.2 MHz spectrum Taxation, regulatory and litigation exposures have been identified as a key audit matter due to changing regulatory environment and significant judgement required by management in assessing the exposure of each case.	• We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls related to management's risk assessment process for taxation, regulatory and legal matters. • We obtained and read external legal opinions (where considered necessary) and other evidences provided by management to corroborate management's assessment of regulatory and legal matters. • Engaged tax/regulatory specialists to assess the tax/regulatory positions taken by management with respect to tax/regulatory litigations. • Verified the provisions recorded in the books by the Company including the interest computations based on the demands received by the Company from DoT, internal records of the Company based on the Hon'ble Supreme Court judgement and validated the computations in accordance with licence agreement and Hon'ble Supreme Court judgement for the provisions recorded in the books. • Assessed the relevant accounting policies and disclosures in the consolidated Ind AS financial statements for compliance with the requirements of accounting standards.
Borrowings, interest and debt covenant testing *(as described in note 24 of the Consolidated Ind AS financial statements)*	
At March 31, 2021, current and non-current borrowings including interest accrued and AGR liability was ₹ 1,867,055 million and bank guarantee was ₹ 239,981 million. Annual covenant testing as at March 31, 2021 resulted in certain ratios breaching the specified covenant threshold for loans aggregating ₹ 98,745 Mn. Accordingly, the Company has classified ₹ 85,472 Mn from non-current borrowings to current maturities of long-term debt. Borrowings has been identified as a key audit matter due to debt covenant testing, change in credit ratings of the loans and various correspondences received from banks and financial institutions for additional security / increase in interest rate resulting in recognition, presentation and measurement complexities.	Our audit procedures included the following: • We tested the debt covenant ratio specified in the loan agreements and the computation and assessed the classification of the borrowing in financial statement based on the results of such testing and waiver from the bank, if any. • We obtained independent confirmation from the bank with respect to borrowings and non-fund based facilities [including bank guarantees/letter of credit] outstanding as at March 31, 2021 and compared the amounts as per confirmations with the amounts in the books of accounts and tested the reconciliation provided by management. • We verified the interest/commission rate used by the Company for computation of interest cost with the loan/bank guarantee agreements and various correspondences received by the Company from respective banks and corresponding increase in rates due to non-remediation of debt covenant and downgrade in credit rating. • We verified the security created against fund and non-fund facilities with the agreements and documents related to charges filed with Register of Companies. • We assessed the borrowing related accounting policy and disclosures in the consolidated Ind AS financial statements for compliance as per Ind AS 107.

Other Information

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the Performance Highlights, Corporate Governance Report, Directors' Report, Management Discussion and Analysis Report and Business Responsibility Report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon. The Performance Highlights, Corporate Governance Report, Directors' Report, Management Discussion and Analysis Report and Business Responsibility Report, is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Second Amendment Rules, 2019. The respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate and joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of the Group and of its associate and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associate and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associate and joint venture.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint venture of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) The consolidated Ind AS financial statements also includes the Group's share of net profit after tax of Rs 14 million and total comprehensive income of Rs 14 million for the year ended March 31, 2021, as considered in the consolidated Ind AS financial statements, in respect of one joint venture, whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of the joint venture and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid associate is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on the separate financial statements and other financial information of an associate and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditor whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and report of the other auditor;

(c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Second Amendment Rules, 2019;

(e) The going concern matter described in Material Uncertainty Related to Going Concern paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.

(f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, associate and joint venture, none of the directors of the Group's companies, its associate and joint venture incorporated in India is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

(g) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies, associate and joint venture incorporated in India, refer to our separate Report in "Annexure" to this report;

(h) In our opinion and based on the consideration of report of other statutory auditor of the joint venture, the managerial remuneration for the year ended March 31, 2021 has been paid/provided by the Group, its associate and joint venture incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements and other financial information of an associate and a joint venture, as noted in the 'Other matter' paragraph:

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associate and joint venture in its consolidated Ind AS financial statements – Refer Note 45 to the consolidated Ind AS financial statements;

ii. The Group, its associate and joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2021;

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Group, its associate and joint venture.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

per Nilangshu Katriar
Partner
Membership No.: 58814
UDIN: 21058814AAAAAZ9750

Place: Mumbai
Date: June 30, 2021

Annexure to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Vodafone Idea Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Vodafone Idea Limited (formerly known as Idea Cellular Limited) as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Vodafone Idea Limited (formerly known as Idea Cellular Limited) (hereinafter referred to as the "Holding Company") and its subsidiary companies, its associate and joint venture, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, its associate and joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

A company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies, its associate and joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31,2021, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, insofar as it relates to one associate company and one joint venture, which are companies incorporated in India, is based on the corresponding reports of the auditors of such associate and joint venture incorporated in India.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Nilangshu Katriar
Partner
Membership Number: 58814
UDIN: 21058814AAAAAZ9750

Place: Mumbai
Date: June 30, 2021

(All amounts are in INR millions, except per share data and unless stated otherwise)

Consolidated Balance Sheet as at March 31, 2021

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
Assets			
Non-current assets			
Property, plant and equipment (including RoU Assets)	7	575,704	663,113
Capital work-in-progress	7	5,996	10,415
Investment property	8	-	660
Intangible assets	9	1,099,200	1,194,592
Intangible assets under development	9	63	966
Investments accounted for using the equity method	10	41	15,244
Financial assets			
Other non-current financial assets	11	77,323	82,459
Deferred tax assets (net)	55	23	20
Other non-current assets	12	135,461	134,866
Total non-current assets (A)		**1,893,811**	**2,102,335**
Current assets			
Inventories	13	6	25
Financial assets			
Current investments	14	-	4,548
Trade receivables	15	25,070	30,943
Cash and cash equivalents	16	3,503	3,708
Bank balance other than cash and cash equivalents	17	18,662	22,922
Loans to joint venture and others	18	9	9
Other current financial assets	19	2,117	23,033
Other current assets	20	90,975	81,673
Total current assets (B)		**140,342**	**166,861**
Assets classified as held for sale (AHFS) (C)	21	653	-
Total Assets (A+B+C)		**2,034,806**	**2,269,196**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Consolidated Balance Sheet as at March 31, 2021

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
Equity and Liabilities			
Equity			
Equity share capital	22	287,354	287,354
Other equity	23	(669,634)	(227,555)
Total equity (A)		**(382,280)**	**59,799**
Liabilities			
Non-current liabilities			
Financial liabilities			
Long term borrowings			
Loans from banks and others	24 (A)	64,846	86,279
Deferred payment obligations	24 (B)	1,509,309	876,525
Trade payables		1,268	6,660
Other non-current financial liabilities	25	172,819	274,073
Long term provisions	26	416	3,421
Deferred tax liabilities (net)	55	22	38
Other non-current liabilities	27	4,381	4,611
Total non-current liabilities (B)		**1,753,061**	**1,251,607**
Current liabilities			
Financial liabilities			
Short term borrowings	28	-	322
Trade payables		132,757	117,672
Other current financial liabilities	29	466,819	377,135
Other current liabilities	30	63,991	462,168
Short term provisions	31	458	493
Total current liabilities (C)		**664,025**	**957,790**
Total Equity and Liabilities (A+B+C)		**2,034,806**	**2,269,196**

The accompanying notes are an integral part of the Financial Statements

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

Place: Mumbai
Date : June 30, 2021

For and on behalf of the Board of Directors of Vodafone Idea Limited

Himanshu Kapania
Director
(DIN : 03387441)
Place: Mumbai

Ravinder Takkar
Managing Director & Chief Executive Officer
(DIN : 01719511)
Place: Gurugram

Akshaya Moondra
Chief Financial Officer
Place: Mumbai

Pankaj Kapdeo
Company Secretary
Place: Mumbai

Date : June 30, 2021

(All amounts are in INR millions, except per share data and unless stated otherwise)

Consolidated Statement of Profit and loss for the year ended March 31, 2021

Particulars	Notes	For the year ended March 31, 2021	For the year ended March 31, 2020
Income			
Service revenue		419,331	449,123
Sale of trading goods		51	44
Other operating income	32	140	408
Revenue from operations		**419,522**	**449,575**
Other income	33	1,742	10,393
Total income		**421,264**	**459,968**
Operating Expenditure			
Cost of trading goods		30	39
Employee benefit expenses	34	20,300	21,643
Network expenses and IT outsourcing cost	35	95,938	109,916
License fees and spectrum usage charges	36	41,295	48,482
Roaming and access charges	37	52,906	59,976
Subscriber acquisition and servicing expenditure	38	17,677	29,299
Advertisement, business promotion expenditure and content cost	39	7,875	11,774
Other expenses	40	14,044	19,321
		250,065	**300,450**
Profit/(Loss) before finance costs, depreciation, amortisation, share of net profit/(loss) of joint ventures and associate, exceptional items and tax		**171,199**	**159,518**
Finance costs	41	179,981	153,920
Depreciation	7 & 8	145,013	152,080
Amortisation	9	91,372	91,484
Profit/(Loss) before share of profit/(loss) of joint ventures and associate, exceptional items and tax		**(245,167)**	**(237,966)**
Add : Share in profits/(loss) of joint ventures (net)	62	2,314	3,677
Add: Share in profit/(loss) of associate	62	-	(124)
Profit/(Loss) before exceptional items and tax		**(242,853)**	**(234,413)**
Exceptional items (net)	42	(199,681)	(383,557)
Profit/(Loss) before tax		**(442,534)**	**(617,970)**
Tax expense:			
- Current tax	54	(180)	4
- Deferred tax	54 & 55	(23)	120,807
Profit/(Loss) after tax		**(442,331)**	**(738,781)**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Consolidated Statement of Profit and loss for the year ended March 31, 2021

Particulars	Notes	For the year ended March 31, 2021	For the year ended March 31, 2020
Other comprehensive income/(loss)			
Items not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains/(loss) on defined benefit plans	53	374	(281)
Income tax effect	54 & 55	(4)	193
Group's share in other comprehensive income/ (loss) of joint ventures and associate (net of taxes)	62	(2)	(2)
Other comprehensive income/(loss) for the year, net of tax		**368**	**(90)**
Total comprehensive income/(loss) for the year		**(441,963)**	**(738,871)**
Earnings/(loss) per equity share of ₹ 10 each:	56		
Basic (₹)		(15.40)	(27.26)
Diluted (₹)		(15.40)	(27.26)

The accompanying notes are an integral part of the Financial Statements

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

Place: Mumbai
Date : June 30, 2021

For and on behalf of the Board of Directors of Vodafone Idea Limited

Himanshu Kapania
Director
(DIN : 03387441)
Place: Mumbai

Ravinder Takkar
Managing Director & Chief Executive Officer
(DIN : 01719511)
Place: Gurugram

Akshaya Moondra
Chief Financial Officer
Place: Mumbai

Pankaj Kapdeo
Company Secretary
Place: Mumbai

Date : June 30, 2021

(All amounts are in INR millions, except per share data and unless stated otherwise)

Consolidated Statement of Changes in Equity for the year ended March 31, 2021

A. Equity share capital:

Equity shares of ₹ 10 each issued, subscribed and fully paid

	Numbers	Amount
As at April 1, 2019	8,735,558,329	87,356
Allotment of equity shares under Rights Issue (refer note 43(i))	19,999,830,911	199,998
As at March 31, 2020	**28,735,389,240**	**287,354**
Issue of Share capital	-	-
As at March 31, 2021	**28,735,389,240**	**287,354**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Consolidated Statement of Changes in Equity for the year ended March 31, 2021

B. Other equity

Particulars	Reserves and surplus								Total
	Capital reserve (refer note 23(i))	Capital reduction reserve (refer note 23(ii))	Debenture redemption reserve (refer note 23(iii))	Securities premium (refer note 23(iv))	Amalgamation adjustment deficit account (refer note 23(v))	General reserve (refer note 23(vi))	Retained earnings (refer note 23(vii))	Employee stock options reserve (refer note 23(viii))	
As at April 1, 2019	**(88,324)**	**277,787**	**4,408**	**1,035,532**	**(488,408)**	**1,562**	**(234,234)**	**669**	**508,992**
Transition impact of Ind AS 116 (refer note 47)	-	-	-	-	-	-	(44,649)	-	(44,649)
Group's share of transition impact of Ind AS 116 by joint venture (Indus)	-	-	-	-	-	-	(1,740)	-	(1,740)
Restated balance as at April 1, 2019	**(88,324)**	**277,787**	**4,408**	**1,035,532**	**(488,408)**	**1,562**	**(280,623)**	**669**	**462,603**
Profit/(Loss) for the year ended March 31, 2020	-	-	-	-	-	-	(738,781)	-	(738,781)
Other comprehensive income/(loss) for the year ended March 31, 2020	-	-	-	-	-	-	(90)	-	(90)
Total comprehensive income/(loss)	**-**	**-**	**-**	**-**	**-**	**-**	**(738,871)**	**-**	
Settlement assets (refer note 43(viii))	(136)	-	-	-	-	-	-	-	(136)
Pursuant to merger of Idea Telesystems Limited (ITL) with the Company (refer note 43(iv))	-	-	-	-	(36)	-	-	-	(36)
Allotment of equity shares under Rights Issue (net of share issue expenses of ₹ 834 Mn) (refer note 43(i))	-	-	-	49,166	-	-	-	-	49,166
Share-based payment expenses (refer note 52) (1)	-	-	-	-	-	-	-	(13)	(13)
Group's share of additional depreciation in joint venture (Indus) on fair valued assets/ physical verification adjustments pursuant to scheme	-	-	-	-	-	-	(268)	-	(268)
As at March 31, 2020	**(88,460)**	**277,787**	**4,408**	**1,084,698**	**(488,444)**	**1,562**	**(1,019,762)**	**656**	**(227,555)**
Profit/(Loss) for the year ended March 31, 2021	-	-	-	-	-	-	(442,331)	-	(442,331)
Other comprehensive income/(loss) for the year ended March 31, 2021	-	-	-	-	-	-	368	-	368
Total comprehensive income/(loss)	**-**	**-**	**-**	**-**	**-**	**-**	**(441,963)**	**-**	
Share-based payment expenses (refer note 52)	-	-	-	-	-	-	295	(295)	-
Group's share of additional depreciation in joint venture (Indus) on fair valued assets/physical verification adjustments pursuant to scheme	-	-	-	-	-	-	(116)	-	(116)
As at March 31, 2021	**(88,460)**	**277,787**	**4,408**	**1,084,698**	**(488,444)**	**1,562**	**(1,461,546)**	**361**	**(669,634)**

(1) The charge for the year is net of reversal on account of cancellation of unvested options.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

Place: Mumbai
Date : June 30, 2021

For and on behalf of the Board of Directors of Vodafone Idea Limited

Himanshu Kapania
Director
(DIN : 03387441)
Place: Mumbai

Ravinder Takkar
Managing Director &
Chief Executive Officer
(DIN : 01719511)
Place: Gurugram

Akshaya Moondra
Chief Financial Officer
Place: Mumbai

Pankaj Kapdeo
Company Secretary
Place: Mumbai

Date : June 30, 2021

(All amounts are in INR millions, except per share data and unless stated otherwise)

Statement of Consolidated Cash Flows for the year ended March 31, 2021

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Operating activities		
Loss before tax	(442,534)	(617,970)
Adjustments to reconcile loss before tax to net cash flows		
Share in profit of joint ventures and associate (net)	(2,314)	(3,553)
Depreciation of property, plant and equipment (including RoU Assets) and investment property	145,013	152,080
Amortisation of intangible assets	91,372	91,484
Share-based payment expense (ESOS)	35	(102)
Loss on disposal of property, plant and equipment and intangible assets (net)	5	26
Gain on sale of stake in Indus (refer note 42)	(21,189)	-
Impact due to cancellation of lease contract on network re-alignment (refer note 42)	(1,696)	(2,172)
Accelerated depreciation on account of network re-alignment/re-farming (refer note 42)	5,745	59,743
License fees and SUC on AGR (refer note 42)	194,405	275,143
One Time Spectrum Charges (refer note 42)	5,027	38,871
Impairment of investment in associates (refer note 42)	-	1,596
Impairment of Brand (refer note 42)	7,246	-
Finance costs (including fair value change in financial instruments)	179,981	153,920
Provision for gratuity and compensated absences	89	(285)
Bad debts / advances written off	3,873	5,332
Allowance for doubtful debts / advances	(437)	(1,960)
Liabilities / provisions no longer required written back	(46)	(229)
Other income	(1,636)	(10,258)
Working capital adjustments		
Decrease/(Increase) in trade receivables	3,136	(807)
Decrease in inventories	19	17
(Increase) in other financial and non-financial assets	(6,836)	(28,067)
Increase/(Decrease) in trade payables	5,522	(10,974)
(Decrease) in other financial and non-financial liabilities	(16,286)	(52,624)
Cash flows from operating activities	**148,494**	**49,211**
Income tax refund (including TDS) (net)	7,903	24,064
Net cash flows from operating activities	**156,397**	**73,275**
Investing activities		
Purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development)	(47,097)	(79,662)
Payment towards Spectrum and Licenses - Upfront payment	(5,747)	-
Payment towards deferred spectrum liability	-	(3,978)
Proceeds from sale of property, plant and equipment and intangible assets	1,782	1,651
Proceeds from sale of stake in Indus (Joint Venture) (net of expenses related to sale of ₹ 170 Mn) (refer note 43(iii))	37,472	-
Net sale of current investments	4,952	65,423
Interest received	1,797	5,172
Fixed deposits with banks having maturity of 3 to 12 months	16,477	(16,504)
Dividend received from joint venture (Indus)	1,115	-
Net cash flows from/(used in) investing activities	**10,751**	**(27,898)**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Statement of Consolidated Cash Flows for the year ended March 31, 2021

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Financing activities		
Proceeds from allotment of equity shares under Rights Issue (net of share issue expenses of ₹ 834 Mn)	-	249,164
Payment of interest and finance charges[1]	(28,256)	(152,585)
Repayment of long term borrowings	(43,220)	(40,517)
Proceeds from short term borrowings	-	33,916
Repayment of short term borrowings	(283)	(74,225)
Payment of lease liabilities (refer note 47)	(95,555)	(65,940)
Net cash flows (used in) financing activities	**(167,314)**	**(50,187)**
Net (decrease) in cash and cash equivalents during the year	**(166)**	**(4,810)**
Cash and cash equivalents at the beginning of the year	3,669	7,558
Add: Cash and cash equivalents of VMPL	-	921
Cash and cash equivalents at the end of the year	**3,503**	**3,669**

[1] includes interest payment on deferred payment liabilities forming part of long term borrowings

1. Cash and Cash Equivalents include the following Balance Sheet amounts

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Cash on hand	30	34
Cheques on hand	181	31
Balances with banks		
In current accounts	2,770	2,696
In deposit accounts	522	947
	3,503	3,708
Less: Bank overdraft which forms an integral part of cash management (refer note 28)	-	(39)
	3,503	3,669

(All amounts are in INR millions, except per share data and unless stated otherwise)

Statement of Consolidated Cash Flows for the year ended March 31, 2021

2. Disclosure of changes in liabilities arising from financing activities on account of non-cash transactions

Particulars	Loans from banks and others including current maturities	Deferred payment obligations including current maturities	Changes in derivative liabilities (net)	Interest accrued but not due	Lease liabilities
Balance as at April 1, 2019	**349,935**	**908,594**	**572**	**64,143**	**-**
Transition impact of Ind AS 116	-		-	-	284,335
Restated balance as at April 1, 2019	**349,935**	**908,594**	**572**	**64,143**	**284,335**
(i) Cash flow Items					
Net proceed/(repayment) of borrowings	(79,573)	(1,253)	-	-	-
Payment of Interest and finance charges	-	(104,555)	(55)	(47,975)	-
Payment towards deferred spectrum liability	-	(3,978)	-	-	-
Payment of lease liabilities (refer note 47)	-	-	-	-	(65,940)
(ii) Non - cash items					
Foreign exchange (gain)/loss	2,341	-	-	(2,341)	-
Finance cost accrued (charged to profit and loss)	-	-	(1,339)	129,107	26,152
Upfront fees amortisation	206	-	-	(206)	-
Interest on asset retirement obligation	-	-	-	(27)	-
Interest related to vendors and other liabilities	-	-	-	(3,421)	-
Accrued interest on deferred payment liability for spectrum and others transferred to borrowing on anniversary date	-	78,199	-	(78,199)	-
Addition of lease liabilities (refer note 47)	-	-	-	-	33,218
Deletion of lease liabilities (refer note 47)	-	-	-	-	(8,973)
As at March 31, 2020	**272,909**	**877,007**	**(822)**	**61,081**	**268,792**
(i) Cash flow Items					
Net proceed/(repayment) of borrowings	(43,007)	(496)	-	-	-
Payment of Interest and finance charges	-	-	(7)	(28,249)	-
Payment of lease liabilities (refer note 47)	-	-	-	-	(95,555)
(ii) Non - cash items					
Foreign exchange (gain)/loss	(687)	-	-	687	-
Finance cost accrued (charged to profit and loss)	-	-	1,269	157,906	20,806
Upfront fees amortisation	69	-	-	(69)	-
Interest on asset retirement obligation	-	-	-	(9)	-
Interest related to vendors and other liabilities	-	-	-	(39,690)	-
Accrued interest on deferred payment liability for spectrum and others transferred to borrowing on anniversary date	-	86,274	-	(86,274)	-
Accrued interest on loans from banks and others transferred to borrowing	1,431	-	-	(1,431)	
Reclassification of Deferred Payment obligation pursuant to AGR judgment (refer note 3)	-	609,603	-	-	-
Addition of lease liabilities (refer note 47)	-		-	-	32,272
Deletion of lease liabilities (refer note 47)	-		-	-	(12,216)
As at March 31, 2021	**230,715**	**1,572,388**	**440**	**63,952**	**214,099**

3. The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 on Statement of Cash Flows.

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

For and on behalf of the Board of Directors of Vodafone Idea Limited

Himanshu Kapania
Director
(DIN : 03387441)
Place: Mumbai

Ravinder Takkar
Managing Director &
Chief Executive Officer
(DIN : 01719511)
Place: Gurugram

Nilangshu Katriar
Partner
Membership No.: 58814

Akshaya Moondra
Chief Financial Officer
Place: Mumbai

Pankaj Kapdeo
Company Secretary
Place: Mumbai

Place: Mumbai
Date : June 30, 2021

Date : June 30, 2021

1. Corporate Information

Vodafone Idea Limited ('the Company'), a public limited company, was incorporated under the provisions of the Companies Act applicable in India on March 14, 1995. Its shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India (Scrip Code; NSE: IDEA, BSE: 532822). The registered office of the Company is situated at Suman Tower, Plot No. 18, Sector–11, Gandhinagar – 382011, Gujarat. The Company is one of the leading telecom service providers in India. The Company and its subsidiaries ("the Group") is engaged in the business of Mobility and Long Distance services, trading of handsets and data cards.

These consolidated financial statements for the year ended March 31, 2021 were approved by the Board of Directors and authorised for issue on June 30, 2021.

2. (A) Statement of compliance

These consolidated financial statements of the Company, its subsidiaries (the "Group"), joint ventures and associate comprising of Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Statement of Consolidated Cash Flows together with the consolidated notes have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2. (B) Basis of preparation and consolidation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services on the transaction date.

All financial information presented in INR has been rounded off to million unless otherwise stated.

The consolidated financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act, 2013.

The consolidated financial statements have been consolidated in accordance with Ind AS 110, 'Consolidated Financial Statements'.

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group has:
- Power over the investee;
- Exposure, or rights, to variable returns from its involvement with the investee and
- Has the ability to affect those returns through its power to direct the relevant activities of the investee.

Generally, there is a presumption that majority of voting rights results in control. To support this presumption and when the Group has less than majority of voting or similar rights over an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders
- Rights arising from other contractual arrangements
- Potential voting rights held by the Group

The consolidated financial statements of the group are prepared based on a line by line consolidation of the separate financial statements of the Company and its subsidiaries whereby the book values of like items of assets, liabilities, income, expenses and tax have been added after eliminating intra-group balances, transactions and resulting unrealised gains or losses.

Subsidiaries are consolidated from the date on which control is acquired by the group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet, respectively.

The financial statements of the following entities in the Group are prepared using uniform accounting policies and are drawn up to the same accounting period as that of the Company.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Sr. No.	Name of the Company	Relationship	Voting Power % as at	
			March 31, 2021	March 31, 2020
1	Vodafone Idea Manpower Services Limited (Formerly known as Idea Cellular Services Limited ('VIMSL'))	Subsidiary	100.00	100.00
2	Vodafone Idea Telecom Infrastructure Limited (Formerly known as Vodafone Towers Limited ('VITIL'))	Subsidiary	100.00	100.00
3	Vodafone Idea Business Services Limited (Formerly known as Vodafone Business Services Limited ('VIBSL'))	Subsidiary	100.00	100.00
4	Vodafone Idea Communication Systems Limited (Formerly known as Mobile Commerce Solutions Limited ('VICSL'))	Subsidiary	100.00	100.00
5	Vodafone Foundation ('VF') (Registered under section 8 of Companies Act, 2013)	Subsidiary	100.00	100.00
6	Connect (India) Mobile Technologies Private Limited ('CIMTPL')	Subsidiary	100.00	100.00
7	Vodafone m-pesa Limited ('VMPL')	Subsidiary	100.00	100.00
8	Vodafone Idea Technology Solutions Limited (Formerly known as Vodafone Technology Solutions Limited ('VITSL'))	Subsidiary	100.00	100.00
9	Vodafone Idea Shared Services Limited (Formerly known as Vodafone India Ventures Limited ('VISSL'))	Subsidiary	100.00	100.00
10	You Broadband India Limited ('YBIL')	Subsidiary	100.00	100.00
11	You System Integration Private Limited ('YSIPL') (1)	Subsidiary	-	100.00

(1) Merged with YBIL effective from March 15, 2021 (refer note 43(vi))

The Financial Statements of the following associate and joint ventures used in the consolidation are drawn up to the same reporting date as that of the Group and the accounting policies have been changed where necessary to ensure consistency with the policies adopted by the group. All the entities are incorporated in India.

Sr. No.	Name of the Company	Relationship	Voting Power % as at	
			March 31, 2021	March 31, 2020
1	Indus Tower Limited (Indus)	Joint Venture(1)&(3)	-	11.15
2	Aditya Birla Idea Payments Bank Limited (ABIPBL)(2)	Associate	49.00	49.00
3	Firefly Networks Limited	Joint Venture(1)	50.00	50.00

(1) by virtue of joint venture agreement

(2) ABIPBL has decided to wind up its business voluntarily (voluntary winding up) on July 19, 2019 subject to requisite regulatory approvals and consent. The Company is currently under liquidation (refer note 43(ii)).

(3) The Company has sold its stake in Indus on November 19, 2020 (refer note 43(iii))

2 (C) Changes in ownership interests

- Subsidiaries

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

The subsidiaries are deconsolidated from the date the Group loses control on such subsidiaries. When the Group ceases to consolidate because of a loss of control, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are reclassified to profit and loss on disposal of the related assets and liabilities.

- Associates and Joint Arrangements

The Group ceases to equity account for an investment if it loses joint control or significant influence over such equity accounted investee. When the group ceases to equity account for an investee, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest in the investee. In addition, any amounts previously recognised in other comprehensive income in respect of that investee are accounted for as if the

Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit and loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit and loss where appropriate.

3. The Hon'ble Supreme Court on October 24, 2019 along with supplementary order dated July 20, 2019 and final order dated September 1, 2020 delivered its judgment (together referred to as "AGR Judgment") on the cross appeals against the Hon'ble TDSAT judgment dated April 23, 2015, relating to the definition of Adjusted Gross Revenue. The order upheld the principal demand, levy of interest, penalty and interest on penalty.

Pursuant to the AGR judgment, the Group had recognized a total estimated liability (AGR dues) of ₹ 460,000 Mn as at March 31, 2020. This was based on the Department of Telecommunications (DoT) demands (mainly up to the period FY 2016-17 and some beyond) after adjustment for certain computational errors and payments made in the past not considered in DoT demands and estimates made by the Group for the periods thereafter for which demands had not been received together with interest, penalty and interest on penalty up to March 31, 2020.

On July 20, 2020, the Hon'ble Supreme Court, after hearing all parties, observed that the amount to be recovered (preliminary assessed) given by DoT in its modification application are taken to be as final amount and there can be no dispute raised about it. Consequent to the above, without prejudice and on prudence, the Group had recognized an additional charge of ₹ 194,405 Mn (including interest on the amount of liability recognised considering the rate as per the affidavit filed by DoT on March 16, 2020, with effect from the date of AGR Judgement) as exceptional items. The Company has also paid a further ₹ 10,000 Mn during the year and accordingly, the total payment as at March 31, 2021 towards the dues following this AGR Judgment stands at ₹ 78,544 Mn.

Subsequent to the same, on September 1, 2020, vide its judgment, the Hon'ble Supreme Court has inter-alia directed that for the demand raised by the DoT in respect of the AGR dues based on the judgment of this Court, there shall not be any dispute raised by any of the Telecom Operators and that there shall not be any reassessment; the Telecom Operators shall at the first instance, make the payment of 10% of the total dues as demanded by DoT by March 31, 2021 and thereafter, Telecom Operators to make payment in yearly instalments commencing from April 1, 2021 to March 31, 2031 payable by 31st March of every succeeding financial year. As the cumulative amount paid by the Company of ₹ 78,544 Mn exceeded 10% of the total liability, which the Group believes is as demanded by DoT for the period up to the date of judgment, the next instalment would be payable only by March 31, 2022.

The Company has informed the DoT that it has paid more than 10 % of the total dues and has complied with Hon'ble Supreme Court order. The company has also filed an affidavit with Hon'ble Supreme Court including the compliance letter that was filed with DoT confirming payment of 10% of the total dues along with an undertaking to pay the arrears as per the Court judgement.

Further, on January 7, 2021, the Company has filed a modification application with the Hon'ble Supreme Court requesting them to allow DoT to correct manifest/clerical/arithmetic errors in the computation of AGR demands and carry out the corrections in accordance with law within a reasonable period of time. The matter is yet to be heard. Meanwhile DoT issued additional demands towards license fees and Spectrum usage charges for which the company has written to them requesting corrections of certain error in Spectrum rates, computational errors, admissible pass-through not considered based on the principles laid down in the AGR judgement. Pending response on the same, the Group has disclosed the excess of such demands over the provision considered as Contingent Liabilities. During the year, the Group has recognised interest expense amounting to ₹ 33,763 Mn in addition to ₹ 194,405 Mn as mentioned above. The Group has split the total liability as at March 31, 2021 amounting to ₹ 609,603 Mn (net of payment of ₹ 78,544 Mn) into other current financial liabilities of ₹ 42,081 Mn and deferred payment obligation under long term borrowings of ₹ 567,522 Mn in line with the principles of the AGR judgment.

4. The Group has incurred losses of ₹ 442,331 Mn for the year ended March 31, 2021 and the networth is negative ₹ 382,280 Mn. As at March 31, 2021, the total debt (including interest accrued but not due and AGR liability) of the Group stands at ₹ 1,867,055 Mn. The Group has classified ₹ 85,472 Mn (net of waiver received) from non-current borrowings to current maturities of long-term debt for not meeting certain covenant clauses under the financial agreements for specified financial ratios as at March 31, 2021. Further, as a result of the rating downgrade, certain lenders had asked for increase of interest rates and additional margin money/security against existing facilities. The Group has exchanged correspondences and continues to be in discussion with the lenders for the next steps/waivers. The existing debt (excluding deferred spectrum obligation of ₹ 20,941 Mn for which additional Bank Guarantees of ₹ 9,757 Mn is to be given to avail additional 1 year moratorium) of ₹ 80,454 Mn and the next instalment of the AGR Judgement matter (as mentioned in Note 3 above) are payable by March 31, 2022. Guarantees amounting to ₹ 70,399 Mn are due to expire during the next twelve months. The Group has also written to DoT for deferment of the spectrum payment instalment of ₹ 82,117 Mn payable as at April 9, 2022.

The Board of Directors of the Company, at its meeting held on September 4, 2020 had approved the fund-raising plan of up to ₹ 250,000 Mn.

There exists material uncertainty relating to the Group's ability to continue as a going concern which is dependent on its ability to raise additional funds as required, successful negotiations with lenders on continued support, refinancing of debts, monetisation of certain assets, outcome of the modification application filed with the Hon'ble Supreme Court and clarity of the next instalment amount, acceptance of its deferment request by DoT and generation of cash flow from operations that it needs to settle / renew its liabilities / guarantees as they fall due. As of date, the Group has met all its debt obligations. Pending the outcome of the above matters, these consolidated financial statements have been prepared on a going concern basis.

5. Significant Accounting Policies

a) Revenue from contracts with customers

Revenue is recognised when a customer obtains control of the goods or receive services and thus has the ability to direct the use and obtain the benefits from the goods or services. Revenue is measured at the Transaction price i.e. an amount that reflects the consideration, to which an entity expects to be entitled in exchange for transferring goods or services to customers, excluding amounts collected on behalf of third parties. Taxes and duties collected by the seller / service provider are to be deposited with the government and not received by the Group on their own account. Accordingly, it is excluded from revenue. The Group evaluates its exposure to significant risks and reward associated with the revenue arrangements in order to determine its position of a principal or an agent in this regard. Consideration payable to a customer includes cash or credit or other items expected to be payable to the customer (or to other parties that purchase the entity's goods or services from the customer). The Group accounts for consideration payable to a customer as a reduction from the transaction price unless the payment to the customer is in exchange for a distinct goods or services that the customer transfers to the entity.

i) Revenue from supply of services and sale of goods
Revenue on account of telephony services (post-paid and prepaid categories, roaming, interconnect and long distance services) is recognised on rendering of services. Fixed Revenues in the post-paid category are recognised over the period of rendering of services. Processing fees on recharge vouchers in case of prepaid category is recognised over the validity of such vouchers.

Revenue from other services (internet services, mobile advertisement, revenue from toll free services, etc.) is recognised on rendering of services. Revenue from sale of handsets, data cards and related accessories is recognised when control of the asset is transferred to the customer, generally on delivery of the equipment. Revenue from passive infrastructure is recognised on rendering of services.

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Multiple element contracts:
Bundle packages that include multiple elements, at the inception of the arrangement, the Group determines whether it is necessary to separate the separately identifiable elements and apply the corresponding revenue recognition policy to each elements. Total package revenue is allocated among the identified elements based on their relative standalone price.

ii) Unbilled income

Unbilled income is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs its obligation by transferring goods or services to a customer before the same is invoiced to the customer, unbilled income is recognised for the earned consideration that is conditional on satisfaction of performance obligation.

iii) Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section 5(r) Financial instruments – initial recognition and subsequent measurement.

iv) Advance from customer and deferred revenue

Advance from customer and deferred revenue is the obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made. Advance from customer and deferred revenue are recognised as revenue when the Group fulfils its performance obligations under the contract.

v) Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is recorded using the applicable Effective Interest Rate (EIR), which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to that asset's net carrying amount on initial recognition.

vi) Dividends

Dividend income is recognised when the Group's right to receive the payment is established.

vii) Cost to obtain a contract

The Group pays sales commission to its channel partners for each contract that they obtain. Such costs are deferred over the average expected customer life-cycle provided the estimated average customer life-cycle is higher than twelve months. The Company re-estimates the average customer life cycle on a periodic basis.

b) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. The Company's lease asset classes primarily consist of leases for passive infrastructure for cell sites and immovable properties.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment (Refer Note 5 (m)).

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification i.e. a change in the lease term or a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. The re-measurement of lease liability is done by discounting the revised lease payments using the Group's incremental borrowing rate at the effective date of modification.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Finance lease:

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting period so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating lease:

Rental income from operating lease is recognised on a straight line basis over the lease term unless payments to the Group are structured to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increase; such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term. Contingent rents are recognised as income in the period in which they are earned.

The Group enters into agreements which entitle its customers the right to use of specified capacity of dark fibre / bandwidth capacity for a specific period of time. Under such arrangements, the rights to use the specified assets are given for a substantial part of the estimated useful life of such assets. The contracted price received upfront in advance is treated as deferred revenue and is recognised on a straight line basis over the agreement period.

c) Employee benefits

i. Defined Contribution Plan

Contributions to Provident and other funds are funded with the appropriate authorities and charged to the Consolidated Statement of Profit and Loss when the employees have rendered service entitling them to the contributions.

Contributions to Superannuation are funded with the Life Insurance Corporation of India and charged to the Consolidated Statement of Profit and Loss when the employees have rendered service entitling them to the contributions.

The Group has no obligation other than contribution payable to these funds.

ii. Defined Benefit Plan

The Group has a defined benefit gratuity plan which is a combination of funded plan and unfunded plan. In case of funded plan, the Group makes contribution to a separately administered fund with the Insurance companies. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimation of the payments. Any deficit in plan assets managed by Insurance companies as compared to the liability based on an independent actuarial valuation is recognised as a liability. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method, with actuarial valuations being carried out at periodic intervals.

Re-measurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Consolidated balance sheet with a corresponding charge or credit to Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to Consolidated statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the Consolidated statement of profit and loss:

- Service costs; and
- Net interest expense or income

iii. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of salaries, wages, Long Term Incentive Plan (LTIP) and other short term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Provision for leave benefits to employees is based on actuarial valuation done by projected accrued benefit method at the reporting date. The related re-measurements are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise.

iv. Share- based payments

Equity-settled share-based payments to employees for options granted by the Group to its employees are measured at the fair value of the equity instruments at the grant date.

Stock option of Vodafone Group Plc (VGPLc) granted to the employees of the Group are accounted as cash-settled share based payments by the Group.

The fair value determined at the grant date of the equity settled share-based payments is expensed over the period in which the performance or service conditions are fulfilled, based on the Group's estimate of stock options that will eventually vest, with a corresponding increase in equity. The fair value of the cash settled share-based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of stock option that will eventually vest, with a corresponding increase in liability. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Consolidated statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve or liability as applicable.

In respect of cancellation of unvested stock options, the amount already charged as share based payment expense is reversed under the same head in the Consolidated Statement of Profit and Loss. In respect of cancellation/expiration of vested stock options, the amount already charged as share based payment expense is adjusted against Retained earnings in Other Equity.

In respect of modification such as re-pricing of existing stock option, the difference in fair value of the option on the date of re-pricing is accounted for as share based payment expense over the remaining vesting period.

d) Annual Revenue Share License Fees and Spectrum Usage Charges

The variable license fees and annual spectrum usage charges, computed basis of adjusted gross revenue, are charged to the Consolidated Statement of Profit and Loss in the period in which the related revenue arises as per the license agreement of the licensed service area at prescribed rate.

e) Foreign currency transactions

The Group's financial statements are presented in Indian Rupees (INR) which is also the Group's functional currency.

Transactions in foreign currencies are initially recorded at the INR spot rate on the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised on net basis within finance cost in the Consolidated Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recognised using the exchange rates at the dates of the initial transactions.

f) Exceptional items

Items of income or expense which are non-recurring or outside of the ordinary course of business and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group are disclosed as exceptional items in the Consolidated Statement of Profit and Loss.

g) Taxes

Income tax expense represents the sum of current tax and deferred tax.

i. Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax is based on the taxable income and calculated using the applicable tax rates and tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the differences will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at the end of each reporting date and are recognised to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation statute.

h) Current / Non – Current Classification

An asset is classified as current when

a) It is expected to be realized or consumed in the respective company's normal operating cycle;
b) It is held primarily for the purpose of trading;
c) It is expected to be realized within twelve months after the reporting period; or
d) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Any asset not conforming to the above is classified as non-current.

A liability is classified as current when

a) It is expected to be settled in the normal operating cycle of the respective companies;
b) It is held primarily for the purposes of trading;
c) It is expected to be settled within twelve months after the reporting period; or
d) The respective companies have no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Any liability not conforming to the above is classified as non-current.

i) Property, Plant and Equipment

Property, Plant and Equipment (PPE) and Capital work in progress (CWIP) held for use in the rendering of services and supply of goods, or for administrative purposes, are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of Property, Plant and Equipment, non-refundable duties and borrowing cost relating to qualifying assets. CWIP represents cost of property, plant and equipment not ready for intended use as on the reporting date. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance costs are recognised in the Consolidated statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Freehold land is not depreciated. Depreciation on all other assets under PPE commences once such assets are available for use in the intended condition and location. Depreciation is provided using straight-line method on pro rata basis over their estimated useful economic lives as given below. The useful life is taken as prescribed in Schedule II to the Companies Act, 2013 except where the estimated useful economic life has been assessed to be lower.

Asset Retirement Obligation (ARO) is capitalized when it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. ARO is measured based on present value of expected cost to settle the obligation.

Particulars	Estimated useful life (in years)
Buildings	25 to 30
Leasehold Improvements	Period of lease or 10 years whichever is lower
Network Equipments	7 to 9
Optical Fibre	15
Other Plant and Equipment	2 to 5
Office Equipments	3 to 5
Computers and servers	3 to 5
Furniture and Fixtures	5 to 10
Motor Vehicles	2 to 5
RoU Assets	
- Land & Building	Over the period of Lease
- Cell Sites	Over the period of Lease
- Bandwidth (IRU)	Over the period of agreement
- Others	3 to 5

An item of property, plant and equipment and any significant part which meets the criteria for asset held for sale will be reclassified from property, plant and equipment to asset held for sale. When any significant part of property, plant and equipment is discarded or replaced, the carrying value of discarded / replaced part is derecognized. Any gains or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated statement of profit and loss on the date of retirement or disposal.

j) Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property.

Investment properties are measured initially at their cost including transaction cost. Investment properties are subsequently measured at historical cost less accumulated depreciation and impairment loss.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the carrying value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in consolidated statement of profit and loss in the period of derecognition.

Depreciation is charged so as to write off the cost of investment properties using the straight-line method, over the leasehold period or estimated useful lives, whichever is lower.

k) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles are not capitalised and the related expenditure is reflected in the Consolidated statement of profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life. The amortisation period, residual value and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the

asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.
Intangible assets are amortised on straight line method as under:

- Cost of spectrum is amortised on straight line method from the date when the related network is ready for intended use over the unexpired period of the spectrum.
- Cost of licenses is amortised on straight line method from the date of launch of circle/ renewal of license over the unexpired period of the license.
- Software, which is not an integral part of hardware, is treated as an intangible asset and is amortised over its useful economic life as estimated by the management between 3 to 5 years.
- Bandwidth capacities acquired under Indefeasible Right to Use (IRU) basis is accounted for as intangible assets and amortised over the period of the agreement till March 31, 2019. From April 1, 2019 these assets are reclassified to RoU assets on adoption of Ind AS 116.
- Brand - Separately acquired brand is shown at historical cost. Subsequently brand is carried at cost less accumulated amortisation and impairment loss, if any. The Group amortises brand using the straight line method over the estimated useful life of 10 years (March 31, 2020: 15 years).

Cost of Intangible assets under development represents cost of intangible assets not ready for intended use as on the reporting date. It includes the amount of spectrum allotted to the Group and related borrowing costs (that are directly attributable to the acquisition or construction of qualifying assets) if any, for which network is not yet ready.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

l) Non – Current Assets Held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and its sale is highly probable. The sale is considered highly probable only when the asset or disposal groups is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and the sale is expected to be completed within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. These are not depreciated or amortised once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the Consolidated Balance Sheet.

Non-current assets that ceases to be classified as held for sale are measured at lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

m) Impairment of Non – Financial Assets

Tangible (including RoU Assets) and Intangible assets are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, an appropriate valuation model is used. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, an impairment loss is recognised in Consolidated Statement of Profit and Loss by reducing the carrying amount of the asset (or cash-generating unit) to its recoverable amount.

For assets excluding goodwill, impairment losses recognized in the earlier periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. If such indication exists, the Group estimates the asset's (or cash generating unit's) recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in estimates used to determine the assets' recoverable amount since the last impairment loss was recognised.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had such impairment loss not been recognised for the asset (or cash-generating unit) in prior years. Any reversal of an impairment loss is recognised immediately in the Consolidated statement of profit and loss.

n) Investment in Associates and Joint Arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Associates are all entities over which the group has significant influence but not control or joint control.

Significant influence is the power to participate in the financial and operating policy decisions of the investee.

Investments in joint ventures and associates are initially recognised at cost and subsequently accounted for using the equity method of accounting in the consolidated financial statements of the group as per Ind AS 28 – Investments in Associates and Joint ventures.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investee equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the equity-accounted investee. If the equity-accounted investee subsequently reports profits, the Group resumes recognizing its share of those profits only after its share of profits equals the share of losses not recognised.

Unrealized gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The entire carrying amount of the investment (including goodwill) is tested for impairment if there is objective evidence indicating impairment. Impairment is tested in accordance with Ind AS 36 – Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any reversal of the impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

o) Borrowing Costs

Borrowing Costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the finance costs.

p) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

q) Cash and cash equivalents

Cash and cash equivalents in the Consolidated balance sheet comprise of cash at bank and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of consolidated cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

r) Financial Instruments

Initial recognition and measurement

Financial Instruments (assets and liabilities) are recognised when the Group becomes a party to a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than those designated as fair value through profit or loss (FVTPL), are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the Consolidated statement of profit and loss.

i. Financial assets

All regular way purchase or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets:
a) Financial assets measured at amortised cost
b) Financial assets measured at fair value through profit or loss (FVTPL)
c) Financial assets measured at fair value through other comprehensive income (FVTOCI) – The Group does not have any assets classified as FVTOCI.

I. Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the instruments give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.

The EIR amortisation is included in other income in the Consolidated statement of profit and loss. The losses arising from impairment are recognised in the Consolidated statement of profit and loss. This category generally applies to trade and other receivables, loans, etc.

II. Financial assets measured at FVTPL

FVTPL is a residual category for financial assets in the nature of debt instruments. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Consolidated statement of profit and loss. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either

  - the Group has transferred substantially all the risks and rewards of the asset, or

  - the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Debt instruments measured at amortised cost e.g., loans and bank deposits
- Trade receivables
- Other Financial assets not designated as FVTPL

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.
ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables (including lease receivables). The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For the purpose of measuring the expected credit loss for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 15.

ii. Financial liabilities

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the EIR method or at FVTPL.

a. Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Consolidated statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Consolidated statement of profit and loss.

b. Financial liabilities at FVTPL

Financial liabilities are classified as FVTPL when the financial liabilities are held for trading or are designated as FVTPL on initial recognition. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. In case, an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Consolidated Statement of Profit and Loss.

iii. Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to manage its foreign currency risks and interest rate risks, respectively. These derivative instruments are not designated as cash flow, fair value or net investment hedges and are entered into for period consistent with currency and interest exposures. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Consolidated statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative instrument. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

iv. Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

s) Fair value measurement

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) (a) on the date of the event or change in circumstances that caused the transfer or (b) at the end of each reporting period or (c) at the beginning of each reporting period.

t) Dividend distribution to equity holders

Dividends paid / payable along with applicable taxes are recognised when it is approved by the shareholders. In case of interim dividend, it is recognised when it is approved by the Board of Directors and distribution is no longer at the discretion of the Company. A corresponding amount is accordingly recognised directly in equity.

u) Earnings per share

The earnings considered in ascertaining the Group's Earnings per share (EPS) is the net profit/ (loss) after tax.
EPS is disclosed on basic and diluted basis. Basic EPS is computed by dividing the profit / (loss) for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

v) Onerous Contract

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

w) Provisions and Contingent Liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Consolidated statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

i. Asset Retirement Obligation (ARO)

ARO is provided for those lease arrangements where the Group has a binding obligation to restore the said location / premises at the end of the period in a condition similar to inception of the arrangement. The restoration and decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the Consolidated statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

ii. Contingent Liabilities

A Contingent Liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent Assets are not recognised.

x) Business Combinations

Business Combinations are accounted for using Ind AS 103 'Business Combination'. Acquisitions of businesses are accounted for using the acquisition method unless the transaction is between entities under common control.

Acquisition related costs are recognized in the Consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognized at their respective fair value at the acquisition date, except certain assets and liabilities required to be measured as per applicable standards.

Purchase consideration in excess of the Group's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration, after reassessment of fair value of net assets acquired, is recognised as capital reserve.

Business Combinations arising from transfer of interests in entities that are under common control and entities which results in formation of joint ventures, where one of the combining entities does not obtain control of the other combining entity or entities, accounted using pooling of interest method wherein, assets and liabilities of the combining entities are reflected at their carrying value. No adjustment is made to reflect fair values, or recognize any new assets or liabilities other than those required to harmonise accounting policies. The identity of the reserves is preserved and appears in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor.

y) Recent pronouncements

Ministry of Corporate Affairs (MCA) issued notifications dated 24th March, 2021 to amend Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Group in its financial statements. These amendments are applicable to the Group for the financial year starting 1st April, 2021. The amendments are extensive and the Group will evaluate the applicability of the same to give effect to them as required by law.

6. Use of estimates, assumptions and judgments

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures including the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require an adjustment to the carrying amount of assets or liabilities in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialise.

The Group has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Estimates and Assumptions

i. Taxes

The respective companies provide for tax considering the applicable tax regulations and based on reasonable estimates. Management periodically evaluates positions taken in the tax returns giving due considerations to tax laws and establishes provisions in the event if required as a result of differing interpretation or due to retrospective amendments, if any.

Deferred tax asset (DTA) is recognized only when and to the extent there is convincing evidence that the respective companies will have sufficient taxable profits in future against which such assets can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies, recent business performance and developments.

Minimum alternative tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the respective companies will pay normal income tax and will be able to utilize such credit during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Consolidated Statement of Profit and Loss and is included in Deferred Tax Assets. The respective companies review the same at each balance sheet date and if required, writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that respective companies will be able to absorb such credit during the specified period. Further details about taxes refer note 54 and 55.

ii. Defined benefit plans (gratuity and compensated absences benefits)

The Group's obligation on account of gratuity and compensated absences is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date. The parameter subject to frequent changes is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables in India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 53(A).

iii. Allowance for Trade receivable

For the purpose of measuring the expected credit loss for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances. Refer note 15.

iv. Useful life of Property, Plant and Equipment

The useful life to depreciate property, plant and equipment is based on technical obsolescence, nature of assets, estimated usage of the assets, operating conditions of the asset, and manufacturers' warranties, maintenance and support period, etc. The charge for the depreciation is derived after considering the expected residual value at end of the useful life.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed by the management at each financial year end and adjusted prospectively, if appropriate. Further details about property, plant and equipment are given in note 7.

v. Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain specific estimates such as Group's credit rating.

vi. Leases-Estimate of lease period

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised.

vii. Provisions and Contingent Liabilities

Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Evaluations of uncertain provisions and contingent liabilities and assets requires judgement and assumptions regarding the probability of realization and the timing and amount, or range of amounts, that may ultimately be incurred. Such estimates may vary from the ultimate outcome as a result of differing interpretations of laws and facts. Refer note 45 for further details about Contingent liabilities.

viii. Impact of COVID-19 (Global pandemic)

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slow down of economic activity. The Ministry of Home Affairs vide order No.40-3/2020 dated March 24, 2020 notified telecommunication services amongst the essential services which continued to operate during the lockdown period. While the customer's ability to recharge, availability of physical recharge, acquisition of new customers as well as network rollout have been somewhat adversely impacted, the services to our customers continued without any material disruption. As on the date of these financial statements, the Company based on the internal and external information available and the current indicators, believes that there is no material impact of the pandemic on its overall performance, except as mentioned hereinbefore. However, given the uncertainties associated with the nature and duration of COVID-19, the Company continues to monitor the situation closely and shall take appropriate actions based on material changes (if any).

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 7
Property, plant and equipment (including RoU Assets)

Particulars	Freehold land	Leasehold Land	Buildings	Leasehold Improvement	Plant and machinery [3]	Furniture and fixtures	Office equipments	Vehicles	RoU Assets (refer note 47)	Total
Cost										
As at April 1, 2019	185	604	5,086	1,286	890,266	1,776	2,426	1,622	-	903,251
Transition impact of Ind AS 116	-	-	-	-	-	-	-	-	221,413	221,413
Reclassification on adoption of Ind AS 116	-	(604)	-	-	(19,115)	-	-	-	45,457	25,738
Restated balance as at April 1, 2019	185	-	5,086	1,286	871,151	1,776	2,426	1,622	266,870	1,150,402
Additions	4	-	64	7	106,328	20	36	3	33,498	139,960
Disposals/Adjustments	-	-	(29)	(13)	(30,346)	(79)	(144)	(237)	(12,062)	(42,910)
Transferred from AHFS	-	-	-	-	637	-	-	-	-	637
As at March 31, 2020	189	-	5,121	1,280	947,770	1,717	2,318	1,388	288,306	1,248,089
Additions	-	-	-	1	39,906	77	71	1	32,339	72,395
Disposals/Adjustments	-	-	(1)	(402)	(31,764)	(398)	(339)	(375)	(18,741)	(52,020)
As at March 31, 2021	189	-	5,120	879	955,912	1,396	2,050	1,014	301,904	1,268,464
Accumulated Depreciation										
As at April 1, 2019	-	31	542	945	395,262	1,270	1,743	932	-	400,725
Reclassification on adoption of Ind AS 116	-	(31)	-	-	(14,540)	-	-	-	20,943	6,372
Restated balance as at April 1, 2019	-	-	542	945	380,722	1,270	1,743	932	20,943	407,097
Depreciation charge for the year	-	-	200	69	86,715	224	310	238	64,312	152,068
Disposals/Adjustments [2]	-	-	(13)	(4)	26,544	(51)	(63)	(155)	(688)	25,570
Transferred from AHFS	-	-	-	-	241	-	-	-	-	241
As at March 31, 2020	-	-	729	1,010	494,222	1,443	1,990	1,015	84,567	584,976
Depreciation charge for the year	-	-	197	53	82,350	174	208	162	61,862	145,006
Disposals/Adjustments [2]	-	-	-*	(332)	(23,879)	(371)	(320)	(309)	(12,011)	(37,222)
As at March 31, 2021	-	-	926	731	552,693	1,246	1,878	868	134,418	692,760
Net Book Value										
As at March 31, 2021	189	-	4,194	148	403,219	150	172	146	167,486	575,704
As at March 31, 2020	189	-	4,392	270	453,548	274	328	373	203,739	663,113

Footnotes:

1. Refer note 24(C) for assets pledged as securities towards borrowings and non-fund based facilities.
2. Disposals / Adjustments include accelerated depreciation charge of ₹ 5,745 Mn (March 31, 2020 : ₹ 59,743 Mn) on account of network re-alignment and integration cost and disclosed under exceptional items (refer note 42).
3. Plant & Machinery and CWIP includes certain assets acquired on extended credit terms for which the title will be transferred to the company upon final payment to the equipment suppliers as per the contract terms. Gross Block, Net Block and CWIP of such assets as on March 31, 2021 is ₹ 49,982 Mn, ₹ 39,805 Mn and ₹ 314 Mn (March 31, 2020 : ₹ 44,597 Mn, ₹ 41,650 Mn and ₹ 2,603 Mn) respectively.
4. Capital work-in-progress as on March 31, 2021 is ₹ 5,996 Mn (March 31, 2020: ₹ 10,415 Mn).

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 8
Investment property

Particulars	As at March 31, 2021	As at March 31, 2020
Leasehold Land		
Cost		
Opening balance	720	720
Asset classified as held for sale (refer note 21)	(720)	-
Closing balance	**-**	**720**
Accumulated depreciation		
Opening Balance	60	48
Depreciation charge for the year	7	12
Asset classified as held for sale (refer note 21)	(67)	-
Closing balance	**-**	**60**
Net book value	**-**	**660**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 9

Intangible assets

Particulars	Entry / license fees and spectrum	Brand	Computer - Software	Bandwidth	Total
Cost					
As at April 1, 2019	**1,462,296**	**26,222**	**18,965**	**24,958**	**1,532,441**
Reclassification on adoption of Ind AS 116	-	-	-	(24,958)	(24,958)
Restated balance as at April 1, 2019	**1,462,296**	**26,222**	**18,965**	**-**	**1,507,483**
Additions[6]	66,599	-	2,181	-	68,780
Disposals/Adjustments	(100)	-	(15)	-	(115)
Transferred from AHFS	-	-	177	-	177
As at March 31, 2020	**1,528,795**	**26,222**	**21,308**	**-**	**1,576,325**
Additions	-	3	3,224	-	3,227
Disposals/Adjustments	-	-	(30)	-	(30)
As at March 31, 2021	**1,528,795**	**26,225**	**24,502**	**-**	**1,579,522**
Accumulated Amortisation					
As at April 1, 2019	**237,155**	**1,372**	**12,775**	**6,372**	**257,674**
Reclassification on adoption of Ind AS 116	-	-	-	(6,372)	(6,372)
Restated balance as at April 1, 2019	**237,155**	**1,372**	**12,775**	**-**	**251,302**
Amortisation charge for the year	86,030	1,822	3,632	-	91,484
Disposals/Adjustments[6]	38,771	-	7	-	38,778
Transferred from AHFS	-	-	169	-	169
As at March 31, 2020	**361,956**	**3,194**	**16,583**	**-**	**381,733**
Amortisation charge for the year	86,259	1,860	3,253	-	91,372
Disposals/Adjustments	-	-	(29)	-	(29)
Impairment (refer note 43(x))	-	7,246	-	-	7,246
As at March 31, 2021	**448,215**	**12,300**	**19,807**	**-**	**480,322**
Net Book Value					
As at March 31, 2021	**1,080,580**	**13,925**	**4,695**	**-**	**1,099,200**
As at March 31, 2020	**1,166,839**	**23,028**	**4,725**	**-**	**1,194,592**

Footnotes:

1. Computer - software includes gross block of assets capitalised under finance lease ₹ 5,489 Mn (March 31, 2020: ₹ 5,507 Mn) and corresponding accumulated amortisation being ₹ 5,433 Mn (March 31, 2020 : ₹ 5,105 Mn).

2.Entry / license fee and spectrum gross block ₹ 46,583 Mn and Net block ₹ 18,517 Mn range from 0.4 years to 6.4 years and Entry / license fee and spectrum gross block ₹ 1,482,212 Mn and Net block ₹ 1,062,063 Mn range from 9 years to 17.3 years (March 31, 2020 : gross block ₹ 46,583 Mn and Net block ₹ 28,545 Mn range from 1.4 years to 7.4 years and Entry / license fee and spectrum gross block ₹ 1,482,212 Mn and Net block ₹ 1,138,294 Mn range from 10 years to 18.3 years).

3. Refer note 24(C) for computer software pledged as securities towards funded and non-funded facilities.

4. During the year, pursuant to the launch of V! brand, the company has reassessed the estimated useful life of Vodafone brand from 15 years to 10 years and taken an additional amortisation charge of ₹ 109 Mn (net of reduction on account of impairment amounting to ₹ 323 Mn) (refer note 43(x)).

5. Intangible Assets under development as at March 31, 2021 is ₹ 63 Mn (March 31, 2020: ₹ 966 Mn), amount added during the year ₹ 2,324 Mn (March 31, 2020: ₹ 42,303 Mn) and amount capitalized during the year of ₹ 3,227 Mn (March 31, 2020: ₹ 68,780 Mn).

6. Includes ₹ 38,871 Mn on account of One Time Spectrum Charges (refer note 43(v)).

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 10
Investments accounted for using the equity method

Particulars	As at March 31, 2021	As at March 31, 2020
Investment (Unquoted)		
Investments in Equity Instruments of Associate		
Aditya Birla Idea Payments Bank Limited (ABIPBL) 278,793,750 fully paid equity shares of ₹ 10 each	2,788	2,788
Add: Group's share of loss of ABIPBL	(1,192)	(1,192)
Less: Impairment Provision (refer note 43(ii))	(1,596)	(1,596)
Total investment in associate (A)	-	-
Investments in Equity Instruments of Joint Ventures		
(i) Indus Towers Limited ('Indus')[1] Nil (March 31, 2020: 132,868) fully paid equity shares of ₹ 1 each)	-	-*
Add: Group's share of Profit / Reserves of Indus	-	15,217
Total	-	**15,217**
(ii) Firefly Networks Limited ('FNL') 1,000,000 fully paid equity shares of ₹ 10 each	10	10
Add: Group's share of profit of FNL	31	17
Total	**41**	**27**
Total investment in joint ventures (B)	**41**	**15,244**
Total (A+B)	**41**	**15,244**

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

[1] The Company has sold its stake in Indus on November 19, 2020 (refer note 43(iii))

Note 11
Other non-current financial assets

Particulars	As at March 31, 2021	As at March 31, 2020
Deposits with body corporate and others (includes amount referred in Note 57)		
- Considered Good	7,370	8,123
- Considered Doubtful	235	233
Deposits and balances with government authorities[1]	1,003	7,540
Derivative assets at fair value through profit or loss (forward contracts and cross currency swaps)	-	131
Margin money deposits [2]	4,663	2,638
Settlement Asset (refer note 43(viii))	63,939	62,801
Other receivable from related party (refer note 57)	347	1,224
Long term loans to employees	1	2
	77,558	**82,692**
Allowance for doubtful advances (refer note 49)	(235)	(233)
Total	**77,323**	**82,459**

[1]Includes balance with DoT amounting to ₹ Nil (March 31, 2020: ₹ 6,545 Mn)

[2]Includes ₹ 4,600 Mn given to avail bank guarantees and letter of credits apart from security provided as referred in note 24 (C)(ii).

Note 12
Other non-current assets

Particulars	As at March 31, 2021	As at March 31, 2020
Capital advances		
- Considered Good (includes amount referred in note 43(vii))	5,851	117
- Considered Doubtful	36	3
Prepaid expenses	423	840
Advance income tax (Net)	61,900	70,883
GST recoverable		
- Considered Good	1,286	4,509
- Considered Doubtful	55	58
Costs to obtain a contract with the customer (refer note 46)	5,166	-
Others (consisting mainly deposit against demands which are appealed against / subjudice)		
- Considered Good	60,835	58,517
- Considered Doubtful	1,405	1,444
	136,957	**136,371**
Allowance for doubtful advances (refer note 49)	(1,496)	(1,505)
Total	**135,461**	**134,866**

Note 13
Inventories

Particulars	As at March 31, 2021	As at March 31, 2020
Trading Goods	6	25
Total	**6**	**25**

Note 14
Current investments

Particulars	As at March 31, 2021		As at March 31, 2020	
	Qty in '000 Units	₹ Value	Qty in '000 Units	₹ Value
Investment in units of liquid funds (quoted)				
Aditya Birla Sun Life Liquid Fund - Dir - Growth (formerly known as Birla Sun Life Cash Plus - Direct - Growth)	-	-	14,233	4,548
Total	-	-	**14,233**	**4,548**

Note 15
Trade receivables (Unsecured, unless otherwise stated) (includes amount referred in note 57)

Particulars	As at March 31, 2021	As at March 31, 2020
Billed Receivables		
Unsecured - Considered Good	20,274	25,289
Unsecured - Considered Doubtful	11,288	12,624
Unbilled Receivables		
Unsecured - Considered Good	4,796	5,654
Unsecured - Considered Doubtful	425	225
	36,783	**43,792**
Allowance for doubtful debts (refer note 49)	(11,713)	(12,849)
Total	**25,070**	**30,943**

Trade receivable are secured for amounts receivable from certain parties who have provided security deposits of ₹ 305 Mn (March 31, 2020 : ₹ 511 Mn)

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 16
Cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Cash on hand	30	34
Cheques on hand	181	31
Balances with banks		
- In current accounts	2,770	2,696
- In deposit accounts (having maturity less than 3 months)	522	947
Total	**3,503**	**3,708**

Note 17
Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Margin money deposits[(1) & (2)]	17,869	5,729
Fixed deposits with banks having maturity of 3 to 12 months	27	16,504
Earmarked bank balance towards dividend	3	4
Earmarked balances[(3)]	580	500
Held in escrow account[(4)]	183	185
Total	**18,662**	**22,922**

(1) Includes fixed deposit of ₹ 14,887 Mn (March 31, 2020: ₹ 1,904 Mn) having maturity of 3 to 12 months held with banks as margin money deposit against bank guarantees and letter of credits issued by banks for a period ranging from 1 to 7 years (March 31, 2020: 1 to 3 years)

(2) Includes ₹ 16,594 Mn given to avail bank guarantees and letter of credits apart from security provided as referred in note 24 (C)(ii).

(3) Contribution received by Vodafone Foundation towards CSR activities.

(4) Represents cash received from participating merchant establishments and customers in accordance with the Reserve Bank of India guidelines. The balance can only be used for the purpose of making payment to participating merchants and other permitted payments.

Note 18
Loans to joint venture and others (Unsecured and considered good, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Loan to related parties (refer note 57)		
- Loan to Joint Venture[(1)]	8	8
Current portion of loans to employees	1	1
Total	**9**	**9**

(1) Loans have been provided for general corporate purpose and interest rate is from 8.75% to 9.8% p.a. (March 31, 2020: from 8.75% to 9.8% p.a). Maximum loan outstanding during the year ₹ 8 Mn (March 31, 2020: ₹ 8 Mn).

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 19
Other current financial assets

Particulars	As at March 31, 2021	As at March 31, 2020
Interest Receivable	343	1,146
Deposits with body corporate and others		
- Considered Good	4	9
- Considered Doubtful	6	-
Deposits and balances with government authorities [1]	1,518	-
Derivative assets at fair value through profit or loss (forward contracts and cross currency swaps)	-	691
Settlement Asset (refer note 43(viii))	-	20,886
Other receivables (includes amount referred in note 57)	252	301
	2,123	**23,033**
Allowance for doubtful advances (refer note 49)	(6)	-
Total	**2,117**	**23,033**

[1] Includes balance with DoT amounting to ₹ 1,513 Mn (March 31, 2020: ₹ Nil)

Note 20
Other current assets

Particulars	As at March 31, 2021	As at March 31, 2020
GST recoverable		
- Considered Good	84,434	78,140
- Considered Doubtful	706	222
Prepaid expenses	3,269	2,781
Costs to obtain a contract with the customer (refer note 46)	2,862	-
Others		
- Considered Good	410	752
- Considered Doubtful	590	374
	92,271	82,269
Allowance for doubtful advances (refer note 49)	(1,296)	(596)
Total	**90,975**	**81,673**

Note 21
Assets classified as held for sale

Particulars	As at March 31, 2021	As at March 31, 2020
Leasehold land (refer note 43(ix))	653	-
Total	**653**	**-**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 22
Equity share capital

Particulars	As at March 31, 2021		As at March 31, 2020	
	Numbers	Amount	Numbers	Amount
EQUITY SHARE CAPITAL				
Authorised share capital				
Equity Shares of ₹ 10 each	48,500,000,000	485,000	48,500,000,000	485,000
Redeemable cumulative non-convertible Preference shares of ₹10 Mn each	1,500	15,000	1,500	15,000
	48,500,001,500	**500,000**	**48,500,001,500**	**500,000**
Issued, subscribed and paid-up share capital				
Equity Shares of ₹ 10 each fully paid up	28,735,389,240	287,354	28,735,389,240	287,354
	28,735,389,240	**287,354**	**28,735,389,240**	**287,354**

(a) Reconciliation of number of shares outstanding

Particulars	As at March 31, 2021		As at March 31, 2020	
	Numbers	Amount	Numbers	Amount
Equity shares outstanding at the beginning of the year	28,735,389,240	287,354	8,735,558,329	87,356
Right issue of share during the year (refer note 43(i))	-	-	19,999,830,911	199,998
Equity shares outstanding at the end of the year	28,735,389,240	287,354	28,735,389,240	287,354

(b) Terms/ rights attached to issued, subscribed and paid up equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholders	As at March 31, 2021		As at March 31, 2020	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of ₹ 10 each fully paid				
Grasim Industries Limited	3,317,566,167	11.55%	3,317,566,167	11.55%
Euro Pacific Securities Limited	3,198,986,106	11.13%	3,198,986,106	11.13%
Prime Metals Limited	2,185,526,081	7.61%	2,185,526,081	7.61%
Oriana Investments PTE Ltd	2,147,307,225	7.47%	2,147,307,225	7.47%
Mobilvest	1,675,994,466	5.83%	1,675,994,466	5.83%
Vodafone Telecommunications (India) Limited	1,624,511,788	5.65%	1,624,511,788	5.65%
Trans Crystal Limited	1,461,143,311	5.08%	1,461,143,311	5.08%

(d) Shares reserved for issue under options
Refer Note 52 for details of shares reserved for issue under the employee stock option scheme.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 23
Other Equity

Particulars	As at March 31, 2021	As at March 31, 2020
(i) Capital reserve [1]		
Opening balance	(88,460)	(88,324)
Settlement assets/liabilities	-	(136)
Closing balance (A)	**(88,460)**	**(88,460)**
(ii) Capital reduction reserve [2]		
Opening balance	277,787	277,787
Change during the year	-	-
Closing balance (B)	**277,787**	**277,787**
(iii) Debenture redemption reserve [3]		
Opening balance	4,408	4,408
Change during the year	-	-
Closing balance (C)	**4,408**	**4,408**
(iv) Securities premium		
Opening balance	1,084,698	1,035,532
Premium on allotment of shares under right issue (net of share issue expenses of ₹ 834 Mn) (refer note 43(i))	-	49,166
Closing balance (D)	**1,084,698**	**1,084,698**
(v) Amalgamation adjustment deficit account [4]		
Opening balance	(488,444)	(488,408)
Pursuant to merger of ITL with the Company (refer note 43(iv))	-	(36)
Closing balance (E)	**(488,444)**	**(488,444)**
(vi) General Reserve [5]		
Opening balance	1,562	1,562
Change during the year	-	-
Closing balance (F)	**1,562**	**1,562**
(vii) Retained Earnings		
Opening balance	(1,019,762)	(234,234)
Transition impact of Ind AS 116	-	(44,649)
Group's share of transition impact of Ind AS 116 by joint venture (Indus)	-	(1,740)
Profit/(Loss) for the year	(442,331)	(738,781)
Other Comprehensive Income/(loss) recognised directly in retained earnings	368	(90)
Share-based payments expenses (refer note 52)	295	-
Group's share of additional depreciation in joint venture (Indus) on fair valued assets/physical verification adjustments pursuant to scheme	(116)	(268)
Closing balance (G)	**(1,461,546)**	**(1,019,762)**
(viii) Employee stock options reserve		
Opening balance	656	669
Share-based payments expenses (refer note 52)	(295)	(13)
Closing balance (H)	**361**	**656**
Total (A+B+C+D+E+F+G+H)	**(669,634)**	**(227,555)**

[1] Capital reserve comprises of capital receipt, received as compensation from an erstwhile Joint Venture partner for failure to subscribe in the equity shares of VInL in earlier years, settlement liability created on merger of erstwhile Vodafone with the Company and amount pursuant to merger of ABTL with the Company.

[2] Capital reduction reserve was created by VInL on distribution of VInL's share in Indus to share holders of VInL in accordance with capital reduction scheme. This reserve is not available for distribution as dividend.

[3] The Company has incurred losses during the current /previous year. Accordingly, the Company is not required to create any further DRR as per the Act and hence no DRR has been created during the year ended March 31, 2021 and March 31, 2020.

[4] The Company has accounted for the merger of VInL and VMSL with the Company under 'pooling of interest' method. Consequently, investment of VInL in VMSL, share capital of VInL and VMSL has been cancelled. The difference between the face value of shares issued by the Company and the value of shares and investment so cancelled has been recognized in Amalgamation Adjustment Deficit Account of ₹ (488,408) Mn.. Also pursuant to merger of ITL with the Company, share capital of ITL and investment of the Company have been cancelled. The difference between equity of ITL and investment of the Company of ₹ (36) Mn has been recognized in Amalgamation Adjustment Deficit Account (refer note 43 (iv)). From utilisation perspective, this is an unrestricted reserve.

[5] Includes ₹ 1,393 not available for distribution as dividend.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 24 (A)

Loans from banks and others

Particulars	As at March 31, 2021	As at March 31, 2020
Secured Loans		
Term Loans		
- Rupee loan from banks	49,325	9,950
Total Secured loans (A)	**49,325**	**9,950**
Unsecured Loans		
Redeemable Non-Convertible Debentures (NCDs)	14,934	74,828
Term Loans		
- Foreign currency loan from banks	-	1
- Rupee loan from Others	587	1,500
Total Unsecured Loans (B)	**15,521**	**76,329**
Total (A+B)	**64,846**	**86,279**

Note 24 (B)

Deferred payment obligations (unsecured)

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Payment Liabilities towards Spectrum	941,773	876,474
Deferred Payment obligation pursuant to AGR judgment (refer note 3)	567,522	-
Deferred Payment Others	14	51
Total	**1,509,309**	**876,525**

(C) (i) Security clause

Type of Borrowing	Outstanding Secured Loan Amount [1] As at March 31, 2021	Outstanding Secured Loan Amount [1] As at March 31, 2020	Security Offered [2]
Rupee Loan	9,950	9,950	First pari passu charge on movable fixed assets of the company excluding: a) Spectrum and Telecom licenses b) Vehicles upto ₹ 2,500 Mn and c) Passive telecom infrastructure
Rupee Loan	77,056	77,500	First charge pari passu on all the movable assets (including current/non current assets), immovable assets and intangible assets of the Company excluding: a) Spectrum and Telecom Licenses b) Vehicles upto ₹ 2,500 Mn and c) Passive Telecom Infrastructure
Vehicle Loans	-	3	Hypothecation of Vehicles against which the loans have been taken
Sub-Total	87,006	87,453	
Unamortised upfront fees	-	(1)	
Total	87,006	87,452	

[1] Amounts represent Loans from banks and others including current maturities of ₹ 37,681 Mn (March 31, 2020 ₹ 77,502 Mn).

[2] Security offered does not cover properties / assets acquired pursuant to amalgamation of VMSL and VInL with the Company, RoU assets and assets to which the title will be transferred to the company on final payment (refer note 7(3)).

(All amounts are in INR millions, except per share data and unless stated otherwise)

(C) (ii) The Company has also provided charge against certain assets excluding ROU assets and assets to which the title will be transferred to the company on final payment (refer note 7(3)) for availing non-fund based facility towards bank guarantees/letter of credit including guarantee to DoT with respect to deferred payment liabilities towards spectrum, one time spectrum charges and various performance/roll out obligations. The details of the same are as below:

Type of funding	Security Amount		Outstanding Facility Amount		Security Offered
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020	
Bank Guarantee and Letter of Credit	20,000	20,000	7,400	7,542	First Pari Passu charge on movable (including CWIP) and current assets of the Company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn and c) spectrum and telecom licenses
	24,250	24,250	24,250	20,367	Second pari passu charge on movable (including CWIP) and current assets of the Company[(1)]
	97,500	97,500	97,471	97,500	Second pari passu charge on movable (including CWIP) and current assets of the Company excluding[(1)] a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn and c) spectrum and telecom licenses
	3,000	3,000	402	402	Second pari passu charge on movable (including CWIP) assets of the Company [(1)]
	63,000	68,750	56,330	51,384	First pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses
	19,350	-	19,346	-	a) a first ranking exclusive charge by way of hypothecation over all the Fiber Assets owned by one of the Group company (VITIL), the Current Assets in relation to such Fiber Assets and IRU Agreements entered into between VITIL and counter parties; b) an irrevocable and unconditional guarantee by VITIL by way of a Deed of Corporate Guarantee; and c) a first ranking exclusive mortgage of an Immovable Property situated at Jaipur, by way of deposit of title deeds.
	5,142	7,570	4,907	5,148	First pari passu charge on movable fixed assets of the Company acquired pursuant to amalgamation of VMSL and VInL with the company excluding a) passive telecom infrastructure b) vehicles upto ₹ 2,500 Mn c) spectrum and telecom licenses Charge on fixed deposit of ₹ 363 Mn
Total	**232,242**	**221,070**	**210,106**	**182,343**	

Note: Apart from this, the Company also has unsecured bank guarantees and letter of credits of ₹ 38,006 Mn. (March 31, 2020: ₹ 39,544 Mn.)

[(1)] Security offered does not cover properties / assets acquired pursuant to amalgamation of VMSL and VInL with the Company.

(All amounts are in INR millions, except per share data and unless stated otherwise)

(D) Repayment terms of loans from banks and others as on March 31, 2021

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans				
a) Rupee Loan[1]	6,250	39,375	45,625	a) ₹ 625 Mn is repayable in June, 2021 b) Repayable in 12 equal quarterly installments of 3.75% each of the total drawn amount starting Sep, 2021 c) Repayable in 8 equal quarterly installments of 5% each of the total drawn amount starting Sep, 2024 d) Repayable in 2 equal quarterly installments of 2.5% each of the total drawn amount starting Sep, 2026
b) Rupee Loan	-	9,950	9,950	Repayable in February, 2024
c) Rupee Loan[1]	30,000	-	30,000	Repayable in 20 equal quarterly installments starting September, 2021
d) Rupee Loan[1]	1,431	-	1,431	Repayable in June, 2026
Sub-Total (A)	**37,681**	**49,325**	**87,006**	
(ii) Unsecured Loans				
a) Foreign currency Loan[1]	1,741	-	1,741	Repayable in 5 equal half yearly installments starting April, 2021
b) Foreign currency Loan[1]	580	-	580	Repayable in May,2021
c) Foreign currency Loan[1]	7,394	-	7,394	Repayable in 2 equal annual installments starting June, 2021
d) Foreign currency Loan[1]	7,599	-	7,599	Repayable in 2 equal annual installments starting July, 2021
e) Rupee Term Loan[1]	40,000	-	40,000	Repayable in 4 equal quarterly installments starting September, 2022
f) Rupee Term Loan[1]	10,000	-	10,000	Repayable in 4 equal quarterly installments starting October 2022
g) Rupee Term Loan	913	587	1,500	Repayable in Half yearly installments starting from June 2021 to December 2023.
h) 7.57% Redeemable Non Convertible Debentures	15,000	-	15,000	Repayable in December, 2021
i) 7.77% Redeemable Non Convertible Debentures	15,000	-	15,000	Repayable in January, 2022
j) 8.04% Redeemable Non Convertible Debentures	20,000	-	20,000	Repayable in January, 2022
k) 8.03% Redeemable Non Convertible Debentures	5,000	-	5,000	Repayable in January, 2022
l) 8.03% Redeemable Non Convertible Debentures	5,000	-	5,000	Repayable in February, 2022
m) 10.90% Redeemable Non Convertible	-	15,000	15,000	Repayable in September, 2023
Sub-Total	**128,227**	**15,587**	**143,814**	
Unamortised upfront fees	(39)	(66)	(105)	
Sub-Total (B)	**128,188**	**15,521**	**143,709**	
Grand Total (A+B)	**165,869**	**64,846**	**230,715**	

(All amounts are in INR millions, except per share data and unless stated otherwise)

(D) Repayment terms of loans from banks and others as on March 31, 2020

Type of Borrowing	Current maturities of loans from banks and others	Loans from banks and others excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Secured Loans				
a) Rupee Loan[(1) & (2)]	47,500	-	47,500	a) 4 equal quarterly installments of 1.25% each of the total drawn amount starting June, 2020 b) 12 equal quarterly installments of 3.75% each of the total drawn amount starting June, 2021 c) 8 equal quarterly installments of 5% each of the total drawn amount starting June, 2024 d) 2 equal quarterly installments of 2.5% each of the total drawn amount starting June, 2026
b) Rupee Loan [(2)]	-	9,950	9,950	Repayable in February, 2024
c) Rupee Loan[(1) & (2)]	30,000	-	30,000	Repayable in 20 equal quarterly installments starting September, 2021
d) Vehicle Loans	3	-	3	Equal monthly installments over the term of the loan ranging from 2 to 5 years
Sub-Total	**77,503**	**9,950**	**87,453**	
Unamortised upfront fees	(1)	-	(1)	
Sub-Total (A)	**77,502**	**9,950**	**87,452**	
(ii) Unsecured Loans				
a) Foreign currency Loan[(1)]	358	-	358	Repayable in April, 2020.
b) Foreign currency Loan[(1)]	2,500	-	2,500	7 equal half yearly installments starting April, 2020
c) Foreign currency Loan[(1)]	1,785	-	1,785	3 equal half yearly installments starting May, 2020
d) Foreign currency Loan[(1)]	11,374	-	11,374	3 equal annual installments starting June, 2020
e) Foreign currency Loan[(1)]	11,691	-	11,691	3 equal annual installments starting July 2020
f) Foreign currency Loan	269	-	269	Repayable in September 2020
g) Foreign currency Loan	55	-	55	Repayable in March 2021
h) Rupee Term Loan[(1) & (2)]	40,000	-	40,000	4 equal quarterly installments starting September, 2022
i) Rupee Term Loan[(1) & (2)]	10,000	-	10,000	Repayable in 4 equal quarterly installments starting October 2022
j) Rupee Term Loan	1,183	1,500	2,683	Repayable in Half yearly installments starting from April 2020 to December 2023.
k) Rupee Term Loan	881	-	881	Repayable in Quarterly installments starting from April 2020 to July 2020.
l) 7.57% Redeemable Non Convertible Debentures	-	15,000	15,000	Repayable in December, 2021
m) 7.77% Redeemable Non Convertible Debentures	-	15,000	15,000	Repayable in January, 2022
n) 8.04% Redeemable Non Convertible Debentures	-	20,000	20,000	Repayable in January, 2022
o) 8.03% Redeemable Non Convertible Debentures	-	5,000	5,000	Repayable in January, 2022
p) 8.03% Redeemable Non Convertible Debentures	-	5,000	5,000	Repayable in February, 2022
q) 10.90% Redeemable Non Convertible Debentures	-	15,000	15,000	Repayable in September, 2023
r) 8.25% Redeemable Non Convertible Debentures	28,750	-	28,750	Repayable in July, 2020 (Out of the 35,000 NCDs issued in FY 2015-16, the Company has re-purchased 6,250 NCDs of ₹ 1 Mn each, aggregating to ₹ 6,250 Mn with an option to re-issue the same in future).
Sub-Total	**108,846**	**76,500**	**185,346**	
Unamortised upfront fees	(1)	(171)	(172)	
Sub-Total (B)	**108,845**	**76,329**	**185,174**	
Grand Total (A+B)	**186,347**	**86,279**	**272,626**	

(1) Some of the Company's loans are subjected to covenant clauses, whereby the Company is required to meet certain specified financial ratios. The Company has not met certain financial ratios for some of these arrangements, the gross outstanding amount for which as at March 31, 2021 was ₹ 144,370 Mn (March 31, 2020 ₹ 155,208 Mn). Subsequent to the Balance Sheet date, the Company has received waivers for loans amounting to ₹ 45,625 Mn (March 31, 2020 ₹ Nil). Accordingly, as at March 31, 2021 loans amounting to ₹ 85,472 Mn (March 31, 2020 ₹ 142,757 Mn)) has been re-classified from non-current borrowings to current maturities of long term debt. The unamortised arrangement fees on such borrowings of ₹ Nil (March 31, 2020 ₹ 32 Mn) has been charged in statement of profit and loss. As on the reporting date, none of the banks have approached for early repayment.

(2) The Company has availed option for moratorium of 6 months for repayment of Interest and principal in accordance with the notification issued by RBI.

(All amounts are in INR millions, except per share data and unless stated otherwise)

(E) Repayment terms of deferred payment obligations as on March 31, 2021

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Liability (DPL) towards spectrum acquired in [(1)]				
a) November - 2012 auctions	752	11,090	11,842	Repayable in 10 equal annual installments starting December, 2021
b) February - 2014 auctions	12,306	218,711	231,017	a) ₹ 228,058 Mn and Interest thereon will be repaid in 11 equal annual installments starting March, 2022 b) ₹ 2,959 Mn and interest thereon will be repaid in 11 equal annual installments starting September, 2022
c) March - 2015 auctions	-	510,281	510,281	a) ₹ 508,661 Mn and Interest thereon will be repaid in 12 equal annual installments starting April, 2022 b) ₹ 1,620 Mn and Interest thereon will be repaid in 11 equal annual installments starting September, 2022
d) October - 2016 auctions	7,883	201,691	209,574	Repayable in 14 equal annual installments starting October, 2021
Sub-Total (A)	**20,941**	**941,773**	**962,714**	
(ii) Deferred Payment obligation pursuant to AGR judgment (refer note 3) (B)	**42,081**	**567,522**	**609,603**	Repayable in 10 equal annual installments (including interest thereon) starting March , 2022
(iii) Deferred Payment Others (C)	**57**	**14**	**71**	a) ₹ 50 Mn is repayable in June, 2021 b) ₹ 21 Mn is repayable in monthly installment starting April, 2021
Grand Total (A+B+C)	**63,079**	**1,509,309**	**1,572,388**	

(E) Repayment terms of deferred payment obligations as on March 31, 2020

Type of Borrowing	Current maturities of deferred payment obligations	Deferred payment obligations excluding current maturities	Total	Repayment Terms for the Balance Amount
(i) Deferred Payment Liability (DPL) towards spectrum acquired in [(1)]				
a) November - 2012 auctions	-	10,790	10,790	9 equal annual installments starting December, 2022
b) February - 2014 auctions	-	210,038	210,038	a) ₹ 207,326 Mn and Interest thereon will be repaid in 10 equal annual installments starting March, 2023 b) ₹ 2,712 Mn and interest thereon will be repaid in 13 equal annual installments starting September, 2022
c) March - 2015 auctions	-	463,903	463,903	a) ₹ 462,419 Mn and Interest thereon will be repaid in 12 equal annual installments starting April, 2022 b) ₹ 1,484 Mn and Interest thereon will be repaid in 13 equal annual installments starting September, 2022
d) October - 2016 auctions	-	191,743	191,743	13 equal annual installments starting October, 2022
Sub-Total (A)	**-**	**876,474**	**876,474**	
(ii) Deferred Payment Others (B)	**482**	**51**	**533**	Repayable in quarterly/yearly instalment from June, 2020 to June, 2021
Grand Total (A+B)	**482**	**876,525**	**877,007**	

[(1)] Department of Telecommunication (DoT) has provided an option for deferment of payment of spectrum auction instalment due for the financial years 2020-21 and 2021-22 on submission of additional Bank Guarantees for the increased instalment amounts basis the moratorium availed. During the year, to avail such moratorium, the Company has provided Bank Guarantees amounting to ₹ 27,628 Mn which is equivalent to 2 year differential amount on certain spectrum and 1 year differential amount on certain spectrum. Accordingly, current maturities of long term borrowings includes ₹ 20,941 Mn of deferred payment obligation towards spectrum towards which additional Bank Guarantees of ₹ 9,757 Mn is to be provided to avail the additional 1 year moratorium.

(F) Interest rate for Rupee Term Loan ranges from 8.53% to 11.40% (March 31, 2020: from 4.0% to 12.75%). Foreign currency loan ranges from 1.21% to 1.37% (March 31, 2020: from 1.40% to 4.15%) and Deferred Payment obligations from 8% to 10% (March 31, 2020: from 9.30% to 10%).

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 25

Other non-current financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Security deposits	45	46
Payable for capital expenditure ((includes amount referred in note 7(3))	13,234	54,309
Interest accrued but not due on deferred payment liability	49,990	55,440
Derivative liabilities at fair value through profit or loss (forward contracts)	6	-
Lease Liabilities (refer note 47)	109,544	164,278
Total	**172,819**	**274,073**

Note 26

Long term provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Gratuity (refer note 53)	211	2,751
Compensated absences	139	547
Asset retirement obligation (refer note 50)	66	123
Total	**416**	**3,421**

Note 27

Other non-current liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Revenue	4,381	4,611
Total	**4,381**	**4,611**

Note 28

Short term borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured Loans		
Bank overdraft	-	39
Short term loan from banks	-	283
Total	**-**	**322**

Note 29

Other current financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of loans from banks and others (refer note 24(C) and 24(D))	165,869	186,347
Current maturities of Deferred payment obligations (refer note 24(E))	63,079	482
Payable for capital expenditure (includes amount referred in 7(3) and 57)	70,990	36,896
Accrual towards One Time Spectrum Charges (OTSC) (refer note 43(v))	43,898	38,871
Interest accrued but not due on borrowings	13,962	5,641
Unpaid dividend	3	4
Derivative liabilities at fair value through profit or loss (forward contracts)	434	-
Security deposits from customers and others	4,029	4,380
Lease Liabilities (refer note 47)	104,555	104,514
Total	**466,819**	**377,135**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 30
Other current liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred revenue and advance from customers (1)	25,194	27,042
Taxes, regulatory and statutory liabilities (2)	38,614	434,943
Others (3)	183	183
Total	**63,991**	**462,168**

(1) Revenue recognised during the year from deferred revenue and advance from customers (contract liability) at the beginning of the year is ₹ 27,042 Mn.

(2) Previous years includes amounts referred in note 3

(3) Represents money received from distributors and enterprise customers and outstanding liability to customers and merchants.

Note 31
Short term provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Gratuity (refer note 53)	229	326
Compensated absences	130	120
Asset retirement obligation (refer note 50)	98	46
Provision for tax (net of Advance tax of ₹ Nil (March 31, 2020: ₹ Nil)	1	1
Total	**458**	**493**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 32
Other operating income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Liabilities no longer required written back	46	229
Miscellaneous receipts	94	179
Total	**140**	**408**

Note 33
Other income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest income (includes amount referred in note 57)	1,232	7,375
Gain on Mutual Funds (including fair value gain/(loss))	404	2,883
Others	106	135
Total	**1,742**	**10,393**

Note 34
Employee benefit expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries, wages and bonus	17,994	18,846
Contribution to provident and other funds (refer note 53)	1,423	1,575
Share based payment expenses (ESOS) (refer note 52) [(1) & (2)]	35	(102)
Staff welfare	842	1,154
Recruitment and training	6	170
Total	**20,300**	**21,643**

(1) includes charge/(credit) on account of cash settled ESOP ₹ 35 Mn (March 31, 2020: ₹ (89) Mn).

(2) The charge for the period is net of reversal on account of cancellation of unvested options of ₹ * Mn (March 31, 2020 : ₹ 13 Mn).

*Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

Note 35
Network expenses and IT outsourcing cost

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Security service charges	358	606
Power and fuel	55,385	60,842
Repairs and maintenance - plant and machinery	25,407	28,236
Lease line and connectivity charges	4,944	5,762
Network insurance	616	533
Other network operating expenses	1,578	2,594
IT outsourcing cost	7,650	11,343
Total	**95,938**	**109,916**

Note 36
License fees and spectrum usage charges

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
License fees	28,586	33,120
Spectrum usage charges	12,709	15,362
Total	**41,295**	**48,482**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 37

Roaming and access charges

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Roaming charges	2,588	3,898
Access charges	50,318	56,078
Total	**52,906**	**59,976**

Note 38

Subscriber acquisition and servicing expenditure

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Cost of sim and recharge vouchers	698	813
Commission to dealers and others (refer note 46)	11,272	20,766
Customer verification expenses (refer note 46)	348	808
Collection, telecalling and servicing expenses	4,591	6,119
Customer retention and customer loyalty expenses	768	793
Total	**17,677**	**29,299**

Note 39

Advertisement, business promotion expenditure and content cost

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Advertisement & Business promotion expenditure	1,994	4,261
Content cost	5,881	7,513
Total	**7,875**	**11,774**

Note 40

Other expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Repairs and maintenance		
Building	106	102
Others	2,924	3,044
Other insurance	25	21
Rates and taxes	247	287
Electricity	654	1,048
Printing and stationery	36	93
Communication expenses	78	204
Travelling and conveyance	377	1,242
Bad debts / advances written off	3,873	5,332
Allowances for doubtful debts and advances (refer note 49)	(437)	(1,960)
Loss / (Gain) on disposal of property, plant and equipment (net)	5	26
Bank charges	1	7
Directors Sitting Fees (refer note 57)	9	11
Legal and professional charges(1)	616	1,788
Audit fees	78	93
CSR expenditure	3	26
Support service charges (refer note 57)	3,528	5,395
Miscellaneous expenses(2)	1,921	2,562
Total	**14,044**	**19,321**

(1) Includes certification fees to statutory auditors ₹ 5 Mn (March 31, 2020: ₹ 23 Mn).

(2) Includes out of pocket expenses to statutory auditors ₹ 1 Mn (March 31, 2020: ₹ 16 Mn).

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 41
Finance costs

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest		
- On fixed period loan	23,144	26,200
- On deferred payment liability towards spectrum	91,730	87,521
- On lease liabilities (refer note 47)	20,806	26,152
- On deferred payment obligation pursuant to AGR judgement (refer note 3)	33,763	-
- Others	5,951	3,867
Other finance charges	5,270	3,376
Total interest expense	**180,664**	**147,116**
Exchange difference (net)	(1,952)	8,143
Loss / (gain) on derivatives (including fair value changes on derivatives)	1,269	(1,339)
Total	**179,981**	**153,920**

Note 42
Exceptional Items (net)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Gain on sale of stake in Indus (refer note 43(iii))	21,189	-
Integration and merger related costs	(9,892)	(10,012)
Impact due to cancellation of lease contract on network re-alignment	1,696	2,172
Provision for additional depreciation / impairment of assets		
- Accelerated depreciation on network re-alignment / re-farming [2]	(5,745)	(59,743)
- Impairment of Brand (refer note 43(x))	(7,246)	-
License fees and SUC on AGR (refer note 3)	(194,405)	(275,143)
One Time Spectrum Charges (refer note 43(v))	(5,027)	(38,871)
Provision for impairment towards its investment in associate (refer note 43(ii))	-	(1,596)
Others	(251)	(364)
Total	**(199,681)**	**(383,557)**

[1] Amounts given in above Exceptional items (net) note represents Exceptional gain/(loss).

[2] During the previous year, the Company had taken an accelerated depreciation charge of ₹ 40,320 Mn towards certain 3G network equipment which were no longer usable on the basis of its revised business plan of re-farming 3G spectrum for 4G services.

Note 43
Significant transactions / new developments

i) On May 4, 2019, the Group had allotted 19,999,830,911 Equity Shares of face value of ₹ 10 each to the eligible equity shareholders under a Rights Issue at a price of ₹ 12.50 (including a premium of ₹ 2.50) per equity share aggregating to ₹ 249,998 Mn. Entire proceeds from the Rights Issue has been utilised in accordance with the issue object(s) stated in offer document (as amended).

ii) Aditya Birla Idea Payment Bank Limited (ABIPBL), an associate of the Company had decided to wind up business voluntarily (voluntary winding up) on July 19, 2019 subject to requisite regulatory approvals and consent. Accordingly, during the previous year the Group had ceased to do equity accounting for ABIPBL effective July 2019, and made a provision for impairment of the amount of investments in ABIPBL of ₹ 1,596 Mn and additional amount of ₹ 98 Mn contributed in proportion to shareholding towards liquidation expenses under exceptional items. ABIPBL is currently under liquidation.

iii) The scheme of amalgamation and arrangement between Bharti Infratel Limited and Indus became effective from November 19, 2020. Pursuant to aforesaid, Indus was dissolved without being wound up and got merged with Bharti Infratel Limited (the merged entity is thereafter named as Indus Towers Limited) on a going concern basis.

On November 19, 2020, the Company sold its 11.15% stake in Indus for a consideration of ₹ 37,472 Mn (net of expenses incurred on sale) to Bharti Infratel Limited and recognised a gain on sale amounting to ₹ 21,189 Mn (net of cost to sell) as exceptional items. Accordingly, the Group has recognized its share of net profit in Indus amounting to ₹ 2,300 Mn till November 18, 2020 as per equity method of accounting for its stake in Indus.

iv) On August 13, 2019, the Company had filed a Scheme of Amalgamation under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for the merger of Vodafone India Digital Limited (VIDL) and Idea Telesystems Limited (ITL), with the Company with an appointed date of April 1, 2019. During the previous year, the Company had received the requisite regulatory approvals and the merger became effective on March 1, 2020 on filing the certified copies of the orders sanctioning the scheme with the RoC. This transaction had been accounted in the previous year as per Ind AS 103 using the pooling of interest method and maintaining the identity of the reserves as those appeared in the standalone financial statements of VIDL and ITL. Such merger has resulted into decrease in Goodwill on consolidation by ₹ 36 Mn and corresponding increase (as negative result) in Amalgamation adjustment deficit account by ₹ 36 Mn.

v) One Time Spectrum Charges (Beyond 4.4 MHz):

During the financial year 2012-13, DoT had issued demand notices towards one time spectrum charges (hereinafter referred to as "OTSC"). The demands on the Company i.e. formerly Idea Cellular Limited have been challenged by way of writ petition before the Bombay High Court (BHC). The erstwhile Vodafone India Limited (VInL) and erstwhile Vodafone Mobile Services Limited (VMSL) had challenged the demands before the TDSAT. The grounds taken before BHC and TDSAT were different though.

On July 4, 2019 TDSAT in its judgement quashed the demands levied on erstwhile VInL and VMSL and inter alia held that:

- For spectrum up to 6.2 MHz, OTSC is not chargeable and accordingly demand set aside.
- For spectrum beyond 6.2 MHz,
  - Allotment after July 1, 2008, OTSC shall be levied from the date of allotment of such spectrum.
  - Allotment before July 1, 2008, OTSC shall be levied from January 1, 2013 till the date of expiry of license.
  - Conditions as stated in para 1 (v) of the impugned order dated December 28, 2012 (given hereunder) is arbitrary and illegal and is accordingly set aside, i.e. Upfront charges in the case of spectrum holding in multiple bands (900 MHz and 1800 MHz), spectrum in 1800 MHz band will be accounted for first, towards the limit of 4.4 MHz was held to be arbitrary and illegal and accordingly set aside.

Thereafter VIL filed an appeal before the Hon'ble Supreme Court against the TDSAT judgement. On March 16, 2020, Hon'ble Supreme Court dismissed the petition filed by the Company challenging the levy of OTSC beyond 6.2 MHz. Following the dismissal of the Company's appeal by the Hon'ble Supreme Court on March 16, 2020, the Company is yet to receive any demand from DoT in line with the TDSAT order. VIL proceedings before the BHC in respect of Idea Cellular Limited remains pending. In July 2020 , DoT had filed an appeal against the TDSAT judgement and sought stay on the impugned judgement. Subsequently as per court directive , the Company also filed its reply against DoT appeal, which is currently pending with Hon'ble Supreme Court.

The Company, on prudence basis, has recognized a charge for spectrum holding beyond 6.2 Mhz in line with the TDSAT order. The amount has been calculated basis the demand computation that was raised by DoT in July 2018 for Bank Guarantees to be given for OTSC in line with the M&A guidelines at the time of merger. Accordingly, an amount of ₹ 5,027 Mn (March 31, 2020: ₹ 38,871 Mn) has been recognised as exceptional items.

vi) On September 15, 2020, YBIL had filed a Scheme of Amalgamation under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for the merger of YSIPL, a wholly owned subsidiary of YBIL, with YBIL with an appointed date of April 1, 2020. During the year, the requisite approvals were received and the merger became effective on March 15, 2021 on filing the certified copies of the orders sanctioning the scheme with the Registrar of Companies (RoC). This transaction has no impact on the consolidated financial statements.

vii) The Department of Telecommunications (DoT) conducted auctions for frequency blocks in the 900 and 1800 MHz spectrum bands in March 2021. The Company successfully bid for its spectrum requirements at a total cost of ₹ 19,934 Mn as under:

- 5.8 MHz of 900 MHz spectrum in 2 service areas of Tamilnadu and West Bengal
- 6 MHz of 1800 MHz spectrum in 3 service areas of Karnataka, Uttar Pradesh (East) and Uttar Pradesh (West)

The validity of the above spectrum is for a 20 year period starting from the effective date as mentioned in the Frequency Assignment Letter for respective service areas. As on the Balance Sheet date, the Company had not received the frequency assignment letter from DoT. As per the payment options available, the Company has chosen the deferred payment option. The upfront payment amount of ₹ 5,747 Mn under the deferred payment option was paid on March 18, 2021, the due date for payment.

The amount of ₹ 5,747 Mn paid towards the upfront payment for the unassigned spectrum is included in Capital Advances and the deferred payment obligation of ₹ 14,187 Mn along with accrued interest of ₹ 37 Mn is disclosed under Capital Commitments.

viii) The Implementation Agreement entered between the parties define a settlement mechanism between the Company and the promoters of erstwhile VInL for any cash inflow/outflow that could possibly arise to/by the company towards settlement of certain outstanding disputes pertaining to the period until May 31, 2018. As at March 31, 2020, the Company had recognized settlement assets amounting to ₹ 83,687 Mn being capped basis Implementation Agreement. The settlement of such assets recognized was to happen periodically based on cash inflow/ outflow incurred as defined in the Agreement starting from June 2020 but not beyond June 2025. During current year, the Company has received ₹ 19,748 as part of settlement due for June 2020. The balance of ₹ 63,939 Mn as at March 31, 2021 is subject to further cash inflows / outflows incurred till next settlement period falling in financial year 2022-23 and hence classified as non-current financial assets. In the event such disputed matters do not finally result in cash inflows/outflows to/by the company up to June 2025, there would be no settlement to/from the erstwhile VInL promoters by/to the Company. The settlement between the Company and VInL promoters for any cash outflow that could possibly arise shall be subject to requisite approvals, if any, which would be evaluated/obtained at the time of actual settlement if any, to VInL promoters.

ix) On November 5, 2020, the Group has entered into a Memorandum of Understanding (MoU) with a prospective buyer for assignment of leasehold rights of land situated at Mahape. Accordingly, the Group has reclassified such leasehold land from Investment Property to Assets Held for Sale effective November 5, 2020 and stopped depreciation effective such date. As the carrying value of the asset is less than the fair value less cost to sell, no further adjustments are required to the carrying value of the asset as at March 31, 2021. The transaction is subject to conditions mentioned in MoU and expected to be completed in financial year 2021-2022.

x) The company unveiled a new integrated brand identity V! on September 4, 2020. As a result, with the expected increased usage of Vi, the utility of its existing intangible asset of Vodafone brand is expected to decline over the contractual useful life of the asset as a result of gradual diminution in company's inclination on developing & maintaining the existing Vodafone Marks, though VIL continues to have the right to use it over its remaining life. Accordingly, the company has carried out an impairment assessment as well as re-estimated the useful economic life of its intangible asset of Vodafone brand as at the integrated brand launch date.

As per the assessment, the carrying value of the intangible asset stands at ₹ 15,039 Mn as at the integrated brand launch date. The value has been determined using Relief from Royalty method applying a royalty rate to the royalty base to estimate the royalty payments over the remaining life of the asset. Royalty base represents revenue attributable to Vodafone Marks over the remaining life of the asset.

As a result of this analysis, an impairment charge of ₹ 7,246 Mn has been recognized as exceptional item.

Key assumptions used in value-in-use calculations:

– Revenue CAGR considered for royalty base: Based on the estimated growth rate over the five-year budget period for the Company and thereafter based on terminal growth rate of 5%
– Royalty rate: Pre-tax Royalty rate charged for use of brand in India
– Discount rate: Based on the risk-free rate for a ten-year Government bonds benchmark yields as on the valuation date adjusted for risk premium to reflect both the increased risk of investing in equities and the systematic risk of VIL. In making this adjustment, inputs required are the equity market risk premium and the risk adjustment beta applied to reflect the risk of the specific operating company relative to the market as a whole. Discount rate considered for determining the value is 13.1%.

Note 44
Capital and other Commitments

Estimated amount of commitments are as follows:

- Spectrum won in auctions and not assigned to the Company as on the balance sheet date ₹ 14,224 Mn (March 31, 2020: ₹ Nil) (refer note 43(vii)).
- Contracts remaining to be executed for capital expenditure (net of advances) and not provided for are ₹ 26,647 Mn (March 31, 2020: ₹ 27,289 Mn).
- Long term contracts remaining to be executed including early termination commitments (if any) are ₹ 41,151 Mn (March 31, 2020: ₹ 40,454 Mn).

Note 45
Contingent Liabilities not provided for

A) Licensing Disputes:

i. OTSC (Less than 4.4 MHz) - ₹ 38,570 Mn (March 31, 2020: ₹ 38,570 Mn):

In FY 2015-16 erstwhile VMSL received demands from DoT towards One time spectrum charges for less than 4.4 MHz pursuant to the transfer of licenses of certain subsidiaries amounting to ₹ 33,495 Mn. The Company believes the charges levied by DoT are not tenable, since the merger guidelines are not applicable considering that the said merger did not involve any intra-circle merger and did not result in increase in spectrum holding of the Company. The Demand is challenged and remains sub-judice at TDSAT.

Also, in FY 2015-16, erstwhile VMSL received demand from DoT towards extension of license of Tamil Nadu circle for making it co-terminus with license of Chennai circle amounting to ₹ 5,075 Mn. The Company believes the charges levied by DoT are not tenable, considering the merger of licenses is as per the guidelines issued by DoT in

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2005 and as such does not get covered under as per clause 3 (i) and (m) of the M&A guidelines dated February 20, 2014. The Demand is challenged and remains sub-judice at TDSAT.

ii. Other Licensing Disputes - ₹ 70,648 Mn (March 31, 2020: ₹ 25,248 Mn):

- Additional demands towards AGR dues for which the company has written to DoT requesting corrections of certain computational errors, admissible pass-through not considered based on the principles laid down in the AGR judgement (refer note 3).
- Disputes relating to alleged non-compliance of licensing conditions & other disputes with DoT (including those towards CAF Audit and EMF), either filed by or against the Company and pending before Hon'ble Supreme Court / TDSAT.
- Demands on account of alleged violations in license conditions relating to amalgamation of erstwhile Spice Communications Limited currently sub-judice before the Hon'ble TDSAT.
- Demand with respect to upfront spectrum amounts for continuation of services from February 2, 2012 till various dates in the service areas where the licenses were quashed following the Hon'ble Supreme Court Order.

  In October 2015, DoT issued interim guidelines, wherein Microwave Spectrum held by expired /expiring licenses was declared as being held on a provisional basis subject to final outcome of DoT's decision on recommendation by TRAI on the allocation and pricing of Microwave Spectrum. The interim guidelines issued by DoT are not in line with the understanding provided during the earlier auctions as part of Notice Inviting Application (NIA) for the spectrum auction. Basis the interim guidelines, DoT has instructed the Company to provide an undertaking that the pricing and allocation decisions of DoT would be considered final in this respect. The Company has not provided the said undertaking or signed the agreement being against the express and binding confirmations under NIA. Further TDSAT vide its order dated March 13, 2019 set aside the Impugned guidelines and stated 2006 rates hold to be valid, which should be applied from future date as and when notified by DoT as per the judgment. The Hon'ble Supreme Court vide its order dated November 8, 2019 stayed the TDSAT order and directed the Company to furnish bank guarantee till the next date of hearing. Accordingly, the implication of the said order is not considered in the financial statement.

B) Other Matters not acknowledged as debt

Particulars	As at March 31, 2021	As at March 31, 2020
Income tax matters (see note i below)	14,208	13,895
Sales tax and entertainment tax matters (see note ii below)	2,158	1,925
Service tax/Goods and Service Tax(GST) matters (see note iii below)	16,951	16,648
Entry tax and customs matters (see note iv below)	5,247	4,845
Other claims (see note v below)	23,690	15,767
Total	**62,254**	**53,080**

i. Income Tax Matters (including Tax deducted at source)

– Appeals filed by the Group against the demands raised by the Income Tax Authorities relates to disputes on non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors, disputes relating to denial of tax holiday benefit from certain business receipts etc.

  The above matters contested by the Group are pending at various appellate authorities against the tax authorities.

ii. Sales Tax and Entertainment Tax

– Sales Tax demands mainly relates to the demands raised by the VAT/Sales Tax authorities of few states on Broadband Connectivity, SIM cards etc. on which the Group has already paid Service Tax.

(All amounts are in INR millions, except per share data and unless stated otherwise)

- Demand of tax for non-submission of Declaration forms viz. C forms & F forms in stipulated time limit.
- In one state entertainment tax is being demanded on revenue from value added services.

iii. Service Tax/ Goods and Service Tax (GST)
Service Tax / GST demands mainly relates to the following matters:
- Denial of Cenvat credit related to Towers and Shelters.
- Disallowance of Cenvat Credit on input services viewed as ineligible credit.
- Demand of service tax on SMS termination charges, Demand of service tax on reversal of input credit on various matters including on removal of passive infrastructure.

iv. Entry Tax and Customs
- Entry Tax disputes pertains to classification / valuation of goods.
- Demand of customs duty/anti-dumping duty on dispute relating to classification issue. The Group has challenged these demands which are pending at various forums.

v. Other claims not acknowledged as debts
- Mainly include consumer forum cases, disputed matters with local Municipal Corporation, Regional Provident Fund Commission and other miscellaneous sub-judiced disputes.
- Disputes with the Electricity Boards on matters relating to classification of Mobility Towers into Industrial v/s Commercial.

The future cash outflows in respect of the above matters are determinable only on receipt of judgments/ decisions from such forums/ authorities. Further, based on the Group's evaluation, it believes that it is not probable that the claims will materialise and therefore, no provision has been recognised for the above.

Note 46
Costs to obtain or fulfil a contract with a customer
The Company incurs certain costs to obtain or fulfil contracts with customers. During the current year, effective October 1, 2020 the Company, based on its updated estimate of the average customer life, has deferred subscriber acquisition cost of ₹ 8,773 Mn in accordance with its policy. Such cost will be amortized over the average expected customer relationship period. The financial impact of this change has resulted in decrease of the Company's loss before and after tax by ₹ 8,028 Mn for the year ended March 31, 2021.

Particulars	For the year ended March 31, 2021
Costs to obtain a contract with the customer	
Opening Balance	-
Costs incurred	8,773
Less: Cost amortized	(745)
Closing balance	**8,028**
Current	2,862
Non-current	5,166

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 47

Leases

(a) Group as lessee

The Group has adopted the Ind AS 116 from April 1, 2019 which supersedes the Ind AS 17. The effect of adopting Ind AS 116 as on the transition date is as follows:

Impact on consolidated balance sheet (Increase / (Decrease))

Particular	April 1, 2019
Assets	
Right-of-Use assets (refer note 7)	245,927
Property, plant and equipment (refer note 7)	(5,148)
Other Intangible assets (refer note 9)	(18,586)
Deferred tax assets (net) (refer note 55)	17,677
Other current assets	(852)
Total assets	**239,018**
Equity	
Other equity (refer note 23)	(44,649)
Total equity	**(44,649)**
Liabilities	
Lease Liabilities	284,335
Trade payables	(668)
Total liabilities	**283,667**

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Particulars	Land & Building	Cell sites	IRU	Others	Total
As at April 1, 2019	**14,364**	**207,049**	-	-	**221,413**
Reclassification to RoU assets	1,353	-	18,585	4,576	24,514
Restated balance as at April 1, 2019	**15,717**	**207,049**	**18,585**	**4,576**	**245,927**
Additions(1)	888	27,281	4,884	445	33,498
Deletions/Adjustments(2)	(177)	(10,928)	(240)	(29)	(11,374)
Depreciation expenses	(3,756)	(56,887)	(2,060)	(1,609)	(64,312)
As at March 31, 2020	**12,672**	**166,515**	**21,169**	**3,383**	**203,739**
Additions(1)	2,308	26,463	3,568	-	32,339
Deletions/Adjustments(2)	(1,136)	(5,585)	(7)	(2)	(6,730)
Depreciation expenses	(3,408)	(54,933)	(2,199)	(1,322)	(61,862)
As at March 31, 2021	**10,436**	**132,460**	**22,531**	**2,059**	**167,486**

(1) Additions includes addition of new leases, modification to existing lease in form of lease extension or restriction.

(2) Includes reversal of ₹ 536 Mn (March 31, 2020: charge of ₹ 4,020 Mn) on accelerated depreciation on account of network re-alignment.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Set out below are the carrying amounts of lease liabilities (included under lease liabilities) and the movements during the year:

Particulars	As at March 31, 2021	As at March 31, 2020
Opening	**268,792**	**284,335**
Additions	32,272	33,218
Accretion of interest	20,806	26,152
Payments	(95,555)	(65,940)
Deletion	(12,216)	(8,973)
Closing	**214,099**	**268,792**
Current	104,555	104,514
Non-current	109,544	164,278

The maturity analysis of lease liabilities is disclosed in note 59.

The following are the amounts recognized in statement of profit and loss:

Particulars	For the year ended March 31, 2021	For the Year ended March 31, 2020
Depreciation	61,862	64,312
Interest expense on lease liabilities	20,806	26,152
Exceptional Items (net)	(1,696)	(2,172)
Total amount recognized in profit and loss	**80,972**	**88,292**

(b) Group as lessor

The Group has leased certain Optical Fibre Cables pairs (OFC) on Indefeasible Rights of Use ("IRU") basis under operating lease arrangements. The Group recognised revenue from operating lease of ₹ 356 Mn. (March 31, 2020: ₹ 375 Mn).

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 48
Details of foreign currency exposures

a. Hedged by a Derivative Instrument

Particulars	As at March 31, 2021	As at March 31, 2020
Foreign Currency Loan		
Foreign Currency Loan in USD	86	136
Equivalent INR of Foreign Currency Loan (1)	6,703	9,950
Trade Payables and Other financial liability		
Trade Payables and Other financial liability in USD	54	87
Interest accrued but not due on Foreign Currency Loans in USD	-*	1
Equivalent INR of Trade Payables and Other financial liability (1)	4,070	6,576

(1) Amount in INR represents conversion at hedged rate
*Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

b. Not hedged by a Derivative Instrument or otherwise

Particulars	As at March 31, 2021	As at March 31, 2020
Foreign Currency Loan		
Foreign Currency Loan in USD	149	236
Equivalent INR of Foreign Currency Loan (1)	10,976	17,757
Trade Payables and Other financial liability		
In USD	720	801
In EURO	153	132
In GBP	15	8
In Other Currency	-*	-*
Equivalent INR of Trade Payables and other financial liability in Foreign Currency (1)	67,595	72,035
Trade Receivables		
In USD	74	82
In EURO	-*	1
In GBP	3	7
Balances with banks-In current accounts in USD	1	1
Equivalent INR of Trade Receivables and bank balances in Foreign Currency (1)	5,850	6,957

(1) Amount in INR represents conversion at closing rate
*Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

Note 49
Movement of allowances for doubtful debts/advances

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	15,183	16,912
Charged to Exceptional items (refer Note 42)	-	231
Charged to Statement of Profit and Loss (Net) (refer Note 40)	(437)	(1,960)
Closing Balance	**14,746**	**15,183**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 50
Asset Retirement Obligation

The Group installs equipment's on leased premises to provide seamless connectivity to its customers. In certain cases, the Group may have to incur some cost to remove such equipment's on leased premises. Estimated costs to be incurred for restoration is capitalised along with the assets. The movement of provision as required in Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Assets" is given below:

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	169	143
Unwinding of discount	9	27
Utilisation	(14)	(1)
Closing Balance	**164**	**169**
Current	98	46
Non-current	66	123

Note 51
Segment Information

The Chief Operating Decision maker primarily focusses on Mobility business in making decisions on operating matters and on allocating resources in evaluating performance. Accordingly, the Group operates only in one reportable segment i.e. Mobility and hence no separate disclosure is required for Segment.

Note 52
Share based payments

a) Employee stock option plan - options granted by Vodafone Idea Limited

The Group has granted stock options under the employee stock option scheme (ESOS) 2006 and stock options as well as restricted stock units (RSU's) under ESOS 2013 to the eligible employees of the Company and its subsidiaries from time to time. These options, subject to fulfilment of vesting conditions, would vest in 4 equal annual instalments after one year of the grant and the RSU's will vest after 3 years from the date of grant. The maximum period for exercise of options and RSU's is 5 years from the date of vesting. Each option and RSU when exercised would be converted into one fully paid-up equity share of ₹ 10 each of the Company. The options granted under ESOS 2006 and options as well as RSUs granted under the ESOS 2013 scheme carry no rights to dividends and no voting rights till the date of exercise.

The fair value of the share options is estimated at the grant date using Black and Scholes Model, taking into account the terms and conditions upon which the share options were granted.

There were no modifications to the options/RSU's during the year ended March 31, 2021 and March 31, 2020. During the year, certain unvested options were cancelled on non-fulfilment of certain vesting conditions under ESOS 2013. In the current year, ₹ 295 Mn (March 31, 2020: ₹ Nil) is adjusted against Retained earnings in respect of cancellation/expiration of vested stock option.

(All amounts are in INR millions, except per share data and unless stated otherwise)

As at year ended March 31, 2021 and March 31, 2020, details and movements of the outstanding options are as follows:

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Options	Weighted average exercise price (₹)	No. of Options	Weighted average exercise price (₹)
i) Options granted under ESOS 2006				
Options outstanding at the beginning of the year	-	-	177,626	68.86
Options cancelled during the year	-	-	8,063	68.86
Options expired during the year	-	-	169,563	68.86
Options outstanding at the end of the year	-	-	-	-
Options exercisable at the end of the year	-	-	-	-
Range of exercise price of outstanding options (₹)	-		-	
Remaining contractual life of outstanding options (months)	-		-	
ii) Options granted under ESOS 2013				
Options outstanding at the beginning of the year	8,440,553	126.41	12,524,154	126.46
Options cancelled during the year	604,868	128.10	600,438	127.23
Options expired during the year	3,657,609	127.08	3,483,163	126.45
Options outstanding at the end of the year	4,178,076	125.58	8,440,553	126.41
Options exercisable at the end of the year	4,178,076	125.58	8,349,538	126.59
Range of exercise price of outstanding options (₹)	110.45 - 150.10		110.45 - 150.10	
Remaining contractual life of outstanding options (months)	18		24	
iii) RSU's granted under ESOS 2013				
RSU's outstanding at the beginning of the year	1,283,659	10.00	1,295,020	10.00
RSU's exercised during the year	-	-	-	-
RSU's cancelled during the year	244,647	10.00	11,361	10.00
RSU's outstanding at the end of the year	1,039,012	10.00	1,283,659	10.00
RSU's exercisable at the end of the year	1,039,012	10.00	1,283,659	10.00
Range of exercise price of outstanding RSU's (₹)	10.00		10.00	
Remaining contractual life of outstanding RSU's (months)	21		31	

The fair value of each option and RSU is estimated on the date of grant / re-pricing based on the following assumptions:

Particulars	ESOS 2006					
	On the date of Grant				On the date of re-pricing	
	Tranche I (31/12/07)	Tranche II (24/07/08)	Tranche III (22/12/09)	Tranche IV (24/01/11)	Tranche I (21/12/09)	Tranche II (21/12/09)
Dividend yield (%)	Nil	Nil	Nil	Nil	Nil	Nil
Expected life	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months	4 yrs 6 months	5 yrs 9 months
Risk free interest rate (%)	7.78	7.5	7.36	8.04-8.14	7.36	7.36
Volatility (%)	40	45.8	54.54	50.45	54.54	54.54
Market price on date of grant/re-pricing (₹)	131.3	91.95	57.55	68.86	57.05	57.05
Fair Value[(1)]	68.99	48.25	31.34	37.47	18.42	10.57

[(1)] As on the date of transition from IGAAP to Ind AS on April 1, 2015, all ESOP's were vested and therefore, in line with the exemptions under Ind AS 101, the expense of such share based payment has been recognised based on intrinsic value.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Particulars	Options ESOS 2013			
	Tranche I (11/02/14)	Tranche II (29/12/14)	Tranche III (21/1/16)	Tranche IV (11/2/17)
	Stock Options	Stock Options	Stock Options	Stock Options
Dividend yield (%)	0.24	0.40	0.51	0.54
Expected life	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months	6 yrs 6 months
Risk free interest rate (%)	8.81 - 8.95	8.04 - 8.06	7.42 – 7.66	6.68 – 7.03
Volatility (%)	34.13–44.81	34.28–42.65	34.24 – 35.33	36.37 – 38.87
Market price on date of grant (₹)	126.45	150.10	117.55	110.45
Fair Value	60.51^	66.27	48.97	46.39

^As on the date of transition from IGAAP to Ind AS on April 1, 2015, first instalment of the grant were vested and therefore, in line with the exemptions under Ind AS 101, the expense of such share based payment has been recognised based on intrinsic value.

Particulars	RSU's ESOS 2013			
	Tranche I	Tranche II	Tranche III	Tranche IV
	Restricted Stock Units	Restricted Stock Units	Restricted Stock Units	Restricted Stock Units
Dividend yield (%)	0.24	0.40	0.51	0.54
Expected life	5 yrs 6 months	5 yrs 6 months	5 yrs 6 months	5 yrs 6 months
Risk free interest rate (%)	8.91	8.05	7.60	6.94
Volatility (%)	43.95	35.66	34.24	37.21
Market price on date of grant (₹)	126.45	150.10	117.55	110.45
Fair Value	118.70	140.41	107.71	100.40

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The volatility is based on the historical share price over a period similar to the expected life of the options.

b) Employee stock option plan – options granted by Vodafone Group Plc

i. Global Long Term Incentive ("GLTI"):

GLTI is a restricted share plan granted to incentivise delivery of sustained performance over the long term plan to selected employees of the Group. In addition to the 3 years vesting conditions, options of certain schemes would depend on achievement of the performance conditions of the Group and Vodafone Group Plc. The plans are administered by Vodafone Group Plc. and the information disclosed is to the extent available.

ii. Global Long Term Retention ("GLTR"):

GLTR plan is a restricted share plan granted as a retention tool to selected employees in the middle management. The options vest in 3 years/2 years after the grant date provided the employees remain in the continued employment of the Group during the vesting period.

iii. Vodafone Global Incentive Plan ("VGIP"):

VGIP is a restricted plan granted as an investment plan to senior management. These options vest in 3 years after the grant date provided the employee remains in the continued employment of the Group during the vesting period. The vesting of these options were subject to satisfaction of performance conditions of the Group and Vodafone Group Plc. and market based condition, based on total shareholder return (TSR), which is taken into account when calculating the fair value of share awards. The valuation for the TSR is based on Vodafone's ranking within the same group of companies, where possible over the past five years.

(All amounts are in INR millions, except per share data and unless stated otherwise)

As at year ended March 31, 2021 and March 31, 2020, details and movements of the outstanding options are as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
i) Options granted under GLTI / GLTR	**No. of Options**	**No. of Options**
Options outstanding at the beginning of the year	3,150,236	12,288,698
Options granted during the year	14,921	344,048
Options forfeited during the year	584,706	667,580
Options cancelled during the year [(1)]	-	4,186,005
Options exercised during the year	2,308,860	4,628,925
Options outstanding at the end of the year	271,591	3,150,236
Options exercisable at the end of the year	271,591	3,150,236
Weighted average remaining contractual life of the options outstanding at the end of the year (months)	5	5
ii) Options granted under VGIP		
Options outstanding at the beginning of the year	875,693	1,702,228
Options forfeited during the year	435,902	495,427
Options exercised during the year	439,791	331,108
Options outstanding at the end of the year	-	875,693
Options exercisable at the end of the year	-	875,693
Weighted average remaining contractual life of the options outstanding at the end of the year (months)	-	4

[(1)] Options cancelled and replaced with LTIP scheme

The exercise price is Nil and hence the weighted average exercise price is not disclosed. Liability at the end of year ended March 31, 2021 is ₹ 30 Mn (March 31, 2020: ₹ 375 Mn).

(All amounts are in INR millions, except per share data and unless stated otherwise)

Fair value of option is measured by deducting the present value of expected dividend cash flows over the life of the awards from the share price as at the grant date. The fair value of each option is mentioned below:

Particulars	Grant date	Expected life	Market price on date of grant/re-pricing (₹)	Fair Value on the date of grant (₹)
GLTI / GLTR	30/06/16	3 years / 2 years continuous employment for GLTR and performance conditions apply as noted in (i) above for GLTI	196	196
	17/02/17	3 years continuous employment for GLTR	166	166
	26/06/17	3 years / 2 years continuous employment for GLTR and performance conditions apply as noted in (i) above for GLTI	183	183
	17/11/17	1.6 Years continuous employment for GLTR	197	192
	16/02/18	2 years to 2.4 years continuous employment for GLTR and performance conditions apply as noted in (i) above for GLTI	179	179
	26/06/18	3 years / 2 years continuous employment for GLTR and performance conditions apply as noted in (i) above for GLTI	166	166
	26/06/19	3 years / 2 years continuous employment for GLTR and performance conditions apply as noted in (i) above for GLTI	110	110
	26/06/20	3 years / 2 years continuous employment for GLTR and performance conditions apply as noted in (i) above for GLTI	117	116
VGIP	30/06/16[1]	3 years continuous employment for VGIP and performance conditions apply as noted in (iii) above for VGIP	196	151
	04/08/17[2]	3 years continuous employment for VGIP and performance conditions apply as noted in (iii) above for VGIP	189	91
	04/08/17	3 years continuous employment for VGIP and performance conditions apply as noted in (iii) above for VGIP	189	188

(1) Vesting percentage: 77.20%

(2) Vesting percentage: 48.30%

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 53
Employee benefits

A. Defined Benefit Plan (Gratuity)

General description and benefits of the plan
The respective companies in the Group operate a defined benefit final salary gratuity plan through a trust. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The benefit is payable on termination of service or retirement, whichever is earlier. The employees do not contribute towards this plan and the full cost of providing these benefits are borne by the Group.

Regulatory framework, funding arrangement and governance of the Plan
The gratuity plan is governed by the Payment of Gratuity Act, 1972 (Gratuity Act). The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Group and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the income tax act and rules. The Group is bound to pay the statutory minimum gratuity as prescribed under Gratuity Act. There are no minimum funding requirements for a gratuity plan in India. The Group's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of underfunding of the plan vis-a-vis settlements. The trustees of the trust are responsible for the overall governance of the plan. The trustees of the plan have outsourced the investment management of the fund to insurance companies which in turn manage these funds as per the mandate provided to them by the trustees and applicable insurance and other regulations.

Inherent risks
The plan is of a final salary defined benefit in nature which is sponsored by the Group and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Group that any significant change in salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future.

The following tables summarizes the components of net benefit expense recognized in the Consolidated Statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet for gratuity:

Particulars	As at March 31, 2021	As at March 31, 2020
Amount recognised in Balance Sheet		
Present value of obligations as at the end of the year	2,703	2,087
Fair value of plan assets as at the end of the year	2,375	379
Net Funded Obligation	328	1,708
Present value of unfunded obligations	112	1,369
Net Asset/(Liability) recognised in Balance Sheet	(440)	(3,077)
Net Asset/(Liability) recognised in Balance Sheet is bifurcated as		
- Long term provision	(211)	(2,751)
- Short term provision	(229)	(326)

(All amounts are in INR millions, except per share data and unless stated otherwise)

Sr. No	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
1	**Reconciliation of Net Defined Benefit Obligation**		
	Opening Net Defined Benefit liability/(asset)	3,077	2,543
	Expense charged to statement of profit & loss	565	575
	Income credited to OCI	(374)	281
	Employer contributions	(2,767)	(9)
	Benefits Paid	(61)	(294)
	Liabilities assumed/(settled)[1]	-	(24)
	Impact of Divestiture	-	5
	Closing Net Defined Benefit liability/(asset)	**440**	**3,077**
2	**Reconciliation of Defined Benefit Obligation**		
	Opening Defined Benefit Obligation	3,456	3,220
	Current Service cost	371	396
	Interest on Defined Benefit Obligation	227	227
	Actuarial (Gain)/Loss arising from change in financial assumptions	21	226
	Actuarial (Gain)/Loss arising from change in demographic assumptions	1	5
	Actuarial (Gain)/Loss arising on account of experience changes	(272)	44
	Benefits paid	(989)	(638)
	Liabilities assumed/(settled)[1]	-	(24)
	Liabilities transferred on account of Divestiture	-	-
	Closing Defined Benefit Obligation	**2,815**	**3,456**
3	**Reconciliation of plan assets**		
	Opening fair value of plan assets	379	678
	Employer contributions	2,767	9
	Interest on plan assets	33	48
	Re measurements due to		
	- Actual return on plan assets less interest on plan assets	124	(6)
	Benefits paid	(928)	(345)
	Assets transferred on account of Divestiture	-	(5)
	Closing fair value of plan assets	**2,375**	**379**

[1] On account of inter group transfer.

Amounts recognised in the Statement of Profit and Loss in respect of these defined benefit plans are as follows:

Sr. No	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2021
1	**Expenses Recognised in the Statement of Profit & Loss**		
	Current Service cost	371	396
	Interest on Net Defined Benefit liability/(asset)	194	179
	Expenses recognised in the Statement of Profit & Loss	565	575
2	**Amount recorded as Other Comprehensive Income (OCI)**		
	Re measurement during the year due to		
	- Changes in financial assumptions	21	226
	- Changes in demographic assumptions	1	5
	- Experience adjustments	(272)	44
	- Return on plan assets (excluding amounts included in net interest expense)	(124)	6
	Remeasurement (gain)/loss recognised in OCI	(374)	281

(All amounts are in INR millions, except per share data and unless stated otherwise)

The principal assumptions used in determining gratuity obligations are shown below:

Particular	For the year ended March 31, 2021	For the year ended March 31, 2020
Discount rate	6.55%	6.65%
Future salary increases[1]	8.00%	8.00%
Attrition rate	30 years & below - 30% 31-40 years - 15% 41 years & above - 8%	30 years & below - 30% 31-40 years - 15% 41 years & above - 8%
Mortality rate during employment	As per Indian Assured Lives Mortality (2012-14) Table	As per Indian Assured Lives Mortality (2012-2014) Table
Disability	Leaving service due to disability is included in the provision made for all causes of leaving service.	

[1]The estimates of future salary increase considered takes into account inflation, seniority, promotion and other relevant factors.

A quantitative sensitivity analysis for significant assumptions on the defined benefit obligation is as below:

Particulars	For the year ended March 31, 2021		For the year ended March 31, 2020	
	Discount Rate	Salary escalation Rate	Discount Rate	Salary escalation Rate
Impact of increase in 50 bps on DBO	(3.69%)	3.82%	(3.88%)	4.02%
Impact of decrease in 50 bps on DBO	3.95%	(3.61%)	4.16%	(3.80%)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Within the next 12 months	220	320

Disaggregation details of plan assets (% allocation):

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Insurer Managed Funds[1]	2,375	370
Bank balances	-	9

[1]The funds are managed by Insurers and they do not provide breakup of plan assets by investment type.

Projected plan cash flow:

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Expected benefits for year 1	411	328
Expected benefits for year 2	235	297
Expected benefits for year 3	227	283
Expected benefits for year 4	201	264
Expected benefits for year 5 and above	2,928	3,766

The average duration of the defined benefit plan obligation at the end of the reporting year is 6.92 years - 8.32 years (March 31, 2020: 7.02 years - 10.97 years).

(All amounts are in INR millions, except per share data and unless stated otherwise)

B. Defined contribution plans:

During the year, the Group has recognised the following amounts in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Employers' contribution to provident and other fund	793	916
Employers' contribution to superannuation fund	65	84

C. The Company operates its gratuity superannuation plan through separate trust which is administered and managed by the Trustees. As on March 31, 2021 and March 31, 2020, the contribution towards the plans have been invested in Insurer Managed funds and bank balance.

Note 54

INCOME TAX EXPENSES

(a) Major components of tax expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Current Tax		
Current Tax on profits for the year	25	4
Adjustments for tax of prior periods[1]	(205)	-
Total Current Tax Expense (A)	**(180)**	**4**
Deferred Tax		
Relating to addition & reversal of temporary differences	(23)	120,807
Relating to derecognition of tax credits	-	-
Relating to change in tax rate	-	-
Total Deferred Tax Expense (B)	**(23)**	**120,807**
Total Tax Expense (A+B)	**(203)**	**120,811**
Income tax effect of re-measurement gains on defined benefit plans taken to other comprehensive income	(4)	193

[1] During the financial year 2020-21, the Company has opted for Vivad Se Vishwas (VsV) Scheme to settle some of its long pending litigations pertaining to Corporate tax and TDS related matters. Accordingly, write back of excess tax provision/write off amounts of ₹ 208 Mn (net) have been considered where settlement has been agreed and Form 3 / 5 has been issued by the Department for such VsV applications.

b) Reconciliation of average effective tax rate and applicable tax rate

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Loss before income tax expense	(442,534)	(617,970)
Applicable Tax Rate	34.94%	34.94%
Increase / reduction in taxes on account of:		
Effect of unrecognised business loss including reversal of previously recognised DTA on business losses	-43.36%	-55.57%
Effect of share of profits in JV / Associates	0.09%	0.20%
Effects of expenses / income that are not deductible / considered in determining the taxable profits	9.31%	-0.08%
Effect of transfer of fibre undertaking	0.00%	0.93%
Effect of different tax rate	0.00%	-0.05%
Effect of undistributed retained earnings of JV	0.00%	0.08%
Other Items	-0.94%	0.00%
Effective Tax Rate	**0.05%**	**-19.55%**

(All amounts are in INR millions, except per share data and unless stated otherwise)

(c) During the previous year, the group had reassessed recognition of deferred tax assets on carry forward losses, unabsorbed depreciation and MAT credit based on its revised business plan and de-recognised the deferred tax assets of ₹ 120,807 Mn (including DTA recognised on transition of Ind AS 116).

(d) The Group has not recognized deferred tax assets in respect of certain carried forward tax losses / capital losses / temporary differences of ₹ 1,595,305 Mn as of March 31, 2021(March 31, 2020: ₹ 1,043,561 Mn). The aforesaid tax losses and unabsorbed depreciation will lapse in the subsequent years as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Within 0-5 years	-	-
From 5-10 years	802,103	464,524
Unlimited	793,202	579,037
Total	**1,595,305**	**1,043,561**

The Group has also not recognised deferred tax on MAT credit of ₹ 25,699 Mn, of which ₹ 3,496 Mn is expiring within 0-5 years, ₹ 22,203 Mn is expiring within 5-10 years. During the year ended March 31, 2020, the Group had not recognised deferred tax on MAT credit of ₹ 25,699 Mn, of which ₹ 2,631 Mn is expiring within 0-5 years, ₹ 15,563 Mn is expiring within 5-10 years and ₹ 7,504 Mn is expiring beyond 10 years.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 55
MOVEMENT IN DEFERRED TAX

Particulars	As at April 1, 2019	Recognised in Profit and Loss	Recognised in OCI	Recognised in Other Equity	As at March 31, 2020	Recognised in Profit and Loss	Recognised in OCI	Recognised in Other Equity	As at March 31, 2021
Liabilities									
Depreciation & Amortisation (including RoU Assets)	167,699	(26,619)	-	77,533	218,613	(29,576)	-	-	189,037
Effects of remeasuring financial instruments under Ind AS	409	2,449	-	-	2,858	(105)	-	-	2,753
Undistributed retained earning of JV	471	(471)	-	-	-	-	-	-	-
Others	120	(120)	-	-	-	-	-	-	-
Total (A)	**168,699**	**(24,761)**	**-**	**77,533**	**221,471**	**(29,681)**	**-**	**-**	**191,790**
Assets									
Tax Losses	249,671	(128,278)	-	(4,332)	117,061	(10,427)	-	-	106,634
Expenses allowable on Payment Basis	7,806	(3,070)	193	-	4,929	(2,465)	(4)	-	2,460
Provisions for doubtful debts/ advances (including lease liability)	13,728	(13,885)	-	99,251	99,094	(16,648)	-	-	82,446
Others	413	(335)	-	291	369	(118)	-	-	251
Total (B)	**271,618**	**(145,568)**	**193**	**95,210**	**221,453**	**(29,658)**	**(4)**	**-**	**191,791**
Net Deferred Tax Liabilities/ (assets) (A-B)	**(102,919)**	**120,807**	**(193)**	**(17,677)**	**18**	**(23)**	**4**	**-**	**(1)**
As per Financials :									
Deferred Tax Asset	**103,385**	**-**	**-**	**-**	**20**	**-**	**-**	**-**	**23**
Deferred Tax Liabilities	**471**	**-**	**-**	**-**	**38**	**-**	**-**	**-**	**22**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 56
Basic & Diluted Earnings / (loss) per Share

Particulars	For the year ended March 31, 2021	For the Year ended March 31, 2020
Nominal value of per equity share	10/-	10/-
Profit/(Loss) after Tax(1)	(442,447)	(739,049)
Profit/(Loss) attributable to equity shareholders(1)	(442,447)	(739,049)
Weighted average number of equity shares outstanding during the period	28,735,389,240	27,115,334,543
Basic earnings per share	(15.40)	(27.26)
Dilutive effect on weighted average number of equity shares outstanding during the period	*	*
Weighted average number of diluted equity shares	28,735,389,240	27,115,334,543
Diluted earnings per share	(15.40)	(27.26)

(1) Adjusted for Group's share of additional depreciation debited to other equity by joint venture pursuant to scheme.

*As the Group has incurred loss, dilutive effect on weighted average number of shares would have an anti-dilutive impact and hence, not considered.

Note 57
Related party transactions

The related parties where control, joint control and significant influence exists are subsidiaries, joint ventures and associate respectively. Key Management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director whether executive or otherwise.

Relationship	Related Party
Associate	Aditya Birla Idea Payments Bank Limited
Joint Venture (JV)	Indus Towers Limited (till November 18, 2020)(2)
	Firefly Networks Limited
Promoter Group	Grasim Industries Limited
	Hindalco Industries Limited
	Euro Pacific Securities Limited
	Prime Metals Limited
	Mobilvest
	Vodafone Group PLC
	Vodafone Telecommunications (India) Limited
	Omega Telecom Holdings Private Limited
	Telecom Investment India Private Limited (merged with Omega Telecom Holdings Private Limited effective from July 4, 2020)
	Asian Telecommunications Investments (Mauritius) Limited
	Al-Amin Investments Limited
	Jaykay Finholding (India) Private Limited (merged with Omega Telecom Holdings Private Limited, effective from July 4, 2020)
	CCII (Mauritius) Inc
	Usha Martin Telematics Private Limited
	Pilani Investment And Industries Corporation Limited
	Elaine Investments PTE Limited
	Oriana Investments PTE Limited
	Birla TMT Holdings Private Limited
	IGH Holdings Private Limited
	Trans Crystal Limited

Relationship	Related Party
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Aditya Birla PE Advisors Private Limited (formerly Aditya Birla Capital Advisors Private Limited)
	Aditya Birla Finance Limited
	Aditya Birla Capital Limited (formerly Aditya Birla Financial Services Limited)
	Aditya Birla Financial Shared Services Limited
	Aditya Birla Health Insurance Company Limited
	Aditya Birla Housing Finance Limited
	Aditya Birla Insurance Brokers Limited
	Aditya Birla Management Corporation Private Limited (ABMCPL)
	Aditya Birla Money Limited
	Aditya Birla Money Mart Limited (ABMML)
	Aditya Birla Wellness Private Limited
	Aditya Birla Capital Technology Services Ltd [formerly Aditya Birla MyUniverse Limited (wholly owned subsidiary of Aditya Birla Capital Limited w.e.f. June 28, 2019)]
	Aditya Birla Renewables Limited
	Aditya Birla Science & Technology Company Private Limited
	Aditya Birla New Age Pvt Ltd
	Aditya Birla Power Composites Limited
	Birla Brothers Private Limited
	Birla Institute of Technology and Science Company
	Adity Birla Sun Life AMC Limited (formerly Birla Sun Life Asset Management Company Limited)
	Aditya Birla Sun Life Insurance Company Limited (formerly Birla Sun Life Insurance Company Limited)
	Cable & Wireless Networks India Private Limited
	Cable & Wireless Worldwide Limited
	Cable and Wireless (India) Limited
	Emirates Cement Bangladesh Ltd., Bangladesh (ceased to be a subsidiary w.e.f December 02, 2019)
	Gotan Lime Stone Khanij Udyog Private Limited
	Harish Cement Limited
	Hindalco-Almex Aerospace Limited
	Indus Towers Limited (effective from November 19, 2020) [(2)]
	Star Super Cement Industry LLC, UAE (formerly Binani Cement Factory LLC, UAE)
	Vodafone Global Network Limited
	Ultratech Cement Limited
	Vodafone Limited
	Vodafone Enterprise Global Limited
	Vodafone India Services Private Limited
	Vodafone Network Pty Limited
	Vodafone New Zealand Limited
	Vodafone International Services LLC
	Vodafone Libertel B.V.
	Vodafone Telekomunikasyon A.S
	Vodafone Gmbh
	Vodafone Italia S.P.A.
	Vodafone Ireland Limited
	Vodafone Espana S.A.U.
	Vodacom (Pty) Limited
	Vodafone-Panafon Hellenic Telecommunications Company S.A.
	Vodafone Romania S.A
	Vodafone Magyarorszag (ZRT)
	Vodacom Lesotho (Pty) Limited
	Vodafone Albania Sh.A
	Vodafone Czech Republic A.S.
	Vodafone Enterprise Europe (UK) Limited
	Vodafone US Inc.
	Vodafone UK Foundation
	Safaricom PLC

Relationship	Related Party
Entities having significant influence [includes Subsidiaries of the entity to which the Company is a JV]	Vodafone Portugal Comunicacoes Pessoais, S.A.
	Vodafone Malta Limited
	Vodafone Net Iletişim Hizmetleri A.Ş. (formerly Vodafone Alternatif Telekom Hizmetleri A.S.)
	Vodacom Tanzania PLC.
	Vodacom Congo (RDC) S.A.
	Ghana Telecommunications Company Limited
	Vodafone Group Services Limited (VGSL)
	Vodafone Global Services Private Limited
	VM, SA (Vodafone Mozambique)
	Vodafone Enterprise Singapore Pte.Ltd
	Vodafone Global Enterprise Limited
	Vodafone Roaming Services S.À R.L
	Vodafone Procurement Company S.À R.L
	Vodacom Group Limited
	Cable & Wireless Global (India) Private Limited
Key Management Personnel (KMP)	Mr. Kumar Mangalam Birla
	Mr. Akshaya Moondra
	Mr. Arun Thiagarajan
	Mr. Himanshu Kapania
	Mr. Balesh Sharma (ceased as CEO effective August 19,2019)
	Mr. Ravinder Takkar (Managing Director effective from August 19,2019)
	Smt. Neena Gupta
	Mr. Arun Adhikari
	Mr. Ashwani Windlass
	Mr. Krishnan Ramachandran
	Mr. Suresh Vaswani
Others	G.D Birla Medical Research & Education Foundation
	Svatantra Microfin Private Limited
	Mahan Coal Limited
Trust[1]	Vodafone Idea Limited Employees Group Gratuity Fund(formerly ICL Employee's Group Gratuity Scheme)
	Vodafone Idea Limited Employees Superannuation Scheme (formerly ICL Employee Superannuation Scheme)
	Vodafone Idea Manpower Services Limited Employees Group Gratuity Scheme (formerly Idea Cellular Services Limited Employee's Gratuity Scheme)
	Hutchison Max Telecom Limited Superannuation Fund

[1] Transaction with trust includes contribution to provident fund, pension, gratuity and superannuation funds and refer note 53 for information on transaction with post-employment benefit plans mentioned above.

[2] Effective from November 19, 2020, Indus Towers Limited ("Indus") merged with and into Bharti Infratel Limited ("BIL").The merged entity is thereafter named as Indus Towers Limited "Indus". Pursuant to this merger, the relationship of the Company with Indus has changed from Joint Venture (till November 18, 2020) to Entities having significant influence (from November 19, 2020).

(All amounts are in INR millions, except per share data and unless stated otherwise)

A. Transactions with Related Parties for the year ended March 31, 2021 and year ended March 31, 2020

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter	Others
Sale of service	4	3,186	5	-	83	2
	(1)	(2,470)	(11)	-	(28)	-
Purchase of service	-	35,794 ^,#	51,508^	-	-	-
	-*	(9,282)#	(80,093)^	-	-	-
Remuneration[1]	-	-	-	67	-	-
	-	-	-	(90)	-	-
Director's sitting fees paid	-	-	-	8	-	-
	-	-	-	(10)	-	-
Expense incurred on behalf of	-	52	-	-	-	-
	-	(130)	-	-	-	-
Expense incurred on company's behalf by	-	53	-	-	-	-
	-	(103)	-	-	-	-
Receipt of money towards Settlement Asset	-	-	-	-	19,748	-
	-	-	-	-	-	-
Proceeds of Right Issue	-	-	-	-	-	-
	-	-	-	(8)	(179,199)	-
Liquidation Expenses	-	-	-	-	-	-
	(98)	-	-	-	-	-
Insurance premium (including advance given)	-	67	-	-	-	-
	-	(197)	-	-	-	-
Dividend received	-	-	1,115	-	-	-
	-	-	-	-	-	-
Donations received	-	72	145	-	-	-
	-	(62)	(198)	-	-	-
Interest Income on loan given	-	-	1	-	-	-
	-	-	(1)	-	-	-

B. Balances with Related Parties

Particulars	Associate	Entities having significant influence	Joint Ventures	KMP	Promoter	Others
Trade and Other Receivables	7	2,206	-	-	15	1
	(1)	(1,336)	(9)	-	(8)	-
Trade and Other Payables	-	59,398	-	-	-	-
	(24)	(16,071)	(34,550)	-	-	-
Lease Liability (included in Other non-current financial liabilities and Other current financial liabilities)	-	104,514~	-	-	-	-
	-	-	(120,559)	-	-	-
Deposits Given (included in Other Non-Financial Assets)	-	1,590	-	-	-	-
	-	-	(1,000)	-	-	-
Other Current Assets (included in Other Current Financial Assets)	-	73	-	-	-	-
	-	(82)	-	-	-	-
Remuneration payable	-	-	-	15	-	-
	-	-	-	(2)	-	-
Prepaid Expenses	-	384	-	-	-	-
	-	-	(484)	-	-	-
Other receivable	-	348	-	-	-	-
	-	-	(1,224)	-	-	-
Outstanding loan receivable	-	-	8	-	-	-
	-	-	(8)	-	-	-

(Figures in bracket are for the year ended March 31, 2020)

(All amounts are in INR millions, except per share data and unless stated otherwise)

[(1)] Remuneration includes amounts towards LTIP and ESOP basis actual payment/exercise. There is no remuneration paid to Mr. Ravinder Takkar from VIL and neither any amount is charged back to the Company by any other entity towards his remuneration during the current year and previous period.

*Numbers are below one million under the rounding off convention adopted by the Group and accordingly not reported.

^ Includes amounts accrued on account of onerous contract (Site Exits) involving invoicing and settlements over a 3 years period.

#The Company is one of the members of ABMCPL, a Company limited by guarantee, which has been formed to provide common pool of facilities and resources to its members with a view to optimise the benefits of specialisation and minimize cost to each member. The Company's share of expenses incurred under the common pool has been accounted for at actuals in the respective heads in the Consolidated Statement of Profit and Loss. Further, the Company had entered into a recharge agreement with ABMPCL pursuant to amalgamation of VMSL and VInL with the Company effective August 31, 2018 for availing such services. During the year, effective October 1, 2020, the Company has terminated the arrangement with ABMCPL. Purchase of Services includes the charge towards such Business Support Services for ABMCPL amounting to ₹ 656 Mn (March 31, 2020: ₹ 2,259 Mn).

Further, the Company had also entered into a recharge agreement with VGSL for Business Support services effective August 31, 2018. During the year, effective October 1, 2020, the Company has revised the arrangement with VGSL. Purchase of Services includes the charge towards such Business Support Services for VGSL amounting to ₹ 3,528 Mn (March 31, 2020: ₹ 5,395 Mn).

~ Lease liability includes amount for services availed till March 31, 2021 and for services to be received in future which is payable over the lease period. The same has been created pursuant to adoption of Ind AS 116.

Note:

(i) Above excludes any cash inflow/outflow that could possibly arise from the settlement of certain outstanding disputes pertaining to the period until May 31, 2018 pursuant to the implementation agreement entered between the Company and VInL shareholders (refer note 43(viii)). The Company has recognised a settlement asset of ₹ 63,939 Mn as at March 31, 2021 (March 31, 2020: ₹ 83,687 Mn) towards the same.

(ii) With respect to options that have already exercised there is an outstanding liability of ₹ 1,150 Mn payable to entities having significant influence (March 31, 2020: ₹ 666 Mn).

(iii) During the year the Company has Contributed to Gratuity Fund amounting to ₹ 2,767 mn (March 31, 2020: ₹ 9 Mn)

C. Commitments with Related Parties : ₹ Nil (March 31, 2020 : ₹ Nil)

D. Compensation of Key Management Personnel of the Company

Particulars	March 31, 2021	March 31, 2020
Short-term employee benefits	66	77
Post-employment benefits[(1)]	1	2
Share-based payment transactions	-	11

[(1)]Represents contribution to provident and superannuation funds. As Gratuity expense is based on actuarial valuations, the same cannot be computed for individual employees and hence not included.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 58
Financial instruments

a) Financial Instruments by Category: The following table provides categorisation of all financial instruments at carrying value except non-current investments in joint ventures and associate.

Particulars	As at March 31, 2021		As at March 31, 2020	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Assets				
Current Investments	-	-	4,548	-
Trade Receivables	-	25,070	-	30,943
Loans to joint venture and others	-	10	-	11
Cash and cash equivalents	-	3,503	-	3,708
Bank balance other than cash and cash equivalents	-	793	-	17,193
Margin Money Deposits(1)	-	22,532	-	8,367
Settlement assets(1) (refer note 43(viii))	-	63,939	-	83,687
Deposit with Body Corporates, Government Authorities and Others(1)	-	9,895	-	15,672
Interest receivable(1)	-	343	-	1,146
Derivative Financial Assets(1)	-	-	822	-
Others(1)	-	599	-	1,525
Total Financial Assets	**-**	**126,684**	**5,370**	**162,252**

Particulars	As at March 31, 2021		As at March 31, 2020	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Liabilities				
Fixed Rate loans from banks and others including Interest accrued but not due	-	88,794	-	121,301
Floating Rate loans from banks and others including Interest accrued but not due	-	144,969	-	157,288
Deferred Payment Obligations including interest accrued but not due	-	1,633,292	-	932,447
Trade Payables	-	134,025	-	124,332
Payables for Capital Expenditure(2)	-	84,224	-	91,205
Accrual towards One Time Spectrum Charges (OTSC) (refer note 43(v))	-	43,898	-	38,871
Derivative Financial Liabilities(2)	440	-	-	-
Security Deposits from Customers and Others(2)	-	4,074	-	4,426
Lease liabilities(2)	-	214,099	-	268,792
Others(2)	3	-	4	-
Total Financial Liabilities	**443**	**2,347,375**	**4**	**1,738,662**

(1) included in other current / non-current financial assets

(2) included in other current / non-current financial liabilities

(All amounts are in INR millions, except per share data and unless stated otherwise)

b) Fair Value Hierarchy

The Group has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values.

i. Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2021

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Current Investments	-	-	-	-
Derivative Financial Assets	-	-	-	-
Total Financial Assets	**-**	**-**	**-**	**-**
Financial Liabilities				
Derivative Financial Liabilities	-	440	-	440
Others	-	3	-	3
Total Financial Liabilities	**-**	**443**	**-**	**443**

ii. Fair value hierarchy of financial assets and liabilities measured at fair value as at March 31, 2020

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Current Investments	4,548	-	-	4,548
Derivative Financial Assets	-	822	-	822
Total Financial Assets	**4,548**	**822**	**-**	**5,370**
Financial Liabilities				
Others	-	4	-	4
Total Financial Liabilities	**-**	**4**	**-**	**4**

iii. The carrying amounts of the following financial assets and financial liabilities are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

a) Financial Assets
- Trade Receivables
- Loans
- Cash and Cash equivalents
- Bank balance other than cash and cash equivalents
- Margin Money Deposits
- Deposit with Body Corporates, Government Authorities and Others
- Interest Receivable
- Settlement assets
- Others

b) Financial Liabilities
- Floating Rate Borrowings including Interest accrued but not due
- Trade Payables
- Payable for capital expenditure
- Accrual towards One Time Spectrum Charges
- Security Deposits from Customers and Others
- Lease Liabilities

(All amounts are in INR millions, except per share data and unless stated otherwise)

iv. Fair value hierarchy of financial liabilities measured at amortised cost is below:

Particulars	Carrying Amount	Level 1	Level 2	Level 3	Total
Fixed rate loans from banks and others including interest accrued but not due					
As at March 31, 2021	88,794	-	73,253	-	73,253
As at March 31, 2020	121,301	-	112,725	-	112,725
Deferred Payment Obligations including interest accrued but not due					
As at March 31, 2021	1,633,292	-	1,739,923	-	1,739,923
As at March 31, 2020	932,447	-	989,113	-	989,113

Valuation Technique used to determine fair value:

Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable and willing parties, other than in a forced or liquidation sale. The valuation techniques used to determine the fair values of financial assets and financial liabilities classified as level 2 include use of quoted market prices or dealer quotes for similar instruments and generally accepted pricing models based on a discounted cash flow analysis using rates currently available for debt on similar terms, credit risk and remaining maturities.

The Group enters into derivative financial instruments such as forward, interest rate swap and cross currency swaps with various counterparties. The fair value of such derivatives instruments are determined using forward exchange rates, currency basis spreads between respective currencies and interest rate curves.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 59
Financial risk management objectives and policies

The Group's principal financial liabilities comprise borrowings, derivative liabilities, trade and other payables. The main purpose of these financial liabilities is to finance and support the Group's operations. The Group's principal financial assets comprise investments, cash and bank balance, trade and other receivables. The Group also enters into derivative transactions such as foreign forward exchange contracts, Interest rate and currency swaps as a part of Group's financial risk management policies. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The Group is exposed to various financial risks such as market risk, credit risk and liquidity risk. The Group's senior management comprising of a team of qualified finance professionals with appropriate skills and experience oversees management of these risks and provides assurance to the management that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activity for risk management purposes are carried by specialist team having appropriate skills and experience. The risks and measures to mitigate such risks is reviewed by the committee of Board of Directors periodically.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include borrowings, bank deposits, investments and derivative financial instruments.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2021 and March 31, 2020.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. To manage this, the Group enters into interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. At March 31, 2021, after taking into account the effect of interest rate swaps, approximately 91.99% of the Group's borrowings are at a fixed rate of interest (March 31, 2020: 86.45%).

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/decrease in basis points	Effect on profit before tax
March 31, 2021		
INR - Borrowings	+100	(1,271)
	-100	1,271
USD - Borrowings	+100	(173)
	-100	173
March 31, 2020		
INR - Borrowings	+100	(1,278)
	-100	1,278
USD - Borrowings	+100	(280)
	-100	280

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

(All amounts are in INR millions, except per share data and unless stated otherwise)

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency), payables for capital expenditure denominated in foreign currency and foreign currency borrowing.

The Group's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Group's policies.

When a derivative is entered into for the purpose of hedging any foreign currency exposure, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. The Group has major foreign currency risk in USD, EURO and GBP.

The Group hedged 6.93% (March 31, 2020: 9.83%) of its foreign currency trade payables and other financial liability in USD and 36.66% (March 31, 2020: 36.65%), of its foreign currency loans in USD. This foreign currency risk is hedged by using foreign currency forward contracts and cross currency rate swaps (refer note 48). However the Group has not hedged the foreign currency trade payables in EURO and GBP.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign currency rates, with all other variables held constant. The impact on the Group's profit/(loss) before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The Group's exposure to foreign currency changes for all other currencies is not material.

Currency exposure	Change in currency exchange rate	Effect on profit before tax
March 31, 2021		
USD	+5%	(2,922)
	-5%	2,922
EURO	+5%	(660)
	-5%	660
GBP	+5%	(58)
	-5%	58
March 31, 2020		
USD	+5%	(3,597)
	-5%	3,597
EURO	+5%	(543)
	-5%	543
GBP	+5%	(5)
	-5%	5

The derivatives have not been designated in a hedge relationship, they act as a hedge and will offset the underlying transactions when they occur.

c) Price risk

The Group invests its surplus funds in various debt instruments and debt mutual funds. These comprise of mainly liquid schemes of mutual funds (liquid investments) and fixed deposits.

Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However due to the very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

d) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and other receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

- Trade receivables

Customer credit risk is managed in accordance with the Group's established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 15 to 30 days' credit terms. Outstanding customer receivables are regularly monitored.

The Group follows a 'simplified approach' (i.e. based on lifetime Expected credit losses (ECL)) for recognition of impairment loss allowance on Trade receivables (including lease receivables). A large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. For the purpose of measuring lifetime ECL allowance for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. The Group, based on past trends, recognizes allowance for trade receivables: a) for retail subscribers (net of security deposit) remaining unpaid beyond 90/120 days from date of billing and b) for other trade receivables on account of Interconnect, Roaming, Fixed line Voice, Fibre infrastructure and data services etc. remaining unpaid beyond 180/365 days. Further, allowance is also recognised for cases indicating any specific trail of credit loss within the ageing brackets mentioned above. Individual trade receivables are written off when management deems them not to be collectible. Any subsequent recovery is recognized as Income in the Consolidated Statement of Profit and Loss. Refer Note 15 for the carrying amount of credit exposure as on the Consolidated Balance Sheet date..

- Other financial assets and cash deposits

Credit risk from balances with banks is managed by the Group's treasury department. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counter party. Counterparty credit limits are reviewed by the Group's Treasury Department periodically, and may be updated throughout the year. The limits are intended to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for the components of the balance sheet as at March 31, 2021 and March 31, 2020 on its carrying amounts as disclosed in notes 11, 17, 18 and 19 except for derivative financial instruments. The Group's maximum exposure relating to financial derivative instrument is noted in note 59 (e) and liquidity table below.

e) Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and finance leases. As at March 31, 2021, approximately 7.96% of the Company's debt excluding interest will mature in less than one year, without considering reclassification into current maturity of debt due to covenant breach (March 31, 2020: 3.86%) based on the carrying value of borrowings reflected in the financial statements. Based on the past performance and future expectation, the Company believes that the existing cash balance along with cash generated from operations, working capital management, successful negotiations with lenders including re-financing of debts, acceptance of its request to defer the April 2022 instalment by DoT, clarity with respect to the AGR Judgement instalment amount in line with the modification application filed with the Hon'ble Supreme Court and available sources of raising funds (including monetisation of certain assets) as needed will satisfy its cash flow requirement associated with repayment of borrowings and other liabilities from its operation (refer note 4, 24(D) and 24(E)).

(All amounts are in INR millions, except per share data and unless stated otherwise)

The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

Particulars	Carrying Value	Less than 1 year	1 to 5 years	> 5 years	Total payments
As at March 31, 2021					
Loans from bank and others and Interest thereon [(1)]	233,763	186,926*	75,095	5,208	267,229
Deferred Payment Obligations and Interest thereon [(2)]	1,633,292	155,311^	952,552	1,583,180	2,691,043
Trade and other payables[(3)]	262,147	249,078	15,028	-	264,106
Lease liabilities	214,099	116,280	118,734	17,476	252,490
Other financial liabilities[(1),(2)&(3)]	4,077	4,032	45	-	4,077
	2,347,378	**711,627**	**1,161,454**	**1,605,864**	**3,478,945**
Derivatives liabilities [(4)]	440	434	6	-	440
Total	**2,347,818**	**712,061**	**1,161,460**	**1,605,864**	**3,479,385**
As at March 31, 2020					
Loans from bank and others and Interest thereon [(1)]	278,589	212,328*	99,827	-	312,155
Deferred Payment Obligations and Interest thereon [(2)]	932,447	504	627,979	1,199,299	1,827,782
Trade and other payables[(3)]	254,408	198,507	62,279	-	260,786
Lease liabilities	268,792	123,068	177,788	15,511	316,367
Other financial liabilities[(1),(2)&(3)]	4,430	4,384	46	-	4,430
	1,738,666	**538,791**	**967,919**	**1,214,810**	**2,721,520**
Derivatives assets[(4)]	(822)	(691)	(131)	-	(822)
Total	**1,737,844**	**538,100**	**967,788**	**1,214,810**	**2,720,698**

*The Company has classified an amount of ₹ 85,472 Mn (March 31, 2020 ₹ 142,757 Mn) from non-current borrowings to current maturities of long term debt although the Company is confident that there will be no acceleration of payment in this regard (refer note 24(D)).

^Includes deferred payment liability towards spectrum (including interest thereon) of ₹ 64,392 Mn which is considered as payable within one year basis current correspondence with DoT and additional Bank Guarantees of ₹ 9,757 Mn is to be provided to avail the additional moratorium of 1 year. (refer note 24(E)).

[(1)] Interest accrued but not due of ₹ 3,050 Mn (March 31, 2020: ₹ 5,641 Mn) has been excluded from other financial liabilities and included in loans from banks and others and interest thereon.

[(2)] Interest accrued but not due of ₹ 60,902 Mn (March 31, 2020: ₹ 55,440 Mn) has been excluded from other financial liabilities and included in deferred payment obligations and interest thereon.

[(3)] Payable for capital expenditure of ₹ 84,224 Mn (March 31, 2020: ₹ 91,205 Mn) and Accrual towards One Time Spectrum Charges (OTSC) of ₹ 43,898 Mn (March 31, 2020: ₹ 38,871 Mn) has been excluded from other financial liabilities and included in trade and other payables.

[(4)] Included as part of maturity profile as the underlying of these derivatives are borrowings and other financial liabilities included above.

Note 60
Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the value of shareholders.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using the net debt-equity ratio, which is net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings less cash and cash equivalents, unencumbered fixed deposits with banks having maturity of 3 to 12 months and investment in liquid mutual funds.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Particulars	As at March 31, 2021	As at March 31, 2020
Loans from banks and others	64,846	86,601
Deferred payment obligations	1,509,309	876,525
Current Maturities of loans from banks and others	165,869	186,347
Current maturities of Deferred Payment obligations	63,079	482
Less: Investment in liquid mutual funds	-	(4,548)
Less: Cash and cash equivalents	(3,503)	(3,708)
Less: Fixed deposits with banks having maturity of 3 to 12 months	(27)	(16,504)
Net debt (A)	**1,799,573**	**1,125,195**
Equity share capital	287,354	287,354
Other Equity	(669,634)	(227,555)
Total Equity (B)	**(382,280)**	**59,799**
Net Debt-equity ratio (A)/(B)	**(4.71)**	**18.82**

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2021 and year ended March 31, 2020.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 61

Additional disclosure as per requirement of Schedule III

Net Assets of the Company, its subsidiaries, joint ventures and associate as at March 31, 2021 and March 31, 2020

Name of the entity in the Group	Net assets (total assets minus total liabilities)		Share in profit / (loss)		Share in Other Comprehensive Income / (Loss)		Share in total comprehensive Income / (Loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit / loss	Amount	As % of consolidated Other Comprehensive Income / (Loss)	Amount	As % of consolidated Total Comprehensive Income / (Loss)	Amount
Vodafone Idea Limited								
31-Mar-21	98.64%	(377,076)	104.66%	(462,937)	(1128.26%)	(4,152)	105.69%	(467,089)
31-Mar-20	150.53%	90,013	98.99%	(731,315)	20268.89%	(18,242)	101.45%	(749,557)
Subsidiaries								
Vodafone Idea Manpower Services Limited (Formerly known as Idea Cellular Services Limited)								
31-Mar-21	0.00%	13	0.00%	3	1.36%	5	0.00%	8
31-Mar-20	0.01%	5	0.00%	7	6.67%	(6)	0.00%	1
Vodafone Idea Telecom Infrastructure Limited (Formerly known as Vodafone Towers Limited)								
31-Mar-21	1.17%	(4,488)	0.54%	(2,377)	0.00%	-	0.54%	(2,377)
31-Mar-20	(3.53)%	(2,111)	0.29%	(2,117)	0.00%	-	0.29%	(2,117)
Vodafone Idea Business Services Limited (Formerly known as Vodafone Business Services Limited)								
31-Mar-21	0.65%	(2,488)	(0.03)%	144	0.00%	-	(0.03)%	144
31-Mar-20	(4.40)%	(2,632)	0.00%	17	0.00%	-	0.00%	17
Vodafone Idea Communication Systems Limited (Formerly known as Mobile Commerce Solutions Limited)								
31-Mar-21	(0.51)%	1,934	(0.04)%	197	0.00%	-	(0.04)%	197
31-Mar-20	2.90%	1,737	(0.02)%	153	0.00%	-	(0.02)%	153
Vodafone Foundation								
31-Mar-21	0.00%	(2)	0.00%	2	0.00%	-	0.00%	2
31-Mar-20	(0.01)%	(4)	0.00%	2	0.00%	-*	0.00%	2
Connect (India) Mobile Technologies Private Limited								
31-Mar-21	(0.06)%	240	0.00%	-*	0.00%	-	0.00%	(0)
31-Mar-20	0.40%	240	0.00%	(12)	0.00%	-	0.00%	(12)
Vodafone m-pesa Limited								
31-Mar-21	0.24%	(899)	(0.01)%	25	0.00%	-	(0.01)%	25
31-Mar-20	(1.55)%	(924)	0.13%	(946)	(2.22)%	2	0.13%	(944)
Vodafone Idea Technology Solutions Limited (Formerly known as Vodafone Technology Solutions Limited)								
31-Mar-21	0.03%	(98)	0.00%	(4)	0.00%	-	0.00%	(4)
31-Mar-20	(0.16)%	(94)	0.00%	(18)	0.00%	-	0.00%	(18)
Vodafone Idea Shared Services Limited (Formerly known as Vodafone India Ventures Limited)								
31-Mar-21	(0.03)%	127	(0.01)%	63	1.90%	7	(0.02)%	70
31-Mar-20	0.10%	57	0.00%	(12)	15.56%	(14)	0.00%	(26)
You Broadband India Limited								
31-Mar-21	(0.01)%	21	0.00%	(8)	(0.27)%	(1)	0.00%	(9)
31-Mar-20	0.06%	38	0.05%	(357)	2.22%	(2)	0.05%	(359)
You System Integration Private Limited [(2)]								
31-Mar-21	-	-	-	-	-	-	-	-
31-Mar-20	0.00%	2	0.00%	-	0.00%	-	0.00%	-
Associate								
Aditya Birla Idea Payments Bank Limited								
31-Mar-21	0.00%	-	0.00%	-	0.00%	-	0.00%	-
31-Mar-20	0.00%	-	0.02%	(124)	(1.11%)	1	0.02%	(123)
Joint ventures								
Indus Towers Limited [(1)]								
31-Mar-21	0.00%	-	(0.52%)	2,300	(0.54%)	(2)	(0.52)%	2,298
31-Mar-20	0.00%	-	(0.50%)	3,667	2.22%	(2)	(0.50)%	3,665
Firefly Networks Limited								
31-Mar-21	0.00%	-	0.00%	14	0.00%	-	0.00%	14
31-Mar-20	0.00%	-	0.00%	11	0.00%	-	0.00%	11
Consolidation Adjustments								
31-Mar-21	(0.11)%	436	(4.58%)	20,247	1225.82%	4,511	(5.60)%	24,758
31-Mar-20	(44.36)%	(26,528)	1.05%	(7,737)	(20192.22%)	18,173	(1.41)%	10,436
Total								
31-Mar-21	**100.00%**	**(382,280)**	**100.00%**	**(442,331)**	**100.00%**	**368**	**100.00%**	**(441,963)**
31-Mar-20	**100.00%**	**59,799**	**100.00%**	**(738,781)**	**100.00%**	**(90)**	**100.00%**	**(738,871)**

(1) During the year, Company has sold its stake in Indus. (refer note 43(iii))

(2) During the year, YSIPL merged with YBIL (refer note 43(vi))

*Numbers are below one million under the rounding off convention adopted by the Company and accordingly not reported.

(All amounts are in INR millions, except per share data and unless stated otherwise)

Note 62
Interest in other entities
a) Interests in joint ventures and associate:

The joint ventures / associate of the Group as at March 31, 2021 and March 31, 2020 are listed below and have share capital consisting solely of equity shares which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of the entity	Place of business	% of ownership interest as at Mar 31		Relationship	Accounting method	Quoted fair value as at Mar 31		Carrying amount as at Mar 31	
		2021	2020			2021	2020	2021	2020
Indus [2]	India	-	11.15%	Joint Venture	Equity Method	*	*	-	15,217
ABIPBL [1]	India	49.00%	49.00%	Associate	Equity Method	*	*	-	-
FNL	India	50.00%	50.00%	Joint Venture	Equity Method	*	*	41	27

* Unlisted entity- no quoted price available

[1] ABIPBL is currently under liquidation and hence company has made a provision for the entire amount of investment in the Company (refer note 43(ii))

[2] The Company has sold its entire stake in Indus during the year. (refer note 43(iii))

b) Summarised financial information for joint ventures and associate:

The table below provide summarised financial information for the joint ventures and associate that are material to the Group. The information disclosed reflects the amounts presented in the financial statements of the relevant associate and joint ventures and not Vodafone Idea Limited's share of those amounts. As at March 31, 2021, there are no Joint Ventures or associates which are material to the Group.

Summarised Balance Sheet:

Particulars	Indus Towers Limited As at March 31, 2020
Equity	
Equity share capital	1
Other equity	136,470
Total Equity	**136,471**
Liabilities	
Long term borrowings	1,667
Lease liabilities	89,733
Other non-current financial and non-financial liabilities	18,036
Deferred tax liability (Net)	2,242
Short term borrowings	27,920
Other current financial and non-financial liabilities	63,172
Total Liabilities	**202,770**
Assets	
Property, Plant and Equipment and Intangible (including CWIP)	171,135
Right of use assets	83,283
Other non-current financial and non-financial assets	14,741
Income Tax Assets	8,911
Cash and Cash equivalents	1,355
Other current financial and non-financial assets	59,816
Total Assets	**339,241**

(All amounts are in INR millions, except per share data and unless stated otherwise)

Summarised Statement of Profit and Loss:

Particulars	Indus Towers Limited	
	For the period ended November 18, 2020 (refer note 43(iii))	For the year ended March 31, 2020
Revenues from operations	117,366	188,586
Other income (including finance income)	1,281	1,814
Operating Costs (including CSR expenditure)	58,077	97,988
Profit before finance cost, depreciation, amortisation, exceptional items and taxes	60,570	92,412
Finance costs	8,027	12,601
Depreciation & amortisation[(1)]	24,909	39,895
Profit /(loss) before exceptional items and tax	27,634	39,916
Exceptional items	-	-
Income tax expenses	7,007	7,047
Profit/(loss) after tax	20,627	32,869
Other Comprehensive Income/(loss)	(16)	(22)
Total Comprehensive Income/(loss)	20,611	32,847
Group's share in net Profit/ (loss)	2,300	3,666
Group's share in other comprehensive income/(loss)	(2)	(2)

[(1)] Net of adjustment of ₹ 1,038 Mn (March 31, 2020 : ₹ 2,401 Mn) towards additional depreciation on fair valued assets pursuant to scheme of merger.

The contingent liabilities and capital commitment of the above joint venture is given below:

Particulars	Indus Towers Limited
	As at March 31, 2020
Contingent Liability	99,419
Capital Commitment	3,584

Reconciliation to carrying amounts:

The table below provides reconciliation to carrying amounts for the joint venture material to the Group.

Particulars	Indus Towers Limited
	As at March 31, 2020
Opening net assets	121,630
Profit/ (loss) for the period/year	32,869
Other comprehensive income/(loss)	(22)
Dividends paid (incl. DDT)	-
Other Equity Movement	(18,006)
Closing net assets	136,471
Group's share in %	11.15%
Group's share in INR	15,217

The Company has sold its entire stake in Indus during the year. (refer note 43(iii))

The aggregate information of immaterial joint venture is as follows :

Particulars	As at March 31, 2021	As at March 31, 2020
Carrying amount of investments	41	27

(All amounts are in INR millions, except per share data and unless stated otherwise)

Group's share in immaterial joint venture is as follows :

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Net Profit/ (loss)	14	11
Total comprehensive income/(loss)	14	11

The aggregate information of immaterial associate is as follows :

Particulars	As at March 31, 2021	As at March 31, 2020
Carrying amount of investments (Net of impairment provision)	-	-

Group's share in immaterial associate is as follows :

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Net Profit/ (loss)	-	(124)
Total comprehensive income/(loss)	-	(123)

Note 63

Previous year figures have been regrouped / rearranged wherever necessary to conform to the current period grouping.

As per our report of even date
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W/E300004

Nilangshu Katriar
Partner
Membership No.: 58814

Place: Mumbai
Date : June 30, 2021

For and on behalf of the Board of Directors of Vodafone Idea Limited

Himanshu Kapania
Director

(DIN : 03387441)
Place: Mumbai

Ravinder Takkar
Managing Director &
Chief Executive Officer
(DIN : 01719511)
Place: Gurugram

Akshaya Moondra
Chief Financial Officer
Place: Mumbai

Pankaj Kapdeo
Company Secretary
Place: Mumbai

Date : June 30, 2021

OTHER FINANCIAL INFORMATION

The accounting ratios derived from the Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statements, as applicable, are given below:

Particulars	As at and for the nine months period ended December 31, 2023	As at and for the nine months period ended December 31, 2022(1)	As at and for the financial year ended March 31, 2023	As at and for the financial year ended March 31, 2022	As at and for the financial year ended March 31, 2021
Basic Earnings / (Loss) per share (in ₹)	(4.84)	(7.16)	(8.43)	(9.83)	(15.40)
Diluted Earnings / (Loss) per share (in ₹)	(4.84)	(7.16)	(8.43)	(9.83)	(15.40)
Return on net worth (%)(2)	NA	NA	NA	NA	NA
Net Asset Value per Equity Share (in ₹)	(20.12)	(26.17)	(21.40)	(21.56)	(13.30)
EBITDA (₹ in million)	127,902	126,067	168,170	160,361	169,457
EBITDA Margin (%)(3)	39.91%	39.84%	39.87%	41.64%	40.39%

Notes:

(1) Numbers forming part of consolidated statement of profit and loss are derived from the Special Purpose Interim Condensed Consolidated Financial Statements for the nine month period ended December 31, 2022 .

(2) As net worth is negative in all the periods/year.

(3) EBITDA Margin (%) is calculated as EBITDA divided by revenue from operations.

Basic EPS and Diluted EPS for the nine months ended December 31, 2023 and December 31, 2022 set out in the table above are not annualized.

Reconciliation of Non-GAAP Measures

This section includes certain non-GAAP measures such as EBITDA and EBITDA Margin, Net Asset Value per Equity Share and Net Worth, which is not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS.

A. The reconciliation of EBITDA and EBITDA Margin is as given below:

(₹ in million, unless stated otherwise)

Particulars	For the Nine months ended December 31, 2023	For the Nine months ended December 31, 2022(1)	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Profit / (Loss) after tax	**(235,638)**	**(231,870)**	**(293,011)**	**(282,454)**	**(442,331)**
Add/ (less):					
Current tax	8,206	8,353	115	173	(180)
Deferred tax	(7)	(51)	(80)	(60)	(23)
Finance costs	194,852	185,910	233,543	209,808	179,981
Depreciation	102,870	107,939	142,584	146,569	145,013
Amortisation	65,952	65,521	87,913	89,274	91,372
Exceptional items (net)	(7,555)	(7,555)	224	(1,643)	199,681
Share in profit/(loss) of joint venture	29	(5)	(5)	(12)	(2,314)
Other income	(807)	(2,175)	(3,113)	(1,294)	(1,742)
EBITDA (A)	**127,902**	**1,26,067**	**168,170**	**1,60,361**	**1,69,457**
Revenue from operations (B)	320,449	316,453	421,772	385,155	419,522
EBITDA Margin % (C=A/B)	**39.91%**	**39.84%**	**39.87%**	**41.64%**	**40.39%**

Notes:

(1) Numbers forming part of this financial period are derived from the Special Purpose Interim Condensed Consolidated Financial Statements as at and for the nine months period ended December 31, 2022.

B. The reconciliation of Net Asset Value per Equity Share is as given below:

(in ₹ million, unless otherwise stated)

Particulars	As at December 31, 2023	As at December 31, 2022(1)	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total Assets (i)	1,908,018	2,138,779	2,072,427	1,940,291	2,034,806
Total non-current liabilities (ii)	2,314,777	2,359,290	2,215,791	1,948,600	1,753,061
Total current liabilities (iii)	572,560	626,585	600,227	611,339	664,025
Net Asset (iv)=(i)-(ii)-(iii)	(979,319)	(847,096)	(743,591)	(619,648)	(382,280)
Weighted average number of equity shares outstanding (v)	48,679,689,205	323,661,11,052	34,754,390,090	28,744,658,990	28,735,389,240
Net Asset Value per Equity Share (in ₹) (vi)=(iv)/(v)	(20.12)	(26.17)	(21.40)	(21.56)	(13.30)

(1) Numbers forming part of this financial period are derived from the Special Purpose Interim Condensed Consolidated Financial Statements as at and for the nine months period ended December 31, 2022

C. The reconciliation of Net Worth is as given below:

(₹ in million)

Particulars	As at December 31, 2023	As at December 31, 2022 [(1)]	As at the Financial Year ended		
			March 31, 2023	**March 31, 2022**	**March 31, 2021**
Equity Share capital	486,797	321,188	4,86,797	321,188	287,354
Other equity	(1,466,116)	(1,168,284)	(1,230,388)	(940,836)	(669,634)
Net worth	(979,319)	(847,096)	(743,591)	(619,648)	(382,280)

[(1)] Numbers forming part of this financial period are derived from the Special Purpose Interim Condensed Consolidated Financial Statements as at and for the nine months period ended December 31, 2022

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for Fiscals 2023, 2022 and 2021 ("**Audited Financial Statements**") are available on our website at https://www.myvi.in/investors/annual-reports. Further, the audited standalone financial statements of our Material Subsidiaries, namely Vodafone Idea Shared Services Limited, Vodafone Idea Communications Systems Limited and Vodafone Idea Manpower Services Limited for Fiscals 2023, 2022 and 2021 ("**Subsidiary Financial Statements**") are also available at https://www.myvi.in/investors/annual-reports. Our Company is providing a link to these websites solely to comply with the requirements specified in the SEBI ICDR Regulations, as applicable. The Audited Financial Statements and reports thereon and the Subsidiary Financial Statements and reports thereon do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements and the reports thereon and the Subsidiary Financial Statements and reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our advisors, nor Book Running Lead Managers, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements or the Subsidiary Financial Statements, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards, *i.e.*, Ind AS 24 - Related Party Disclosures, for the nine months ended December 31, 2023, nine months ended December 31, 2022 and for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021 and as reported in the Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statements, as applicable, see "*Consolidated Financial Statements*" on page 204.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at December 31, 2023, derived from our Special Purpose Interim Condensed Consolidated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Consolidated Financial Statements*" beginning on pages 23, 577, and 204, respectively.

(₹ in million, except ratios)

Particulars	Pre-Offer as at December 31, 2023	As adjusted for the proposed Offer
Total borrowings		
Short term borrowings **(A)**	81,495	[●]
Long term borrowings		
Deferred payment obligations **(B)**	1,952,762	[●]
Total borrowings (C) = (A) + (B)	**2,034,257**	[●]
Total equity		
Equity share capital	486,797	[●]
Other equity	(1,466,116)	[●]
Total equity (D)	**(979,319)**	[●]
Ratio: Long term borrowings (Deferred payment obligations) / Total equity (B)/(D)	(1.99)	[●]
Ratio: Total borrowings / Total equity (C) / (D)	(2.08)	[●]

Notes:

1. *The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the book building process and hence have not been furnished. To be updated upon finalization of the Offer Price.*
2. *Total borrowings does not include interest accrued but not due of ₹115,383 million.*
3. *On January 29, 2024, our Company allotted 131,170 Equity Shares at ₹10 each pursuant to the exercise of vested restricted stock units by eligible employees under ESOS 2013 and on March 23, 2024, our Company allotted 1,440,000,000 Equity Shares at ₹10 each to ATC Telecom Infrastructure Private Limited pursuant to conversion of 14,400 optionally convertible debentures ("**OCDs**") of face value of ₹1,000,000 each, wherein each OCD was convertible into 100,000 Equity Shares at a conversion price of ₹10 per Equity Share. For details, see "Capital Structure" beginning on page 64.*

FINANCIAL INDEBTEDNESS

Except as disclosed below, our Company and our Subsidiaries do not have any outstanding borrowings as at February 29, 2024 For details of our borrowing powers, see "*Our Management*" on page 161.

A brief summary of the financial indebtedness of our Company and our Subsidiaries as at February 29, 2024, is set forth below:

(₹ in million)

Particulars^	**Sanctioned Amount**	**Outstanding as at February 29, 2024**
Secured loans		
Current maturities of long-term rupee debt	85,000	44,193
Unsecured loans		
Optionally convertible debentures (OCDs)**	-	16,000
Total loans from banks and others (A)	-	**60,193**
Deferred payment liabilities towards spectrum and AGR (B)	-	**1,958,098**
Total Borrowings (A+B)*#	-	**2,018,291**

^Does not include non-fund based financial indebtedness.
** Does not include interest accrued but not due of ₹143,786 million*
*** On March 23, 2024, our Company allotted 1,440,000,000 Equity Shares at ₹10 each to ATC Telecom Infrastructure Private Limited pursuant to conversion of 14,400 OCDs, wherein each OCD was convertible into 100,000 Equity Shares at a conversion price of ₹10 per Equity Share. For details, see "Capital Structure" beginning on page 64.*
 # Net of loan unamortised fee of ₹14 million.
Note: As at February 29, 2024, an amount of ₹27,639 million has been reclassified from non-current borrowings to current maturities of long-term rupee debt for not meeting certain covenant clauses under the financial agreements.

Principal terms of the borrowings (loans from banks and others) availed by us are given below:

1. ***Interest:*** The interest rate applicable to our borrowing facilities is typically tied to the MCLR base rate prevailing at the time. The typical spread applicable to our borrowings ranges from 2.50% to up to 3.65% above the MCLR base rate. Further, the interest rate for OCD is 11.20% per annum.

2. ***Tenor:*** The original tenor of the facilities availed by us typically ranges up from 18 months to 120 months.

3. ***Security:*** Our borrowings are typically secured by a first *pari passu* charge on our movable and immovable assets, excluding passive telecom infrastructure, spectrum and licenses and employee assets.

4. ***Pre-payment and premature redemption:*** Facilities availed by us have pre-payment provisions which typically allow for pre-payment of the outstanding loan amount without any prepayment penalty subject to prior notice of prepayment being issued to the lender.

5. ***Events of Default:*** The financing arrangements entered into by us contain standard events of default including:

   (i) non-payment or default of any amounts due on the facility or loan obligations;

   (ii) breach of covenants and conditions stipulated in the loan documents;

   (iii) failure to create security as stipulated in the loan documents;

   (iv) default on amounts due to/ facilities extended by any other lenders or cross-default/cross-acceleration; and

   (v) proceedings relating to winding up, liquidation or insolvency being initiated against us.

   The details above are indicative and there may be additional terms that may amount to an event of default under the various financing arrangements entered into by us, such as our Promoters ceasing to exercise control over our Company without the prior consent of the lender or a material change in our Company's ownership, management or management control without the prior consent of the lenders. We are required to ensure that the aforementioned events of default and other events of default, as specified under the various facility documents and agreements entered into by us, are not triggered.

6. ***Penalty:*** Facilities availed by us contain provisions prescribing penalties for delayed payment or delay in submission of documents required under such facility documents, non-creation of security and default in our repayment obligations, which typically ranges from 0.50% to 2.00% of the amounts due and payable.

7. ***Restrictive Covenants:*** Certain borrowing arrangements entered into by us contain restrictive covenants, including covenants restricting certain actions except with the prior approval of the lender. An indicative list of such restrictive covenants is disclosed below.

   (i) lender's unconditional right to revise or cancel the terms of the facility at its sole discretion, without notice and without assigning reasons;

(ii) lender's right to accelerate payments, recall the amount under the facility or cancel the undrawn portion of the sanctioned amount;

(iii) restriction on undertaking certain corporate actions except with the prior approval of the lender, including:

- changes in the capital structure or shareholding pattern of our Company;
- undertaking guarantee obligations on behalf of any third party;
- change in the constitution of our Company;
- change in the management, including the composition of the board of directors of our Company;
- changes in the practice with respect to remuneration of directors by means of ordinary remuneration or commission, scale of sitting fees etc.;
- investment by way of share capital or extending loans or advances or placing deposits with any other entity (including group companies and associate companies);
- declaration of dividend except out of profits relating to the financial year;
- carrying out any change of business; and
- transfer of assets.

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by our Company and our Subsidiaries, and the same may lead to consequences other than those stated above.

8. ***Consequences of Events of Default:*** Upon the occurrence of certain events or otherwise, certain lenders to our Company, as applicable, have the right to:

(i) accelerate the maturity of the loan and declare all amounts due to be payable immediately;

(ii) convert the outstanding part of the facility into equity;

(iii) restrict the issue of any further share capital or change of capital structure in any manner;

(iv) appoint nominee directors;

(v) review the management set-up or organization of our Company and require our Company to restructure as considered necessary by the lender:

(vi) review/revoke the sanction of the loan and in case the loan has already been disbursed, to withhold or cancel disbursement of the balance loan amount and to recall the loan already advanced in certain circumstances;

(vii) impose penal/default interest; and

(viii) enforce the security.

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific borrowing arrangements entered into by our Company or our Subsidiaries.

STOCK MARKET DATA FOR EQUITY SHARES OF OUR COMPANY

The Equity Shares are listed on BSE and NSE. The Equity Shares being issued pursuant to this Offer, have not been listed earlier and will be listed on the Stock Exchanges pursuant to this Offer. For further details, see *"Terms of the Offer"* beginning on page 668. We have received in-principle approvals for listing of the Equity Shares to be issued pursuant to this Offer from BSE and NSE by letters each dated April 8, 2024.

For the purpose of this section, unless otherwise specified:

- Year is a financial year;
- Average price is the average of the daily closing prices of the Equity Shares for the year, or the month, as the case may be;
- High, low and average prices are based on the daily closing prices of the Equity Shares for the year, or the month, as the case may be; and
- In case of two days with the same high/low/closing price, the date with higher volume has been considered.

The high, low and average market prices of the Equity Shares recorded on BSE and NSE during the preceding three financial years and the number of the Equity Shares traded on the days of the high and low prices were recorded are as stated below:

BSE

Year	High (₹)	Date of High	Volume on date of High (No. of Equity Shares)	Low (₹)	Date of low	Volume on date of low (No. of Equity Shares)	Average (₹)
2023	11.20	April 8, 2022	97603134	5.82	March 31, 2023	42284807	8.42
2022	16.43	December 9, 2021	285018133	5.74	August 17, 2021	77210723	10.12
2021	13.62	January 15, 2021	301409134	3.04	April 1, 2020	20998293	9.18

(Source: www.bseindia.com)

NSE

Year	High (₹)	Date of High	Volume on date of High (No. of Equity Shares)	Low (₹)	Date of low	Volume on date of Low (No. of Equity Shares)	Average (₹)
2023	11.20	April 8, 2022	414858819	5.80	March 31, 2023	114439391	8.41
2022	16.40	December 9, 2021	1335327861	5.75	August 17, 2021	197222207	10.12
2021	13.65	January 15, 2021	1224469545	3.05	April 1, 2020	178196632	9.17

(Source: www.nseindia.com)

Monthly high and low prices and trading volumes on the Stock Exchanges for the six months preceding the date of filing of this Red Herring Prospectus are as stated below:

BSE

Month Year	High (₹)	Date of High	Volume on date of High (No. of Equity Shares)	Low (₹)	Date of low	Volume on date of Low (No. of Equity Shares)	Average price for the month (₹)
March 2024	14.56	March 2, 2024	10,167,949	12.39	March 13, 2024	88,220,008	13.50
February 2024	17.55	February 23, 2024	218,671,086	13.65	February 28, 2024	222,757,855	15.20
January 2024	17.15	January 8, 2024	54,305,779	14.36	January 31, 2024	31,239,566	15.65
December 2023	16.02	December 29, 2023	298,985,635	12.84	December 6, 2023	32,723,551	13.52
November 2023	14.55	November 17, 2023	56,240,162	12.78	November 1, 2023	263,960,432	13.71
October 2023	12.01	October 13, 2023	44,115,113	10.73	October 26, 2023	44,075,284	11.48

(Source: www.bseindia.com)

NSE

Month Year	High (₹)	Date of High	Volume on date of High (No. of Equity Shares)	Low (₹)	Date of low	Volume on date of Low (No. of Equity Shares)	Average price for the month (₹)
March 2024	14.55	March 2, 2024	50 170,391	12.40	March 13, 2024	641,919,311	15.50
February 2024	17.55	February 23, 2024	1,783,686,268	13.65	February 25, 2024	1,588,323,107	15.20
January 2024	17.15	January 8, 2024	289,503,212	14.35	January 21, 2024	176,208,047	15.65
December 2023	16.00	December 29, 2023	1,688,819,452	12.85	December 6, 2023	143,223,567	13.52
November 2023	14.55	November 17, 2023	255,833,442	12.80	November 1, 2023	972,052,999	13.70
October 2023	12.00	October 3, 2023	271,979,331	10.75	October 26, 2023	163,742,432	11.47

(Source: www.nseindia.com)

There were total 123 trading days from October 1, 2023 to March 31, 2024. The average daily volume of Equity Shares traded on NSE from October 1, 2023 to March 31, 2024 are 358778141. The average daily volume of Equity Shares traded on BSE from October 1, 2023 to March 31, 2024 are 62461857.

Week-end prices of Equity Shares along with the highest and lowest closing prices on the Stock Exchanges for the last four weeks preceding the date of filing of this Red Herring Prospectus is as stated below:

BSE				
For the week ended on		Closing Price (₹)	High (₹)	Low (₹)
Week 4	April 10, 2024	12.93	13.36	12.91
Week 3	April 3, 2024	13.55	14.02	13.24
Week 2	March 27, 2024*	13.32	13.33	12.83
Week 1	March 20, 2024	12.74	13.17	12.74

(Source: www.bseindia.com)
High and low, prices are closing prices of that, particular week.
** March 23, 24 and 25 were holidays.*

NSE				
For the week ended on		Closing Price (₹)	High (₹)	Low (₹)
Week 4	April 10, 2024	12.95	13.35	12.90
Week 3	April 3, 2024	13.55	14.00	13.25
Week 2	March 27, 2024*	13.30	13.30	12.80
Week 1	March 20, 2024	12.75	13.15	12.75

(Source: www.nseindia.com)
High and low, prices are closing prices of that, particular week.
** March 23, 24 and 25 were holidays.*

The closing market price of the Equity Shares of our Company one Working Day prior to the date of this Red Herring Prospectus i.e. April 10, 2024 was ₹12.93 on BSE and ₹12.95 on NSE. The Offer Price is ₹ [●] per Equity Share and has been arrived at by our Company in consultation with the BRLMs.

Our Board has, pursuant to its resolution dated February 27, 2024, authorised the Offer for an amount aggregating up to ₹200,000 million. The closing price of the Equity Shares on February 28, 2024 *(i.e.,* the next trading day after February 27, 2024) on NSE and BSE was ₹13.65 and ₹13.65, respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our Special Purpose Interim Condensed Consolidated Financial Statements and the Audited Consolidated Financial Statement, as applicable. Ind AS differs in certain material respects from IFRS and US GAAP. See "Risk Factors – External Risk Factors –Significant differences exist between Ind AS and other accounting principles, such as Indian Generally Accepted Accounting Principles, U.S. Generally Accepted Accounting Principles and International Financial Reporting Standards, which may be material to investors' assessments of our financial condition." on page 44.

Our Company's Financial Year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, in this section, references to "we", "us" and "our" are to the Company together with its Subsidiaries and Joint Venture on a consolidated basis.

This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "Forward-looking Statements" and "Risk Factors" on pages 22 and 23, respectively.

Overview

We are the third largest telecommunications service provider in India based on subscriber base (Source: *TRAI Subscription Report*). According to the GSMA Intelligence Database, we are the sixth largest cellular operator globally in terms of number of subscribers in a single country of operations. Through our pan India network, we offer voice, data, enterprise and other value-added services ("**VAS**"), including short messaging services and digital services across 2G, 3G and 4G technologies. We also offer connectivity services to enterprise customers. We hold active licenses for national long distance ("**NLD**"), international long distance ("**ILD**") and internet service provider ("**ISP**"), and registration for infrastructure provider ("**IP-1**") services. We carry inter-service area voice traffic and incoming and outgoing international voice traffic on our network, which is facilitated through interconnections with our active licenses.

For the quarter ended December 31, 2023, our applicable gross revenue ("**ApGR**") market share was 17.79% of the Indian mobile telecommunications services industry (as derived from TRAI Financial Data for the quarter ended December 31, 2023). As of December 31, 2023, we had over 223.0 million subscribers and a subscriber market share of 19.3% (Source: TRAI Subscription Report dated December 31, 2023). Furthermore, for the quarter ended December 31, 2023, we carried approximately 401 billion voice minutes and approximately 6,004 billion MB of data on our network.

Our promoters are part of the Aditya Birla group and the Vodafone group. The Aditya Birla group is one of the largest business groups in India and a leading global conglomerate. As of March 31, 2023, the Aditya Birla group had a presence in 40 countries across diverse sectors such as cement, metals and mining, mobile telecommunications, fashion retail, financial services, textiles, carbon black, trading, chemicals, renewables, paints, real estate and jewellery retail. During Financial Year 2023, Aditya Birla group's overseas revenues were also derived from operations in North and South America, Europe and Asia (excluding India). The Vodafone group is the largest pan-European and African telecommunications company. As of December 31, 2023, the Vodafone group provides mobile and fixed services to over 300 million customers in 17 countries and has collaborations with mobile networks in 45 other countries. The Vodafone group also has one of the world's largest Internet of Things ("**IoT**") platforms.

As of December 31, 2023, we have an aggregate of 8,005.2 MHz of spectrum holdings across different frequency bands, of which 7,975.2 MHz spectrum is liberalized and can be used towards deployment of any technology (2G, 3G, 4G or 5G). This includes the mid-band 5G spectrum (3300 MHz band) in 17 priority service areas and mmWave 5G spectrum (26 GHz band) in 16 service areas. As of December 31, 2023, we had approximately 183,400 unique tower locations and over 438,900 broadband (3G and 4G) sites, with all our 4G sites enabled for the provision of voice over LTE ("**VoLTE**") services. As of December 31, 2023, our population coverage exceeded 1.2 billion individuals, and our OFC spanned over 298,000 kilometres, combining both our own infrastructure and indefeasible rights of use ("**IRU**") taken (excluding overlaps). Our mobile network also reaches a vast number of communities across more than 487,000 towns and villages in India, with broadband services in more than 342,200 towns and villages, each as of December 31, 2023. Through our robust infrastructure, we carry most of our domestic and international outbound traffic on our own network for optimal efficiency. Additionally, we generate revenue by partnering with other telecommunication companies to carry incoming international traffic to India.

All our services and products are offered under the brand backed by strong brand recall of the Vodafone and Idea brands and cumulatively more than three decades of operations. Our total income for the Financial Year 2023 and nine months ended December 31, 2023 was ₹424,885 million and ₹321,256 million, respectively.

Significant Factors Affecting Our Results of Operations and Financial Condition

Our results of operations and financial condition are affected by a number of factors including:

Competition

Competition in the Indian telecommunications industry is intense and we face significant competition from other telecommunication companies in India such as Bharti Airtel Limited and Reliance Jio Infocomm Limited. We primarily compete for subscribers based on various factors, including service offerings, tariffs, call quality, data use experience, network area and customer service. If we do not compete in these areas effectively, we could experience an increase in our customer churn, a reduction in the usage of our services by our customers, a decrease in our market share, a reduction in tariffs and an increase in our marketing and other expenses. An increase in churn, particularly as competition for existing customers intensifies, could adversely affect our profitability, as it would cause us to experience lower revenue and additional selling costs to replace customers and recapture lost revenue.

We also face competition from internet-based services and social media platforms that allow users to, among other things, make calls (voice and video), send messages, and share media files instantly. As a result of increased competition, we and our competitors have had and may in the future have to offer data and voice services at lower tariff or for free.

In addition, mobile number portability enables subscribers to switch their mobile telecommunications services providers without changing their phone numbers. This service is available across all 22 Service Areas, and has led to greater movement of subscribers among providers of mobile telecommunications services. This could lead to a further increase in our marketing, distribution and administrative costs, slower growth in subscribers and reduced revenues.

Our Spectrum Portfolio in Certain Key Service Areas

In the telecommunications industry, securing spectrum licenses across key service areas is a critical factor for an operator's success. We currently own spectrum licenses in all 22 Service Areas in India. However, our licenses for the 900 MHz spectrum in the West Bengal and Uttar Pradesh (West) Service Areas and the 1,800 MHz spectrum in the West Bengal Service Area are due to expire in 2024. Furthermore, a portion of our 1,800 MHz spectrum in the Bihar, Mumbai, Assam, Himachal Pradesh, Jammu and Kashmir, North East and Orissa Service Areas are due to expire in 2026 and a portion of our 1800 MHz spectrum in the Madhya Pradesh service area is due to expire in 2027. On expiry, we will be required to reacquire spectrum licenses in these Service Areas through an auction process conducted by the Government, which could be at a high price. There continues to be uncertainty as to the fees and costs of the grant and any limitations or other terms that may be imposed upon successful bids. We may be required to pay significant amounts for certain of our spectrum, and we anticipate that we may have to pay entry fees, as well as meet specified network build-out requirements. Any inability to continue to own spectrum in our key Service Areas could have an adverse effect on our business and results of operations.

Regulations and Licenses

The telecom sector in India is dependent on the regulatory environment governing it and is prone to imposition of new regulations and changes in existing regulations. The sector is regulated by the DoT, the Wireless Planning and Coordination Wing ("**WPC**"), and the Telecom Regulatory Authority of India (the "**TRAI**"), among other regulatory bodies.

In order to provide GSM based mobile telecommunications services or 4G or 5G services in a particular Service Area, we are required to hold a valid license and spectrum for such Service Area. Our licenses and spectrum allocations are subject to the terms and conditions contained in the licenses and notice inviting applications for various spectrum auctions. Furthermore, the extensive regulatory structure within which we operate may constrain our flexibility to respond to market conditions, technological developments, competition or changes in our cost structure, which could have an adverse effect on our business and prospects.

Capital Requirements and Availability of Funding

We operate in a capital-intensive industry with relatively long gestation periods. Our funding requirements are primarily for award of licenses, purchase of spectrum, network expansion and network upgrades, the roll-out of new networks following awards of new licenses, spectrum and technological advancements and general corporate purposes. The actual amount and timing of our future capital requirements are dependent on the schedule and estimated costs of establishing, expanding or upgrading our networks, acquisition of licenses and rights and engineering, design and technological changes. To the extent that our capital requirements exceed available resources, we will be required to seek additional debt or equity financing. Additional debt financing could increase our interest expense and may require us to comply with additional restrictive covenants under our financing agreements.

Our ability to obtain additional financing will depend on a number of factors, including our future financial condition, results of operations and cash flows, general market conditions for telecommunications companies and economic, political and other conditions in India. Any inability to obtain sufficient financing could result in the delay or abandonment of our expansion plans, the failure to meet 5G roll-out obligations pursuant to our licenses or our inability to continue to provide appropriate levels of service in all or a portion of our Service Areas. Our ability to finance our capital needs, and secure other financing when needed, on acceptable terms, is a key factor in the operation of our business.

Other Significant Factors

Other significant factors affecting our results of operations and financial condition include:

- new technologies such as 5G which could affect usage behaviour of subscribers and our business model;
- expansion of our networks and refarming our existing spectrum;
- upgrading our customer base from 2G to 4G and 5G technologies;
- churn rates in India;
- changes in operating costs;
- consolidation in the mobile telecommunications industry in India;
- the amount of our outstanding indebtedness and the changes in interest rates in the Indian and international markets;
- exchange rates, in particular between the Rupee (our reporting currency) and the U.S. dollar; and
- political, economic and regulatory changes in India.

Significant Accounting Policies

Significant accounting policies followed for latest period

Revenue from contracts with customers

Revenue is recognised when a customer obtains control of the goods or receive services and thus has the ability to direct the use and obtain the benefits from the goods or services. Revenue is measured at the transaction price i.e. an amount that reflects the consideration, to which an entity expects to be entitled in exchange for transferring goods or services to customers, excluding amounts collected on behalf of third parties. Taxes and duties collected by the seller / service provider are to be deposited with the government and not received by us on our own account. Accordingly, it is excluded from revenue. We evaluate our exposure to significant risks and reward associated with the revenue arrangements in order to determine our position of a principal or an agent in this regard. Consideration payable to a customer includes cash or credit or other items expected to be payable to the customer (or to other parties that purchase the entity's goods or services from the customer). We account for consideration payable to a customer as a reduction from the transaction price unless the payment to the customer is in exchange for a distinct goods or services that the customer transfers to the entity.

i) Revenue from supply of services and sale of goods

Revenue on account of telephony services (post-paid and prepaid categories, roaming, interconnect and long distance services) is recognised on rendering of services. Fixed revenues in the post-paid category are recognised over the period of rendering of services. Processing fees on recharge vouchers in case of prepaid category is recognised over the validity of such voucher.

Revenue from other services (internet services, mobile advertisement, and revenue from toll free services) is recognised on rendering of services. Revenue from sale of handsets, data cards and related accessories is recognised when control of the asset is transferred to the customer, generally on delivery of the equipment. Revenue from passive infrastructure is recognised on rendering of services.

If the consideration in a contract includes a variable amount, we estimate the amount of consideration to which we will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Multiple element contracts:

Bundle packages that include multiple elements, at the inception of the arrangement, we determine whether it is necessary to separate the separately identifiable elements and apply the corresponding revenue recognition policy to each elements. Total package revenue is allocated among the identified elements based on their relative standalone price.

ii) Unbilled income

Unbilled income is the right to consideration in exchange for goods or services transferred to the customer. If we perform our obligations by transferring goods or services to a customer before the same is invoiced to the customer, unbilled income is recognised for the earned consideration that is conditional on satisfaction of performance obligation.

iii) Trade receivables

A receivable represents our right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

iv) Advance from customer and deferred revenue

Advance from customer and deferred revenue is the obligation to transfer goods or services to a customer for which we have received consideration from the customer. If a customer pays consideration before we transfer goods or services to the customer, a contract liability is recognised when the payment is made. Advance from customer and deferred revenue is recognised as revenue when we fulfil our performance obligations under the contract.

v) Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to us and the amount of income can be measured reliably. Interest income is recorded using the applicable effective interest rate (EIR), which is the rate that exactly discounts estimated future cash receipts over the expected life of the financial asset to that asset's net carrying amount on initial recognition.

vi) Dividends

Dividend income is recognised when our right to receive the payment is established.

vii) Cost to obtain a contract

We pay sales commission to our channel partners for each contract that they obtain and incur customer verification expenses. Such costs are deferred over the average expected customer life-cycle provided the estimated average customer life-cycle is higher than twelve months. We re-estimate the average customer life cycle on a periodic basis.

Leases

We assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

We apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. We recognise lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. Our lease asset classes primarily consist of leases for passive infrastructure for cell sites and immovable properties.

i) Right-of-use assets

We recognise right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.
Right-of-use assets are depreciated on a straight-line basis over the lease term.
If ownership of the leased asset transfers to us at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment

ii) Lease liabilities

At the commencement date of the lease, we recognise lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by us and payments of penalties for terminating the lease, if the lease term reflects us exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, we use our incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification i.e. a change in the lease term or a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. The re-measurement of lease liability is done by discounting the revised lease payments using our incremental borrowing rate at the effective date of modification.

iii) Short-term leases and leases of low-value assets

We apply the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). We also apply the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

i) Finance lease

Amounts due from lessees under finance leases are recognised as receivables at the amount of our net investment in the leases. Finance lease income is allocated to accounting period so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

ii) Operating lease

Rental income from operating lease is recognised on a straight line basis over the lease term unless payments to us are structured to increase in line with expected general inflation to compensate for our expected inflationary cost increase; such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term. Contingent rents are recognised as income in the period in which they are earned.

We enter into agreements which entitle our customers the right to use of specified capacity of dark fibre / bandwidth capacity for a specific period of time. Under such arrangements, the rights to use the specified assets are given for a substantial part of the estimated useful life of such assets. The contracted price received upfront in advance is treated as deferred revenue and is recognised on a straight line basis over the agreement period.

Employee Benefits

i) Defined Contribution Plan

Contributions to provident and other funds are funded with the appropriate authorities and charged to the consolidated statement of profit and loss when the employees have rendered service entitling them to the contributions.

Contributions to Superannuation are funded with the Life Insurance Corporation of India and charged to the consolidated statement of profit and loss when the employees have rendered service entitling them to the contributions.

We have no obligation other than contribution payable to these funds.

ii) Defined Benefit Plan

We have a defined benefit gratuity plan which is a combination of funded plan and unfunded plan. In case of funded plan, we make contribution to a separately administered fund with the insurance companies. We do not fully fund the liability and maintain a target level of funding to be maintained over a period of time based on estimation of the payments. Any deficit in plan assets managed by Insurance companies as compared to the liability based on an independent actuarial valuation is recognised as a liability. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method, with actuarial valuations being carried out at periodic intervals.

Re-measurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the consolidated balance sheet with a corresponding charge or credit to other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to consolidated statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. We recognise the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs; and
- Net interest expense or income

iii) Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of salaries, wages, long term incentive plan (LTIP) and other short term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Provision for leave benefits to employees is based on actuarial valuation done by projected unit credit method at the reporting date. The related re-measurements are recognised in the consolidated statement of profit and loss in the period in which they arise.

iv) Share-based payments

Equity-settled share-based payments to employees for options granted by us to our employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity settled share-based payments is expensed over the period in which the performance or service conditions are fulfilled, based on our estimate of stock options that will eventually vest, with a corresponding increase in equity. The fair value of the cash settled share-based payments is expensed on a straight line basis over the vesting period, based on our estimate of stock option that will eventually vest, with a corresponding increase in liability. At the end of each reporting period, the we revise our estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the consolidated statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve or liability as applicable.

In respect of cancellation of unvested stock options, the amount already charged as share based payment expense is reversed under the same head in the consolidated statement of profit and loss. In respect of cancellation/expiration of vested stock options, the amount already charged as share based payment expense is adjusted against retained earnings in other equity.

In respect of modification such as re-pricing of existing stock option, the difference in fair value of the option on the date of re-pricing is accounted for as share based payment expense over the remaining vesting period.

Annual Revenue Share License Fees and Spectrum Usage Charges

The variable license fees and annual spectrum usage charges, computed basis of adjusted gross revenue, are charged to the consolidated statement of profit and loss in the period in which the related revenue arises as per the license agreement of the licensed service area at prescribed rate.

Foreign Currency Transactions

Our financial statements are presented in Indian Rupees (₹) which is also the our functional currency.

Transactions in foreign currencies are initially recorded at the Indian rupee spot rate on the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised on net basis within finance cost in the consolidated statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recognised using the exchange rates at the dates of the initial transactions.

Exceptional Items

Items of income or expense which are non-recurring or outside of the ordinary course of business and are of such size, nature or incidence that their separate disclosure is considered necessary to explain our performance is disclosed as exceptional items in the consolidated statement of profit and loss.

Taxes

Income tax expense represents the sum of current tax and deferred tax.

i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax is based on the taxable income and calculated using the applicable tax rates and tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the differences will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at the end of each reporting date and are recognised to the extent it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation statute.

Current / Non – Current Classification

An asset is classified as current when:

a) It is expected to be realized or consumed in the respective company’s normal operating cycle;

b) It is held primarily for the purpose of trading;

c) It is expected to be realized within twelve months after the reporting period; or

d) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Any asset not conforming to the above is classified as non-current.

A liability is classified as current when:

a) It is expected to be settled in the normal operating cycle of the respective companies;

b) It is held primarily for the purposes of trading;

c) It is expected to be settled within twelve months after the reporting period; or

d) The respective companies have no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Any liability not conforming to the above is classified as non-current.

Property, Plant and Equipment

Property, Plant and Equipment (PPE) and capital work in progress ("**CWIP**") held for use in the rendering of services and supply of goods, or for administrative purposes, are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of property, plant and equipment, non-refundable duties and borrowing cost relating to qualifying assets. CWIP represents cost of property, plant and equipment not ready for intended use as on the reporting date. When significant parts of plant and equipment are required to be replaced at intervals, we depreciate them separately based on their specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us and the cost can be measured reliably. All other repair and maintenance costs are recognised in the consolidated statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Freehold land is not depreciated. Depreciation on all other assets under PPE commences once such assets are available for use in the intended condition and location. Depreciation is provided using straight-line method on pro rata basis over their estimated useful economic lives as given below. The useful life is taken as prescribed in Schedule II to the Companies Act, 2013 except where the estimated useful economic life has been assessed to be lower.

Asset Retirement Obligation ("ARO") is capitalized when it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. ARO is measured based on present value of expected cost to settle the obligation.

Particulars	Estimated useful life (in years)
Buildings	25 to 30
Leasehold Improvements	Period of lease or 10 years whichever is lower
Plant Machinery	
Network Equipments	7 to 9
Optical Fibre	15
Other Plant and Equipment	2 to 5
Computers and Servers	3 to 5
Furniture and Fixtures	5 to 10
Office Equipments	3 to 5
Vehicles	2 to 5
ROU Assets	
Land & Building	Over the period of Lease
Cell Sites	Over the period of Lease
Bandwith (IRU)	Over the period of Lease
Others	3 to 5

An item of property, plant and equipment and any significant part which meets the criteria for asset held for sale will be reclassified from property, plant and equipment to asset held for sale. When any significant part of property, plant and equipment is discarded or replaced, the carrying value of discarded / replaced part is derecognized. Any gains or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of profit and loss on the date of retirement or disposal.

Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by us is classified as investment property.

Investment properties are measured initially at their cost including transaction cost. Investment properties are subsequently measured at historical cost less accumulated depreciation and impairment loss.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the carrying value at the date of change in use. If owner-occupied property becomes an investment property, we account for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in consolidated statement of profit and loss in the period of derecognition.

Depreciation is charged so as to write off the cost of investment properties using the straight-line method, over the leasehold period or estimated useful lives, whichever is lower.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles are not capitalised and the related expenditure is reflected in the consolidated statement of profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life. The amortisation period, residual value and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets are amortised on straight line method as under:

- Cost of spectrum is amortised on straight line method from the date when the related network is ready for intended use over the unexpired period of the spectrum.

- Cost of entry/license fees is amortised on straight line method from the date of launch of circle/ renewal of license over the unexpired period of the license.

- Software, which is not an integral part of hardware, is treated as an intangible asset and is amortised over its useful economic life as estimated by the management between 3 to 5 years.

- Brand - Separately acquired brand is shown at historical cost. Subsequently brand is carried at cost less accumulated amortisation and impairment loss, if any. We amortise brand using the straight line method over the estimated useful life of 8 years.

Cost of Intangible assets under development represents cost of intangible assets not ready for intended use as on the reporting date. It includes the amount of spectrum allotted to us and related borrowing costs (that are directly attributable to the acquisition or construction of qualifying assets) if any, for which network is not yet ready.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss when the asset is derecognised.

Non – Current Assets Held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and its sale is highly probable. The sale is considered highly probable only when the asset or disposal groups is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and the sale is expected to be completed within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. These are not depreciated or amortised once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the consolidated balance sheet.

Non-current assets that ceases to be classified as held for sale are measured at lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

Impairment of Non – Financial Assets

Tangible (including RoU Assets) and Intangible assets are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, we estimate the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, an appropriate valuation model is used. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, an impairment loss is recognised in the consolidated statement of profit and loss by reducing the carrying amount of the asset (or cash generating unit) to its recoverable amount.

For assets excluding goodwill, impairment losses recognized in the earlier periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. If such indication exists, we estimate the asset's (or cash generating unit's) recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in estimates used to determine the assets' recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had such impairment loss not been recognised for the asset (or cash generating unit) in prior years. Any reversal of an impairment loss is recognised immediately in the consolidated statement of profit and loss.

Investment in Associates and Joint Arrangements

Investments in joint arrangements are classified as either joint operations or joint venture. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Associates are all entities over which we have significant influence but not control or joint control.

Significant influence is the power to participate in the financial and operating policy decisions of the investee.

Investments in joint venture and associates are initially recognised at cost and subsequently accounted for using the equity method of accounting in the consolidated financial statements as per Ind AS 28 – Investments in Associates and Joint Venture.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognize our share of the post-acquisition profits or losses of the investee in the consolidated statement of profit and loss and our share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint venture are recognised as a reduction in the carrying amount of the investment.

When our share of losses in an equity-accounted investee equals or exceeds our interest in the entity, including any other unsecured long-term receivables, we do not recognize further losses, unless we have incurred legal or constructive obligations or made payments on behalf of the equity-accounted investee. If the equity-accounted investee subsequently reports profits, we resume recognizing our share of those profits only after our share of profits equals the share of losses not recognised.

Unrealized gains on transactions between us and our associate and joint venture are eliminated to the extent of our interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by us.

The entire carrying amount of the investment (including goodwill) is tested for impairment if there is objective evidence indicating impairment. Impairment is tested in accordance with Ind AS 36 – Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any reversal of the impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

Borrowing Costs

Borrowing Costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Cash and Cash Equivalents

Cash and cash equivalents in the consolidated balance sheet comprise of cash at bank and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of consolidated cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of our cash management.

Financial Instruments

Initial recognition and measurement

Financial Instruments (assets and liabilities) are recognised when we become a party to a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than those designated as fair value through profit or loss (FVTPL), are added to or deducted from the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the consolidated statement of profit and loss.

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Financial assets

All regular way purchase or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets:

a) Financial assets measured at amortised cost;

b) Financial assets measured at fair value through profit or loss (FVTPL); and

c) Financial assets measured at fair value through other comprehensive income (FVTOCI) – we do not have any assets classified as FVTOCI.

I. Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- Contractual terms of the instruments give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method. Effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.

The effective interest rate amortisation is included in other income in the consolidated statement of profit and loss. The losses arising from impairment are recognised in the consolidated statement of profit and loss. This category generally applies to trade and other receivables, and loans.

II. Financial assets measured at FVTPL

FVTPL is a residual category for financial assets in the nature of debt instruments. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the consolidated statement of profit and loss. This category also includes derivative financial instruments entered into by us that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

a) The rights to receive cash flows from the asset have expired, or

b) We have transferred our rights to receive cash flows from the asset or have assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either:

- we have transferred substantially all the risks and rewards of the asset, or
- we have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, we apply the expected credit loss model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Debt instruments measured at amortised cost e.g., loans and bank deposits

b) Trade receivables

c) Other financial assets not designated as FVTPL.

For recognition of impairment loss on other financial assets and risk exposure, we determine whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to us in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

We follow a 'simplified approach' for recognition of impairment loss allowance on trade receivables (including lease receivables). The application of simplified approach does not require us to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For the purpose of measuring the expected credit loss for trade receivables, we estimate irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively depending on their significance. Individual trade receivables are written off when management deems them not to be collectible on assessment of facts and circumstances.

Financial liabilities

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the EIR method or at FVTPL.

I. Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the consolidated statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit and loss.

II. Financial liabilities at FVTPL

Financial liabilities are classified as FVTPL when the financial liabilities are held for trading or are designated as FVTPL on initial recognition. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by us that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. In case, an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.

Derivative financial instruments

We use derivative financial instruments, such as forward currency contracts and interest rate swaps, to manage our foreign currency risks and interest rate risks, respectively. These derivative instruments are not designated as cash flow, fair value or net investment hedges and are entered into for period consistent with currency and interest exposures. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the consolidated statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative instrument. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, we do not separate embedded derivatives. Rather, we apply the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

Fair Value Measurement

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

We use valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, we determine whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) (a) on the date of the event or change in circumstances that caused the transfer or (b) at the end of each reporting period or (c) at the beginning of each reporting period.

Dividend Distribution to Equity Holders

Dividends paid / payable along with applicable taxes are recognised when it is approved by the shareholders. In case of interim dividend, it is recognised when it is approved by the Board of Directors and distribution is no longer at our discretion. A corresponding amount is accordingly recognised directly in equity.

Earnings per Share

The earnings considered in ascertaining our earnings per share (EPS) is the net profit/ (loss) after tax. EPS is disclosed on basic and diluted basis. Basic EPS is computed by dividing the profit / (loss) for the period attributable to our shareholders by the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

Provisions and Contingent Liabilities

Provisions are recognised when we have a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the consolidated statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

i) Asset Retirement Obligation (ARO)

ARO is provided for those lease arrangements where we have a binding obligation to restore the said location / premises at the end of the period in a condition similar to inception of the arrangement. The restoration and decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the Consolidated statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

ii) Contingent Liabilities

A contingent liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent assets are not recognised.

iii) Onerous Contract

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that we cannot avoid because we have the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

If we have a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, we recognise any impairment loss that has occurred on assets dedicated to that contract.

Business Combinations

Business combinations are accounted for using Ind AS 103 'Business Combination'. Acquisitions of businesses are accounted for using the acquisition method unless the transaction is between entities under common control.

Acquisition related costs are recognized in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognized at their respective fair value at the acquisition date, except certain assets and liabilities required to be measured as per applicable standards.

Purchase consideration in excess of our interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Excess of our interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration, after reassessment of fair value of net assets acquired, is recognised as capital reserve.

Business combinations arising from transfer of interests in entities that are under common control and entities which results in formation of joint venture, where one of the combining entities does not obtain control of the other combining entity or entities, accounted using pooling of interest method wherein, assets and liabilities of the combining entities are reflected at their carrying value. No adjustment is made to reflect fair values, or recognize any new assets or liabilities other than those required to harmonise accounting policies. The identity of the reserves is preserved and appears in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor.

Segment Information

The chief operating decision maker primarily focusses on mobility business in making decisions on operating matters and on allocating resources in evaluating performance. Accordingly, we operate only in one reportable segment i.e. mobility, and no separate disclosure is required for this segment.

Components of Income and Expenses

Components of our revenue and expenses are set forth below.

Income

Our total income comprises revenue from operations and other income.

Revenue from operations. Revenue from operations comprises of telecommunication services (mobile and fixed line data), sale of trading goods and other operating income.

Other income. Other income comprises of interest income, gain on mutual funds and other income.

Expenses

Our expenses consist of cost of trading goods, employee benefit expenses, network expenses and IT outsourcing costs, license fees and spectrum usage charges, roaming and access charges, subscriber acquisition and servicing expenditure, advertisement, business promotion expenditure and content cost and other expenses.

Cost of Trading Goods: Cost of trading goods relates to the cost of handsets, tablets, data cards and related accessories sold by us.

Employee Benefit Expenses: Employee benefit expenses comprise of salaries and allowances, staff welfare expenses, contribution to provident, gratuity and other funds, employee share-based payments and recruitment and training-related expenses.

Network Expenses and IT Outsourcing Costs: Network expenses and IT outsourcing costs consist of expenses incurred in operating and maintaining our network, particularly security service charges, power and fuel, including electricity and diesel costs, annual maintenance charges for networks, network related insurance, and other network operating expenses. Leased line and connectivity charges consist of payments to leased line owners for the use of their network for dedicated communication services.

License Fees and Spectrum Usage Charges: License fees are calculated as a percentage of our adjusted gross revenue, and at a pre-determined rate prescribed by the DoT. Spectrum usage charges relate to payments made to the DoT for the use of the allotted frequency of spectrum for operating our mobile network.

Roaming and Access Charges: Roaming and access charges include charges payable to other operators, including long distance operators, for our subscribers accessing the networks of the other telecom operators, and termination charges.

Advertisement, Business Promotion Expenditure and Content Cost: Advertising and business promotion expenses relate to brand and product advertising, corporate campaigns and business promotions expenses. Content cost relates to the fixed or variable costs paid to our content partners.

Subscriber Acquisition and Servicing Expenditure: Subscriber acquisition and servicing expenditure includes the cost of sim cards and recharge vouchers, commission payable to dealers including amortization of contract assets and, customer verification expenses. Servicing expenditure includes collection, tele calling and servicing expenses and expenses incurred towards customer retention and customer loyalty.

Other Expenses: Other expenses consist primarily of expenses incurred towards allowances for doubtful debts and advances, travelling and conveyance, repairs and maintenance of building and others, legal and professional charges, support service charges, rates and taxes and electricity used in offices.

Finance Costs: Finance costs comprise interest payments made in relation to our borrowings and deferred payment liability towards spectrum and AGR dues, interest on accrual towards one time spectrum charges (OTSC), interest on delayed payments and litigations, exchange difference (net) on foreign currency exposure and gain/loss on derivatives (including fair value changes on derivatives).

Depreciation: Depreciation costs relate to the depreciation of our property, plant and equipment (including ROU assets).

Amortization of Intangible Assets: Amortization expenses are incurred on intangible assets such as entry and license fees and spectrum, brand and computer software.

Our Results of Operations

The following table sets forth, for the nine months ended December 31, 2023 and December 31, 2022, certain items from our Special Purpose Interim Condensed Consolidated Financial Statements, and also stated as a percentage of our total income:

Particulars	**Nine months period ended December 31, 2023**		**Nine months period ended December 31, 2022[1]**	
	(₹ in million)	**(% of total income)**	**(₹ in million)**	**(% of total income)**
Particulars				
Income				
Service revenue	319,812	99.6	316,274	99.3
Sale of trading goods	172	0.0	57	0.0
Other operating income	465	0.1	122	0.0
Revenue from operations	**320,449**	**99.7**	**316,453**	**99.3**
Other income	807	0.3	2,175	0.7
Total income	**321,256**	**100.0**	**318,628**	**100.0**
Expenses				
Cost of trading goods	152	0.0	50	0.0
Employee benefit expenses	15,783	4.9	13,815	4.3
Network expenses and IT outsourcing cost	74,456	23.2	76,760	24.1
License fees and spectrum usage charges	27,682	8.6	30,969	9.7
Roaming and access charges	30,553	9.5	28,297	8.9
Subscriber acquisition and servicing expenditure	32,005	10.0	26,356	8.3

Particulars	Nine months period ended December 31, 2023		Nine months period ended December 31, 2022[1]	
	(₹ in million)	(% of total income)	(₹ in million)	(% of total income)
Advertisement, business promotion expenditure and content cost	4,715	1.5	7,337	2.3
Other expenses	7,201	2.2	6,802	2.1
Total expenses	**192,547**	**59.9**	**190,386**	**59.8**
Profit / (Loss) before finance costs, depreciation, amortisation, share of net profit / (loss) of joint venture, exceptional items and tax	**128,709**	40.1	**128,242**	40.2
Finance costs	194,852	60.7	185,910	58.3
Depreciation	102,870	32.0	107,939	33.9
Amortisation	65,952	20.5	65,521	20.6
Profit / (Loss) before share of profit / (loss) of joint venture, exceptional items and tax	**(234,965)**	**(73.1)**	**(231,128)**	**(72.5)**
Add : Share in profit /(loss) of joint venture	(29)	(0.0)	5	0.0
Profit / (Loss) before exceptional items and tax	**(234,994)**	**(73.1)**	**(231,123)**	**(72.5)**
Exceptional items	7,555	2.4	7,555	2.4
Profit / (Loss) before tax	**(227,439)**	**(70.8)**	**(223,568)**	**(70.2)**
Tax expense:				
- Current tax	8,206	2.6	8,353	2.6
- Deferred tax	(7)	(0.0)	(51)	(0.0)
Profit / (Loss) after tax	**(235,638)**	**(73.3)**	**(231,870)**	**(72.8)**

[1] *Includes the impact of certain adjusting events affecting our financial statements for the nine months ended December 31, 2022*

On February 14, 2023, we declared our results, i.e., the statement of unaudited consolidated financial results for the quarter and nine month period ended December 31, 2022, which were filed with the stock exchanges as required under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In connection with this Red Herring Prospectus, we prepared unaudited special purpose interim condensed consolidated financial statements for the nine months ended December 31, 2022, which were approved by our Board on April 4, 2024 and which included the following two adjusting events as per the requirements of Ind AS – 10 'Events after the Reporting Period'. These adjusting events happened post the year ended March 31, 2023 and the impact of these are already reflected in the interim consolidated condensed financial statements as of and for the nine months ended December 31, 2023, the net adjustment in loss after tax and comprehensive loss of ₹3,048 million has been included in the special purpose interim condensed financial statements of December 31, 2022 resulting in an increased loss for the nine months ended December 31, 2022, a consequential adjustment of this in the profit & loss statement for the nine months ended December 31, 2023 was not required as these financial statements were prepared in accordance with the requirements of Indian Accounting Standard 34 (IND AS 34) Interim Financial Reporting.

i. On October 16, 2023, the Supreme Court of India ruled that the tax treatment of the annual revenue share license fee ("**RSLF**") paid by telecommunication license holders in India to the Department of Telecommunications, Government of India ("**DoT**") needed to be similar to the tax treatment as applicable for the upfront fee payable at the time of acquisition of such a license (the "**RSLF 2023 Supreme Court Judgment**").

   For taxation purposes, the RSLF amount reflected in the profit and loss was being claimed as a period expense. However, following the RSLF 2023 Supreme Court Judgement, we were required to recompute the tax treatment of RSLF on a staggered basis for the term for all telecom licenses held by us. While this does not result in any permanent tax disallowance, this will however result in a lower taxable deduction during the initial period of the license and a higher taxable deduction during the latter period of the license.

   Over the years, we have acquired several telecommunication licenses from the DoT and also acquired other telecommunication companies that held active telecommunication licenses from the DoT, which have been merged into our Company. Based on an initial evaluation of the RSLF 2023 Supreme Court Judgment and after considering the allowable tax deductions, in the special purpose interim condensed consolidated statement of profit and loss for the nine months ended December 31, 2022, on a best estimate basis, we have created a tax provision aggregating to ₹8,220 million and recorded interest aggregating to ₹2,383, million under Current Tax and Finance Costs, respectively. Considering carry forward of tax losses, the higher deductions in future periods do not meet the criteria for the recognition of deferred tax assets under Ind AS – 12 – Income Taxes.

ii. On July 23, 2018, we paid the DoT, an amount aggregating to ₹39,263 million, under protest, towards the differential amount of entry fees paid and as the market determined price for the 4.4 Mhz spectrum. Thereafter, we filed a petition with Telecom Disputes Settlement and Appellate Tribunal ("**TDSAT**") disputing a payment aggregating to ₹13,636 million as an excess amount calculated by the DoT. After carrying out a probability assessment of ultimate outflow, we capitalised ₹39,263 million, paid under protest, along with the respective license and amortised substantially over the balance life of the respective license. On December 15, 2023, in a ruling by the TDSAT, the DoT was directed to adjust an amount aggregating to ₹7,555 million, which has been recognised as an Exceptional Item in the special purpose interim condensed consolidated statement of profit and loss account for the nine months period ended December 31, 2022.

The following table sets forth, for the Financial Years 2023, 2022 and 2021, certain items from our Audited Consolidated Financial Statement, and also stated as a percentage of our total income:

Particulars	**Financial Year**					
	2023		**2022**		**2021**	
	(₹ in million)	**(% of total income)**	**(₹in million)**	**(% of total income)**	**(₹in million)**	**(% of total income)**
Particulars						
Income						
Service revenue	421,339	99.2	384,895	99.6	419,331	99.5
Sale of trading goods	87	0.0	89	0.0	51	0.0
Other operating income	346	0.1	171	0.0	140	0.0
Revenue from operations	**421,772**	**99.3**	**385,155**	**99.7**	**419,522**	**99.6**
Other income	3,113	0.7	1,294	0.3	1,742	0.4
Total income	**424,885**	**100.0**	**386,449**	**100.0**	**421,264**	**100.0**
Expenses						
Cost of trading goods	78	0.0	70	0.0	30	0.0
Employee benefit expenses	18,663	4.4	17,351	4.5	20,300	4.8
Network expenses and IT outsourcing cost	100,783	23.7	98,182	25.4	95,938	22.8
License fees and spectrum usage charges	40,021	9.4	41,988	10.9	41,295	9.8
Roaming and access charges	38,991	9.2	29,155	7.5	52,906	12.6
Subscriber acquisition and servicing expenditure	36,780	8.7	19,711	5.1	17,677	4.2
Advertisement, business promotion expenditure and content cost	9,412	2.2	9,791	2.5	7,875	1.9
Other expenses	8,874	2.1	8,546	2.2	14,044	3.3
Total expenses	**253,602**	**59.7**	**224,794**	**58.2**	**250,065**	**59.4**
Profit / (Loss) before finance costs, depreciation, amortisation, share of net profit / (loss) of joint venture, exceptional items and tax	**171,283**	**40.3**	**161,655**	**41.8**	**171,199**	**40.6**
Finance costs	233,543	55.0	209,808	54.3	179,981	42.7
Depreciation	142,584	33.6	146,569	37.9	145,013	34.4
Amortisation	87,913	20.7	89,274	23.1	91,372	21.7
Profit / (Loss) before share of profit /(loss) of joint venture, exceptional items and tax	**(292,757)**	**(68.9)**	**(283,996)**	**(73.5)**	**(245,167)**	**(58.2)**
Add : Share in profit /(loss) of joint venture	5	0.0	12	0.0	2,314	0.5
Profit / (Loss) before exceptional items and tax	**(292,752)**	**(68.9)**	**(283,984)**	**(73.5)**	**(242,853)**	**(57.6)**
Exceptional items (net)	(224)	(0.1)	1,643	0.4	(199,681)	(47.4)
Profit / (Loss) before tax	**(292,976)**	**(69.0)**	**(282,341)**	**(73.1)**	**(442,534)**	**(105.0)**
Tax expense:						
Current tax	115	0.0	173	0.0	(180)	(0.0)
Deferred tax	(80)	(0.0)	(60)	(0.0)	(23)	(0.0)
Profit / (Loss) after tax for the year	**(293,011)**	**(69.0)**	**(282,454)**	**(73.1)**	**(442,331)**	**(105.0)**

Nine Months Ended December 31, 2023 as compared to the Nine Months Ended December 31, 2022

Income

Total Income. Total income increased by 0.8% to ₹321,256 million for the nine months ended December 31, 2023 from ₹318,628 million for the nine months ended December 31, 2022, primarily due to an increase in our revenue from operations for this period.

Revenue from Operations. Revenue from operations for the nine months ended December 31, 2023 increased by 1.3% to ₹320,449 million for the nine months ended December 31, 2023 as compared to ₹316,453 million for the nine months ended December 31, 2022. This was primarily due to an improved subscriber mix and 4G subscriber additions.

Other Income. Other income comprising of interest income and gain on investments in mutual funds decreased by 62.9% to ₹807 million for the nine months ended December 31, 2023 as compared to ₹2,175 million for the nine months ended December 31, 2022. This was primarily on account of decrease in interest income by ₹1,431 million.

Expenses

Total expenses for the nine months ended December 31, 2023 increased by 1.1% to ₹192,547 million for the nine months ended December 31, 2023 from ₹190,386 million for the nine months ended December 31, 2022.

Cost of Trading Goods: Cost of trading goods increased to ₹152 million for the nine months ended December 31, 2023 from ₹50 million for the nine months ended December 31, 2022, primarily due to an increase in volume of data cards sold during this period.

Employee Benefit Expenses: Employee benefit expenses increased by 14.2% to ₹15,783 million for the nine months ended December 31, 2023 from ₹13,815 million for the nine months ended December 31, 2022, primarily due to increments of salary during this period.

Network Expenses and IT Outsourcing Cost: Network expenses and IT outsourcing cost decreased by 3.0% to ₹74,456 million for the nine months ended December 31, 2023 from ₹76,760 million for the nine months ended December 31, 2022, primarily due to a decrease in power and fuel expenses, repairs and maintenance - plant and machinery expenses and other networking expenses.

License Fees and Spectrum Usage Charges: License fees and spectrum usage charges decreased by 10.6% to ₹27,682 million for the nine months ended December 31, 2023 from ₹30,969 million for the nine months ended December 31, 2022, primarily on account of a decrease in SUC rates due to spectrum acquisition done in August 2022.

Roaming and Access Charges: Roaming and Access Charges increased by 8.0% to ₹30,553 million for the nine months ended December 31, 2023 from ₹28,297 million for the nine months ended December 31, 2022, primarily on account of increase in access charges including international termination charges.

Subscriber Acquisition and Servicing Expenditure: Subscriber acquisition and servicing expenditure increased by 21.4% to ₹32,005 million for the nine months ended December 31, 2023 from ₹26,356 million for the nine months ended December 31, 2022, primarily on account of higher amortization of contract cost based on assessment of customer life cycle .

Advertisement, Business Promotion Expenditure and Content Cost: Advertisement, business promotion expenditure and content cost decreased by 35.7% to ₹4,715 million for the nine months ended December 31, 2023 from ₹7,337 million for the nine months ended December 31, 2022, primarily due to a decrease in content cost during this period.

Other Expenses: Other expenses increased by 5.9% to ₹7,201 million for the nine months ended December 31, 2023 from ₹6,802 million for the nine months ended December 31, 2022 primarily due to higher travel and conveyance cost and provision for doubtful debts and advances.

Finance Costs: Finance costs increased by 4.8% to ₹194,852 million for the nine months ended December 31, 2023 from ₹185,910 million for the nine months ended December 31, 2022, primarily due to increase in interest on deferred payment obligation towards spectrum and interest on accrual towards one time spectrum charges (OTSC).

Depreciation: Depreciation charges decreased by 4.7% to ₹102,870 million for the nine months ended December 31, 2023 from ₹107,939 million for the nine months ended December 31, 2022.

Amortisation: Amortisation charges increased by 0.7% to ₹65,952 million for the nine months ended December 31, 2023 from ₹65,521 million for the nine months ended December 31, 2022.

Exceptional Items: Exceptional items for the nine months ended December 31, 2023 represents a gain of ₹7,555 million arising out of the Telecom Disputes Settlement and Appellate Tribunal ruling and accepted by the Department of Telecommunications.

Profit/(Loss): Our loss before tax for the nine months ended December 31, 2023 was ₹227,439 million as compared to a loss before tax of ₹223,568 million for the nine months ended December 31, 2022. Our loss after tax for the nine months ended December 31, 2023 was ₹235,638 million as compared to a loss after tax of ₹231,870 million for the nine months ended December 31, 2022.

Financial Year 2023 as compared to Financial Year 2022

Income

Total Income: Total income increased by 9.9% to ₹424,885 million for the Financial Year 2023 from ₹386,449 million for the Financial Year 2022, primarily due to an increase in our revenue from operations.

Revenue from Operations: Revenue from operations increased by 9.5% to ₹421,772 million for the Financial Year 2023 from ₹385,155 million for Financial Year 2022, primarily due to an increase in prepaid tariff rates and additional 4G subscribers during the financial year.

Other Income: Other income increased significantly to ₹3,113 million for the Financial Year 2023 from ₹1,294 million for the Financial Year 2022, primarily due to an increase in interest income by ₹1,594 million, gain on mutual funds by ₹110 million and increase in other income by ₹115 million.

Expenses

Total expenses increased by 12.8% to ₹253,602 million for the Financial Year 2023 from ₹224,794 million for the Financial Year 2022.

Cost of Trading Goods: Cost of trading goods increased by 11.4% to ₹78 million for the Financial Year 2023 from ₹70 million for the Financial Year 2022, primarily due to an increase in volume of data cards and handsets sold.

*Employee Benefit Expenses***:** Employee benefit expenses increased by 7.6% to ₹18,663 million for the Financial Year 2023 from ₹17,351 million for the Financial Year 2022, primarily due to increments in salary.

Network Expense and IT Outsourcing Cost: Network expenses and IT outsourcing cost increased by 2.6% to ₹100,783 million for the Financial Year 2023 from ₹98,182 million for the Financial Year 2022, primarily due to an increase in power and fuel expenses, repairs and maintenance – plant and machinery expenses and IT outsourcing cost to ₹57,667 million, ₹28,153 million and ₹7,536 million, respectively, for the Financial Year 2023 from ₹56,579 million, ₹26,969 million and ₹6,939 million, respectively, for the Financial Year, 2022.

License Fees and Spectrum Usage Charges: License fees and spectrum usage charges decreased by 4.7% to ₹40,021 million for the Financial Year 2023 from ₹41,988 million for the Financial Year 2022, primarily as a result of a decrease in SUC rates on account of acquisition of spectrum in August 2022.

Roaming and Access Charges: Roaming and access charges increased by 33.7% to ₹38,991 million for the Financial Year 2023 from ₹29,155 million for the Financial Year 2022, primarily as a result of an increase in access charges.

Subscriber Acquisition and Servicing Expenditure: Subscriber acquisition and servicing expenditure increased by 86.6% to ₹36,780 million during Financial Year 2023 from ₹19,711 million during Financial Year 2022, primarily due to higher amortization of cost capitalized.

Advertisement, Business Promotion Expenditure and Content Cost: Advertisement, business promotion expenditure and content cost decreased by 3.9% to ₹9,412 million during Financial Year 2023 from ₹9,791 million during Financial Year 2022, primarily due to a decrease in advertisement and business promotion expenditure during the financial year.

Other Expenses: Other expenses increased by 3.8% to ₹8,874 million during Financial Year 2023 from ₹8,546 million for Financial Year 2022, primarily due to higher travel and conveyance cost and increase in support service charges offset by lower provision for doubtful debts and advances during the financial year.

Finance Costs: Finance Costs increased by 11.3% to ₹233,543 million during Financial Year 2023 from ₹209,808 million during Financial Year 2022, primarily due to an increase in interest on lease liabilities, interest on deferred payment liabilities towards spectrum and interest on one time spectrum charges during the financial year.

Depreciation: Depreciation decreased by 2.7% to ₹142,584 million for the Financial Year 2023 from ₹146,569 million for the Financial Year 2022.

Amortisation: Amortisation decreased by 1.5% to ₹87,913 million for the Financial Year 2023 from ₹89,274 million for the Financial Year 2022.

Exceptional Items: Exceptional items for the Financial Year 2023 amounted to ₹224 million, comprising of loss on remeasurement of leasehold land.

Profit/(Loss): We had a loss before tax of ₹292,976 million for the Financial Year 2023 as compared to a loss before tax of ₹282,341 million for the Financial Year 2022. Our loss after tax for the Financial Year 2023 was ₹293,011 million as compared to a loss after tax of ₹282,454 million for the Financial Year 2022.

Financial Year 2022 compared to Financial Year 2021

Income

Total Income: Total income decreased by 8.3% to ₹386,449 million for the Financial Year 2022 from ₹421,264 million for the Financial Year 2021, primarily due to a decrease in our revenue from operations.

Revenue from Operations: Revenue from operations decreased by 8.2% to ₹385,155 million for Financial Year 2022 from ₹419,522 million for the Financial Year 2021, primarily due to a decrease in IUC rates with effect from January 1, 2021.

Other Income: Other income decreased by 25.7% to ₹1,294 million for Financial Year 2022 from ₹1,742 million for the Financial Year 2021, primarily due to a decrease in interest income by ₹355 million and a gain on investment in mutual funds by ₹224 million. This was partially offset by an increase in other income by ₹131 million during the financial year.

Expenses

Total expenses decreased by 10.1% to ₹224,794 million for the Financial Year 2022 from ₹250,065 million for the Financial Year 2021.

Cost of Trading Goods: Cost of trading goods increased to ₹70 million for the Financial Year 2022 from ₹30 million for the Financial Year 2021, primarily due to an increase in volume of data cards and handsets sold.

Employee Benefit Expenses: Employee benefit expenses decreased by 14.5% to ₹17,351 million for the Financial Year 2022 from ₹20,300 million for the Financial Year 2021, primarily due to a decrease in the number of our employees during the financial year.

Network Expense and IT Outsourcing Cost: Network expenses and IT outsourcing cost increased by 2.3% to ₹98,182 million for the Financial Year 2022 from ₹95,938 million for the Financial Year 2021, primarily due to an increase in power and fuel expenses and repairs and maintenance-plant and machinery expenses to ₹56,579 million and ₹26,969 million for the Financial Year 2022 from ₹55,385 million and ₹25,407 million for the Financial Year 2021, respectively. This was primarily offset by a decrease in lease line and connectivity charges to ₹4,650 million for the Financial Year 2022 from ₹4,944 million for the Financial Year 2021.

License Fees and Spectrum Usage Charges: License fees and spectrum usage charges increased by 1.7% to ₹41,988 million for the Financial Year 2022 from ₹41,295 million for the Financial Year 2021, primarily as a result of an increase in adjusted gross revenue.

Roaming and Access Charges: Roaming and access charges decreased by 44.9% to ₹29,155 million for the Financial Year 2022 from ₹52,906 million for the Financial Year 2021, primarily as a result of decrease in IUC rates effective January 1, 2021.

Subscriber Acquisition and Servicing Expenditure: Subscriber acquisition and servicing expenditure increased by 11.5% to ₹19,711 million for the Financial Year 2022 from ₹17,677 million for the Financial Year 2021, primarily due to higher amortization of cost capitalized during the financial year.

Advertisement, Business Promotion Expenditure and Content Cost: Advertisement, business promotion expenditure and content cost increased by 24.3% to ₹9,791 million for the Financial Year 2022 from ₹7,875 million for the Financial Year 2021, primarily due to an increase in advertisement and business promotion expenditure during the financial year.

Other Expenses: Other expenses decreased by 39.1% to ₹8,546 million for the Financial Year 2022 from ₹14,044 million for the Financial Year 2021, primarily due to lower support service charges and provision for doubtful debts and advances during the financial year.

Finance Costs: Finance Costs increased by 16.6% to ₹209,808 million during Financial Year 2022 from ₹179,981 million during Financial Year 2021, primarily due to an increase on interest on deferred payment obligation pursuant to AGR Judgement by ₹16,168 million, an increase in interest on deferred payment liability towards spectrum, interest on one time spectrum charges (OTSC) and an increase in foreign exchange loss.

Depreciation: Depreciation increased by 1.1% to ₹146,569 million for the Financial Year 2022 from ₹145,013 million for the Financial Year 2021.

Amortisation: Amortisation decreased by 2.3% to ₹89,274 million for the Financial Year 2022 from ₹91,372 million for the Financial Year 2021.

Exceptional Items: Exceptional items for the Financial Year 2022 amounted to ₹1,643 million and comprised primarily of integration and merger related costs of ₹764 million, accelerated depreciation on network re-alignment and spectrum refarming of ₹137 million, gain on investment property of ₹1,266 million and other items aggregating to ₹250 million.

Exceptional Items for the Financial Year 2021 amounted to ₹199,681 million and comprised of charge towards AGR matters of ₹194,405 million, integration and merger related costs of ₹9,892 million, gain due to cancellation of lease contract on network re-alignment of ₹1,696 million, accelerated depreciation/impairment of assets on account of network re-alignment/re-farming of ₹5,745 million, one time spectrum charges of ₹5,027 million, impairment of brand of ₹7,246 million, gain on sale of stake in Indus Towers of ₹21,189 million and others of ₹251 million.

Profit/(Loss): We had a loss before tax of ₹282,341 million for the Financial Year 2022 as compared to a loss before tax of ₹442,534 million for the Financial Year 2021. Our loss after tax for the Financial Year 2022 was ₹282,454 million as compared to a loss after tax of ₹442,331 million for the Financial Year 2021.

Cash Flows

The table below summarizes our cash flows for the period/ year indicated:

(₹ in million)

Particulars	Nine months period ended December 31, 2023	Nine months period ended December 31, 2022	Financial Year		
			2023	2022	2021
Net cash flows from operating activities	158,838	146,609	188,687	173,870	156,397
Net cash flows (used in) / from investing activities	(16,919)	(48,228)	(54,136)	(57,303)	10,751
Net cash flows (used in) financing activities	(141,018)	(111,375)	(146,795)	(105,538)	(167,314)
Net (decrease) / increase in cash and cash equivalents during the period / year	901	(12,994)	(12,244)	11,029	(166)

Net cash flow from operating activities was ₹158,838 million for the nine months ended December 31, 2023. While our loss before tax was ₹227,439 million for the nine months ended December 31, 2023, the cashflows from operating activities excluding working capital adjustments was ₹128,906 million. Our changes in working capital for the nine months ended December 31, 2023 primarily comprised decrease in other financial and non-financial assets of ₹8,511 million and increase in other financial and non-financial liabilities of ₹4,327 million, partially offset by a decrease in trade payables of ₹7,101 million and increase in trade receivables of ₹ 2,336 million.

Net cash flow from operating activities was ₹146,609 million for the nine months ended December 31, 2022. While our loss before tax was ₹223,568 million for the nine months ended December 31, 2022, the cashflows from operating activities excluding working capital adjustments was ₹127,044 million. Our changes in working capital for the nine months ended December 31, 2022 primarily comprised increase in trade payables of ₹9,241 million and decrease in other financial and non-financial assets of ₹6,785 million, partially offset by a decrease in other financial and non financial liabilities of ₹4,664 million and an increase in trade receivables of ₹773 million.

Net cash flow from operating activities was ₹188,687 million for the Financial Year 2023. While our loss before tax was ₹292,976 million for Financial Year 2023, the cashflows from operating activities excluding working capital adjustments was ₹168,963 million. Our changes in working capital for the Financial Year 2023 primarily comprised a decrease in other financial and non financial assets of ₹10,626 million offset by a decrease in other financial and non financial liabilities of ₹3,581 million.

Net cash flow from operating activities was ₹173,870 million for the Financial Year 2022. While our loss before tax was ₹282,341 million for Financial Year 2022, the cashflows from operating activities excluding working capital adjustments was ₹162,582 million. Our changes in working capital for the Financial Year 2022 primarily comprised increase in other financial and non financial assets of ₹30,051 million, a decrease in trade payables of ₹3,432 million and an increase in trade receivables of ₹383 million partially offset by an increase in other financial and non financial liabilities of ₹30,476 million.

Net cash flow from operating activities was ₹156,397 million for the Financial Year 2021. While our loss before tax was ₹442,534 million for Financial Year 2021, the cashflows from operating activities excluding working capital adjustments was ₹162,939 million. Our changes in working capital for the Financial Year 2021 primarily comprised a decrease in other financial and non financial liabilities of ₹16,286 million and an increase in other financial and non-financial assets of ₹6,836 million, partially offset by a increase in trade payables of ₹5,522 million and a decrease in trade receivables of ₹3,136 million.

Investing Activities

Net cash used in investing activities was ₹16,919 million for the nine months ended December 31, 2023, primarily consisting of amount paid for the purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development) of ₹13,705 million, payment towards spectrum liability of ₹4,483 million partially offset by proceeds from sale of property, plant and equipment and intangible assets of ₹664 million and interest received of ₹359 million.

Net cash used in investing activities was ₹48,228 million for the nine months ended December 31, 2022, primarily consisting of amount paid for the purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development) of ₹32,853 million, payment towards spectrum – upfront payment of ₹16,800 million, partially offset by interest received of ₹710 million.

Net cash used in investing activities was ₹54,136 million for the Financial Year 2023, primarily consisting of amount paid for the purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development) of ₹39,422 million, and upfront payment towards spectrum of ₹16,800 million.

Net cash used in investing activities was ₹57,303 million for the Financial Year 2022, primarily consisting of amount paid for purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development) of ₹60,089 million, payment towards spectrum and licenses-upfront payment of ₹1,035 million in respect of spectrum acquired and partially offset by proceeds from sale of investment property of ₹1,870 million.

Net cash from investing activities was ₹10,751 million for the Financial Year 2021, primarily consisting of amount paid for purchase of property, plant and equipment and intangible assets (including CWIP and intangible assets under development) of ₹47,097 million, payment towards spectrum and licenses – upfront payment of ₹5,747 million in respect of spectrum acquired, which was partially offset by proceeds from sale of stake in Indus Towers (a joint venture) of ₹37,472 million and maturity of fixed deposits with banks of ₹16,477 million.

Financing Activities

Net cash used in financing activities was ₹141,018 million for the nine months ended December 31, 2023, primarily comprising of payment of lease liabilities of ₹62,496 million, repayment of long term borrowings of ₹45,344 million, repayment of short term borrowings of ₹28,824 million and payment of interest and finance charges of ₹24,354 million. This was partially offset by proceeds from short term borrowings of ₹20,000 million.

Net cash used in financing activities was ₹111,375 million for the nine months ended December 31, 2022, primarily comprising of payment of lease liabilities of ₹49,778 million, repayment of long term borrowings of ₹43,129 million, repayment of short term borrowings of ₹25,000 million and payment of interest and finance charges of ₹17,654 million. This was partially offset by proceeds from short term borrowings of ₹19,824 million.

Net cash used in financing activities was ₹146,795 million for the Financial Year 2023, primarily comprising of payment of lease liabilities of ₹79,039 million, repayment of long term borrowings of ₹59,460 million and repayment of short term borrowings of ₹27,500 million. This was partially offset by proceeds from short term borrowings of ₹19,824 million and proceeds from long term borrowings of ₹16,000 million.

Net cash used in financing activities was ₹105,538 million for the Financial Year 2022, primarily comprising of repayment of long term borrowings of ₹80,641 million, payment of lease liabilities of ₹69,397 million and payment of interest and finance charges of ₹27,997 million. This was partially offset by proceeds from allotment of equity shares under preferential issue of ₹44,997 million and proceeds from short term borrowings of ₹22,500 million.

Net cash used in financing activities was ₹167,314 million for the Financial Year 2021, primarily comprising of payment of lease liabilities of ₹95,555 million, repayment of long term borrowings of ₹43,220 million and payment of interest and finance charges of ₹28,256 million.

Borrowings

The details of our short term borrowings and long term borrowings (deferred payment obligations) as of December 31, 2023 are set forth below:

(₹ in million)

Particulars	As of December 31, 2023
Secured Loans	
Current maturities of loans from banks and others	54,178
Unsecured Loans	
Current maturities of loans from banks and others	15,999
Current maturities of Deferred payment obligations	5,336

Particulars	As of December 31, 2023
Short term loan from banks	5,982
Total	**81,495**

(₹ in million)

Particulars	As of December 31, 2023
Deferred Payment obligation towards Spectrum	1,301,655
Deferred Payment obligation pursuant to AGR judgment	651,107
Total	**1,952,762**

See "*Risk Factors – Our Company has incurred significant indebtedness and has not complied with certain covenants under its financing agreements. Our inability to meet our obligations, including financial and other covenants, under our debt financing arrangements could adversely affect our business, results of operations, financial condition and cash flows*" on page 25.

Contingent Liabilities

The details of our contingent liabilities as per Ind AS 37 derived from our Special Purpose Interim Condensed Consolidated Financial Statements are set forth in the table below:

(₹ in million)

Particulars	As of December 31, 2023
A) Licensing Disputes	
i) OTSC (Less than 4.4 MHz)	38,570
ii) Other Licensing Disputes	97,794
B) Other Matters not acknowledged as debt	
i) Income tax matters	4,834
ii) Sales tax and entertainment tax matters	1,524
iii) Service tax / Goods and service tax matters	14,823
iv) Entry tax and customs matters	5,567
v) Other claims	27,105

For details on contingent liabilities, as per Ind AS 37, as at December 31, 2023, see "*Special Purpose Interim Condensed Consolidated Financial Statements"* on page 205.

Capital and Other Commitments

Our estimated amount of commitments as per Ind AS 16 are as follows:

(₹ in millions)

Particulars	As of December 31, 2023
Contracts remaining to be executed for capital expenditure (net of advances) and not provided for	27,150
Long term contracts remaining to be executed including early termination commitments, if any	19,046

Capital Expenditures

The table below sets out details of our capital expenditure (including capital expenditure on property, plant and equipment, bandwidth, capital work-in-progress, intangible assets, and excluding expenditure incurred on right of use assets and spectrum), for the nine months ended December 31, 2023 and 2022 and the Financial Years 2023, 2022 and 2021:

Particulars	For the nine months ended December 31, 2023	For the nine months ended December 31, 2022	For the Financial Year 2023	For the Financial Year 2022	For the Financial Year 2021
Capital expenditure (including capital expenditure on property, plant and equipment, bandwidth, capital work-in-progress, intangible assets, and excluding expenditure incurred on right of use assets and spectrum) (in ₹ million)	13,049	27,965	33,565	44,914	41,513

Related Party Transactions

We have in the past engaged in transactions with related parties, including our affiliates. Such transactions could be for, among other things, purchase and sale of services, rent or lease of certain properties, dividends and interest. We believe that each of these arrangements have been entered into in the ordinary course of business and are on arm's lengths terms, or on terms that it believes are at least as favourable as similar transactions with unrelated parties.

For additional details, see "*Other Financial Information – Related Party Transactions*" on page 570.

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Quantitative and Qualitative Analysis of Market Risks

We are exposed to various financial risks such as market risk, interest rate risk, foreign exchange risk, price risk, credit risk and liquidity risk.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: (i) interest rate risk, (ii) currency risk and (iii) other price risk, such as equity price risk.

Financial instruments affected by market risk include borrowings, bank deposits, investments and derivative financial instruments. The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at the respective balance sheet dates.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates relates primarily to our long-term debt obligations with floating interest rates. We manage our interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. As of December 31, 2023, after taking into account the effect of interest rate swaps, a majority of our borrowings are at a fixed rate of interest.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Our exposure to the risk of changes in foreign exchange rates relates primarily to our operating activities (when revenue or expense is denominated in a foreign currency), payables for capital expenditure denominated in foreign currency and foreign currency borrowing.

Our foreign currency risks are identified, measured and managed at periodic intervals in accordance with our policies. When a derivative contract is entered into for the purpose of hedging any foreign currency exposure, we negotiate the terms of those derivatives contracts to match the terms of the hedged exposure. Our major foreign currency risk is in US dollars, Euros and the British Pound.

At December 31, 2023, we have not hedged our foreign currency trade payables.

Price Risk

We invest our surplus funds in various debt instruments and debt mutual funds. These comprise of mainly overnight liquid schemes of mutual funds (overnight liquid investments).

Mutual fund investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments. However due to the very short tenor of the underlying portfolio in the liquid schemes, these do not pose any significant price risk.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities (primarily trade and other receivables) and from our financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed in accordance with our established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing. Outstanding customer receivables are regularly monitored.

We follow a 'simplified approach' based on lifetime expected credit losses (ECL) for recognition of impairment loss allowance on trade receivables. A large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. For the purpose of measuring lifetime ECL allowance for trade receivables, we estimate irrecoverable amounts based on the ageing of the receivable balances and historical experience. Based on past trends, we recognize allowance for trade receivables:

a) for retail subscribers (net of security deposit) remaining unpaid beyond 90/120 days from date of billing; and

b) for other trade receivables on account of interconnect, roaming, fixed line voice, fibre infrastructure and data services remaining unpaid beyond 180/365 days. Further, allowance is also recognised for cases indicating any specific trail of credit loss within the ageing brackets mentioned above. Individual trade receivables are written off when we deem them not to be collectible. Any subsequent recovery is recognized as income in our consolidated statement of profit and loss.

Other financial assets and cash deposits

Credit risk from balances with banks is managed by our treasury department. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counter party. Counterparty credit limits are reviewed by our treasury department periodically, and may be updated throughout the year. The limits are intended to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity Risk

Liquidity risk is the risk that we may not be able to meet our present and future cash and collateral obligations without incurring unacceptable losses. Our objective is to, at all times, maintain optimum levels of liquidity to meet our cash and collateral requirements. We monitor our risk of a shortage of funds using a liquidity planning tool.

Our objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans. As at December 31, 2023, approximately 2.65% of our debt excluding interest will mature in less than one year, without considering reclassification into current maturity of debt due to covenant breach based on the carrying value of borrowings reflected in the financial statements.

As we have already availed the moratorium with respect to AGR and deferred spectrum obligation and based on the past performance and future expectation, we believe that cash generated from operations, raising additional funds as required, working capital management, successful negotiations with lenders and vendors for continued support will satisfy our cash flow requirement associated with repayment of borrowings and other liabilities from our operations.

Seasonality of Business

We do not experience significant seasonality in our business.

Significant Developments after December 31, 2023 that may affect our future results of operations

Except as stated below, no circumstances have arisen since December 31, 2023, which materially and adversely affect or are likely to affect our trading, operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months:

a. On March 18, 2024, in accordance with the terms of the Optionally Convertible Debentures ("**OCDs**"), ATC Telecom Infrastructure Private Limited has requested us for conversion of 14,400 OCDs into 1,440,000,000 fully paid-up Equity Shares and accordingly on March 23, 2024, we allotted 1,440,000,000 equity shares of face value of ₹10 each at an issue price of ₹10 per equity share to ATC Telecom Infrastructure Private Limited.

b. Our Board and our Shareholders' at their meeting held on February 27, 2024 and April 2, 2024, respectively, have, subject to requisite approvals, approved raising of funds of up to ₹200,000 million, in one or more tranches, by issuance of Equity Shares or any other instrument or security through further public offer, private placement including preferential issue, qualified institutions placement, or through any other permissible mode or any combination thereof.

c. The Supreme Court of India through its order dated February 28, 2024, upheld our appeal regarding non-applicability of tax deductions at source on prepaid margin allowed to prepaid distributors, which resulted in a reduction in the contingent liability by ₹10,306 million.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) litigation involving claims related to direct and indirect tax matters (which are disclosed in a consolidated manner giving the total number of claims and the total amount involved); and (iv) other pending litigation as determined to be material as per the materiality policy adopted pursuant to the Board resolution dated April 6, 2024, in each case involving our Company, its Subsidiaries, our Promoters and our Directors ("**Relevant Parties**"). Further, except as stated in this section, (a) there are no disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Financial Years including any outstanding action; and (b) pending litigation involving our Group Companies which may have a material impact on our Company.*

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed by our Company in this Red Herring Prospectus pursuant to the Board resolution dated April 6, 2024. Accordingly, disclosures of the following types of litigation involving the Relevant Parties have been included.

All outstanding litigation, including any litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary actions including any penalty imposed by SEBI or stock exchanges against our Promoters in the last five Financial Years including any outstanding actions, and tax matters (direct or indirect), would be considered 'material' in the following cases:

(i) *where such matters involves our Company and its Subsidiaries, the monetary amount of claim by or against any of the Relevant Parties in any such pending proceeding is in excess of 1% Company's consolidated revenue from operations, as per the latest Audited Consolidated Financial Statements, being ₹4,249 million;*

(ii) *pending litigations involving our Company and its Subsidiaries where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed the materiality threshold set out above;*

(iii) *where monetary liability does not meet the monetary threshold set out above or where the monetary liability is not determinable or quantifiable, but where the outcome of any such pending proceeding (including any litigation under the Insolvency and Bankruptcy Code, 2016, as amended, and public interest litigation) may have a material adverse effect on the business, operations, performance, prospects, position, or reputation of our Company (as determined by our Company)*;

(iv) *all outstanding litigation involving each of the Directors and the individual Promoter of our Company where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of our Company would be considered as material for our Company and accordingly, each Director and the individual Promoter shall identify and provide information relation to such outstanding litigation involving themselves;*

(v) *all outstanding litigation involving each of the corporate Promoters of our Company before any judicial forum having a monetary impact exceeding the lower of 1% of the respective net worth (in absolute terms) or 1% of the respective revenue for such entity in the last financial year, basis the consolidated financial statements (in the relevant jurisdiction of incorporation) or where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of our Company, would be considered material for our Company and accordingly, each of the corporate Promoters shall identify and provide information relating to such outstanding litigation involving themselves.*

It is clarified that for the above purposes, pre-litigation notices received or sent by Relevant Parties (excluding notices issued by statutory or regulatory or taxation authorities or notices threatening criminal actions), have not been considered as litigation until such time that the Relevant Parties are not impleaded as a defendant in the litigation proceedings before any judicial/ arbitral forum. Further, first information reports (whether cognizance has been taken or not) initiated against a Relevant Parties shall be disclosed in this Red Herring Prospectus.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for the identification of material outstanding dues to creditors, by way of its resolution dated April 6, 2024. In terms of this materiality policy, outstanding dues to any creditor of our Company having a monetary value which exceeds 5% of total outstanding dues (that is trade payables including accruals) of our Company as per the latest Special Purpose Interim Condensed Consolidated Financial Statements disclosed in this Red Herring Prospectus, shall be considered as 'material'. Accordingly, as on December 31, 2023, any outstanding dues exceeding ₹6,904 million have been considered as material outstanding dues for the purposes of disclosure in this section.

Litigation involving our Company

Outstanding actions by statutory or regulatory authorities against our Company

As at the date of this Red Herring Prospectus, there are no outstanding actions or proceedings by statutory/regulatory authorities involving our Company, erstwhile Idea Cellular Limited ("**ICL**") (now known as our Company, Vodafone Idea Limited ("**VIL**")), erstwhile Vodafone India Limited ("**Vodafone India**") and erstwhile Vodafone Mobile Services Limited ("**VMSL**") (now merged with and into our Company, Vodafone Idea Limited), other than as disclosed below.

1. The Supreme Court by way of a judgment dated October 24, 2019 ("**AGR Judgment**"), decided the issue of inclusion of non-telecom revenue streams in the AGR, upholding that the AGR computation (for computing the license fee payable by the Telecom Service Providers ("**TSP**")) shall be computed without excluding certain heads of income, which the TSPs claimed were not a part of the AGR as per the judgment of the Telecom Disputes Settlement and Appellate Tribunal dated April 23, 2015 and directed the TSPs to deposit the AGR dues within three months. Our Company filed a miscellaneous application before the Supreme Court, seeking *inter alia* the permission to approach the DoT, for *inter alia* deciding the schedule of payment. The DoT also filed a miscellaneous application before Supreme Court, seeking modification of the AGR Judgment and to permit the TSPs to pay the AGR dues in annual instalments over 20 years (or less if they so opt). The Supreme Court passed an order dated July 20, 2020, stating that no dispute can be raised in relation to the AGR calculations and that no recalculation can be done. Thereafter, the Supreme Court passed a judgment dated September 1, 2020 ("**2020 Judgment**"), granting 10 years to our Company and other TSPs for payment of the AGR dues in yearly instalments. Thereafter, our Company filed a miscellaneous application ("**Application**") before the Supreme Court, seeking modification of the 2020 Judgment to a limited extent of allowing our Company to carry out corrections relating to *inter alia* manifest, clerical and arithmetic errors in the computation of AGR dues. The Supreme Court vide its order dated July 23, 2021 ("**2021 Judgement**"), dismissed the Application. Consequently, our Company filed a review petition against the 2021 Judgment. The matter is currently pending.

2. The Supreme Court by way of a judgment dated October 24, 2019 ("**AGR Judgment**"), decided the issue of inclusion of non-telecom revenue streams in the AGR, upholding that the AGR computation (for computing the license fee payable by the Telecom Service Providers ("**TSP**")) shall be computed without excluding certain heads of income, which the TSPs claimed were not a part of the AGR as per the judgment of the Telecom Disputes Settlement and Appellate Tribunal dated April 23, 2015 and directed the TSPs to deposit the AGR dues within three months. Our Company filed a review petition against the AGR Judgment before the Supreme Court, which was dismissed. The Supreme Court by way of a judgment dated January 16, 2020 dismissed the review petition. Thereafter, our Company filed a curative petition before the Supreme Court, challenging the following directions of the Supreme Court in the AGR Judgment: (i) the demands made by the DoT would be final and that even the manifest/clerical/arithmetical errors in the computation of dues could not to be rectified and the licensees would be compelled to make payment of the tentative/provisional show-cause cum demands raised by the DoT; and (ii) that the licensees would be liable to pay penalty of 50% of the entire amount of short-payment and interest on the said penalty at a rate which will be 2% above the prime lending rate of State Bank of India, compounded monthly (in addition to the interest on delayed payment). The matter is currently pending.

3. ICL, Cellular Operators Association of India, Vodafone India and others (the "**Petitioners)** filed an appeal against the order dated March 31, 2009 ("**TDSAT Order**") of the TDSAT whereby the TDSAT dismissed the petition filed by the Petitioners against the press release dated October 19, 2007 issued by the DoT wherein the DoT, *inter-alia*, (i) permitted a UAS licensee using GSM technology for wireless access to use CDMA technology and *vice-versa*, and (ii) permitted state owned telecom operators to use alternate technology without paying the requisite fee. The TDSAT Order, *inter-alia*, stated that (i) the dual spectrum policy was valid; (ii) the Petitioners did not have any vested right to receive GSM spectrum beyond 6.2 MHz; (iii) no competitive advantage was given to the CDMA telecom operators against the GSM operators; and (iv) allocations of additional spectrum to state telecom companies were discriminatory to the private GSM operators. The Petitioners in their appeal, *inter-alia*, requested the Supreme Court to (i) stay the TDSAT Order as it wrongly put its approval on the dual spectrum allocation policy which in itself is under investigation, (ii) restrain the DoT from making any further allotment of GSM spectrum to CDMA telecom operators as it was tantamount to giving two licenses to run two networks resulting in competitive disadvantage to the Petitioners, and (iii) quash the dual spectrum licenses given to certain CDMA telecom operators. The matter is currently pending.

4. DoT levied a total penalty of ₹480 million, i.e., 150% of the alleged total shortfall on our Company for delay in payment of scheduled annual license fee and other dues under the license agreements entered into with the DoT for different years for five service areas of Maharashtra, Gujarat, Uttar Pradesh (West), Kerala and Haryana. Our Company challenged such levy of penalty before the TDSAT on the ground that the DoT had not adjusted the refund payable by it to our Company while calculating the alleged shortfall. On February 11, 2010, the TDSAT allowed the petition and directed the DoT to not levy the penalty and to refund the amount adjusted by DoT as penalty. The DoT has challenged the order of the TDSAT before the Supreme Court. No interim order has been passed in favor of the DoT and the matter is currently pending.

5. The DoT had, through its order dated February 25, 2010, unilaterally increased the 2G spectrum usage charges across all the spectrum slabs for GSM and CDMA service providers and ordered for payment of increased charges with interest at a specified rate. Vodafone India and VMSL filed a petition before the TDSAT challenging such order, which was dismissed by the TDSAT pursuant to its order dated September 1, 2010. Thereafter, Vodafone India and VMSL (the "**Appellants**")

filed an appeal before the Supreme Court challenging the TDSAT order. The Supreme Court passed an interim order dated October 22, 2010 staying the TDSAT order, subject to certain conditions, which included: (a) deposit of 50% of the outstanding principal amount (net of interest) in the registry of the Supreme Court within a period of two weeks; (b) a bank guarantee of a nationalized bank in favor of the Secretary General, Supreme Court for the balance amount within the period of two weeks; and (c) the managing director to provide an affidavit to the effect that, in the event the appeal is dismissed, the Appellants would pay the balance amount along with interest as determined by the Supreme Court at an appropriate stage. In the event there is a breach of any of these conditions, the impugned order of the TDSAT would come into force with immediate effect. Pursuant to order of Supreme Court dated October 22, 2010, Vodafone India and VMSL submitted the required bank guarantees. The matter is currently pending.

6. The DoT had, through its order dated February 25, 2010, unilaterally increased the 2G spectrum usage charges across all the spectrum slabs for GSM and CDMA service providers and ordered for payment of increased charges with interest at a specified rate. Our Company filed a petition before the TDSAT challenging such order, which was dismissed by the TDSAT pursuant to its order dated September 1, 2010. Thereafter, our Company (the "**Appellants**") filed an appeal before the Supreme Court challenging the TDSAT order. The Supreme Court passed an interim order dated October 22, 2010 staying the TDSAT order, subject to certain conditions, which included: (a) deposit of 50% of the outstanding principal amount (net of interest) in the registry of the Supreme Court within a period of two weeks; (b) a bank guarantee of a nationalized bank in favor of the Secretary General, Supreme Court for the balance amount within the period of two weeks; and (c) the managing director to provide an affidavit to the effect that, in the event the appeal is dismissed, our Company would pay the balance amount along with interest as determined by the Supreme Court at an appropriate stage. In the event there is a breach of any of these conditions, the impugned order of the TDSAT would come into force with immediate effect. Pursuant to order of Supreme Court dated October 22, 2010, ICL submitted the required Bank Guarantees. The matter is currently pending.

7. In relation to the spectrum auction held in November 2012 as per the notice inviting applications ("**NIA**") and other commitments made by the DoT, our Company was assured a set off of entry fee paid for 2008 quashed licenses against the amounts payable for spectrum allotted in November 2012 auction. However, subsequently the DoT refused the set off for 2008 licenses of Spice Communications Limited ("**SCL**") for the Delhi, Haryana, Maharashtra and Andhra Pradesh circles. Aggrieved, our Company filed a petition before the TDSAT requesting the TDSAT to give direction to the DoT for set off of ₹4,840 million entry fee paid for SCL. The TDSAT disposed of ICL's petition vide its judgment dated October 17, 2019 ("**Judgment**") and directed the DoT to consider other similarly placed cases in light of the principle/policy set by a fresh precedent. Pursuant to the Judgement, DoT gave its decision dated September 1, 2022 ("**DoT Letter**") and rejected ICL's claims. Therefore, our Company has filed a fresh petition dated January 23, 2023 before the TDSAT against the DoT Letter. The matter is currently pending.

8. Our Company and Spice Communications Limited ("**SCL**") announced their intention to merge on June 25, 2008. The merger became effective from March 1, 2010 pursuant to approval of scheme of merger by the High Court of Gujarat and the High Court of Delhi on November 26, 2009 and February 5, 2010, respectively. Subsequently, since our Company and Spice Communications Limited ("**SCL**") both had licenses in the service areas of Haryana, Maharashtra, Andhra Pradesh, Delhi, Punjab and Karnataka at the time of the merger, our Company applied for merger and transfer of licenses held by SCL for the Punjab and Karnataka service areas in the name of our Company to the DoT on April 5, 2010 and again on April 26, 2010. After multiple correspondences between the DoT and our Company, DoT pursuant to its letter dated November 29, 2013 ("**Impugned Communication**") granted conditional approval subject to payment of penalty of ₹6,000 million by our Company for allegedly (i) violating the substantial equity clause; (ii) not taking prior permission of the DoT for its merger with SCL; and (iii) holding two licenses in one service area from March 1, 2010 onwards, in contravention of the terms and conditions of the CMTS and UAS held by our Company and the provision of Guidelines for intra service area Merger of CMTS / UAS dated April 22, 2008. Aggrieved by the Impugned Communication, our Company filed a petition before the TDSAT against the Union of India ("**Respondent**") and in its prayer requested the TDSAT for, *inter-alia*, quashing of the Impugned Communication. The Respondent in its reply refuted the claims made by our Company and requested the TDSAT to dismiss the petition. The Tribunal granted a stay on the Impugned Communication pursuant to an order dated December 10, 2013. The matter is currently pending.

9. VMSL challenged the withholding and delay of 181 days in allotment of the spectrum duty paid by VMSL in the spectrum auction conducted by the DoT in November 2012. As a result of the delay, the right to use the spectrum purchased through November 2012 auction for a period of 20 years were reduced by 181 days thereby giving the actual term for spectrum usage as 19 years and 184 days. The DoT, however, failed to take any action in this regard despite representing at the time of the spectrum auction that the entire process of allotment of spectrum will be completed with 40 days after payment of consideration from the bidders. Aggrieved, VMSL Company filed a petition before the TDSAT requesting it to give directions to the DoT that the 'effective date' for determining the period of 20 years for use of spectrum allotted in November 2012 auction won by VMSL should be the date of allotment of spectrum for commercial use, *i.e.*, June 18, 2016 and not the date of issuance of a letter of intent, *i.e.*, December 19, 2012. The matter is currently pending.

10. Vodafone India and VMSL in February 2014 had won spectrum auctions for a period of 20 years in the service areas of Mumbai, Kolkata and Delhi and paid upfront fees within the time frame specified by the DoT. Afterwards, Vodafone India and VMSL (the "**Petitioners**") made applications for Unified Licenses for the above-mentioned three service areas with the DoT, which through multiple letters of intent each dated August 28, 2014 conveyed its approval. The letters of intent

had number of conditions each of which was fulfilled by the Petitioners unconditionally and unequivocally, and the Petitioners further furnished all the requisite documents to the DoT. However, when the Petitioners approached the DoT for signing and execution of these Unified Licenses, the DoT informed the Petitioners through a letter dated November 5, 2014 that the compliances submitted by the Petitioners were conditional compliances and thus, not acceptable to the DoT. The letter further stated that the request of the Petitioners to delete certain clauses in the Unified Licences were not acceptable to the DoT. Aggrieved by the actions of the DoT, the Petitioners filed a petition before the TDSAT dated November 17, 2014 requesting them to, *inter-alia*, (i) set aside and quash the impugned letter dated November 5, 2014 and grant all consequential reliefs; and (ii) clauses requested by the Petitioners to be deleted from the Unified Licenses cannot be treated as conditional compliance as deletion of these clauses will be against the existing rights of the Petitioners to provide intra-circle 3G roaming arrangements and services without any restrictions which had been upheld by the TDSAT to be valid and legal pursuant to an order dated April 29, 2014. The TDSAT pursuant to an order dated November 19, 2014 directed our Company to provide an undertaking to the DoT without prejudice to the rights and contentions of the parties. The matter is currently pending.

11. Our Company filed a petition against the DoT seeking release / discharge of the performance bank guarantees and financial bank guarantees of ₹580 million and ₹957 million, respectively, given by our Company in favour of the DoT under UAS licences dated February 28, 2008 for the West Bengal, Assam, Odisha, Jammu and Kashmir, Kolkata, North East and Tamil Nadu (including Chennai) service areas. Our Company contended that the DoT failed to release despite the fact that the UAS licences were quashed by the Supreme Court by a judgment dated February 2, 2012 and hence, no amount was payable with respect to the quashed licences. Our Company further contended that since, it had executed fresh bank guarantees for the service areas; the DoT should release such amounts. Pursuant to an order dated May 31, 2017, the TDSAT directed the DoT to release the performance bank guarantee of ₹580 million for the seven service areas and to revalidate/reassign ₹957 million. The matter is currently pending.

12. Pursuant to its letter dated December 23, 2011, the DoT had instructed telecom operators engaged in intra-circle 3G roaming arrangements to discontinue such services. Aggrieved by such instructions, the telecom companies including our Company approached the TDSAT which quashed the impugned instructions while giving DoT the right to pass any appropriate orders after giving due opportunity to the telecom companies. DoT by an order dated April 5, 2013 imposed penalties to the amount aggregating to ₹3,000 million on our Company for intra-circle 3G roaming arrangements. Our Company challenged the imposition of penalty before the TDSAT and further requested the TDSAT to pass an order on the legality of intra-circle 3G roaming arrangements. The TDSAT in its order dated April 29, 2014 quashed the penalty imposed by the DoT and held that intra-circle 3G roaming arrangements were not in violation of applicable laws. DoT appealed against the order of the TDSAT before the Supreme Court and, *inter-alia,* requested the Supreme Court to pass an interim stay against the order of the TDSAT. The Supreme Court however, refused to pass an interim stay order against the TDSAT order. The matter is currently pending.

13. Pursuant to its letter dated December 23, 2011, the DoT had instructed telecom operators engaged in intra-circle 3G roaming arrangements to discontinue such services. Aggrieved by such instructions, the telecom companies including Vodafone India and VMSL (the "**Petitioners**") approached the TDSAT which quashed the impugned instructions while giving DoT the right to pass any appropriate orders after giving due opportunity to the telecom companies. DoT by an order dated April 5, 2013 imposed penalties to the amount aggregating to ₹5,500 million on the Petitioners for intra-circle 3G roaming arrangements. The Petitioners challenged the imposition of penalty before the TDSAT and further requested the TDSAT to pass an order on the legality of intra-circle 3G roaming arrangements. The TDSAT in its order dated April 29, 2014 quashed the penalty imposed by the DoT and held that intra-circle 3G roaming arrangements were not in violation of applicable laws. DoT appealed against the order of the TDSAT before the Supreme Court and, *inter-alia,* requested the Supreme Court to pass an interim stay against the order of the TDSAT. The Supreme Court however, refused to pass an interim stay order against the TDSAT order. The matter is currently pending.

14. Our Company filed a petition before the TDSAT against the invocation of an existing financial bank guarantee of ₹533.30 million by the DoT which was furnished by our Company in favor of the DoT in order to secure spectrum usage charges for the Jammu and Kashmir service area. Our Company also stated in its petition that the DoT failed to release previous financial guarantees of ₹6.73 million as they had replaced the older guarantees with a new financial guarantee in favor of the DoT. Our Company, *inter-alia*, requested the TDSAT to direct DoT to release the financial bank guarantee to our Company. The TDSAT pursuant to an order dated May 31, 2017 directed the DoT to reassign the financial bank guarantee for the Jammu and Kashmir service area. The matter is currently pending.

15. VMSL applied to the DoT seeking approval for the transfer of licenses in favour of VMSL under the merger of certain Vodafone entities ("**Merger**"). The DoT demanded certain amounts for the transfer of licenses ("**Demands**"). Aggrieved by these demands, VMSL filed petitions against the Union of India before the TDSAT praying for setting aside and quashing the Demands. By way of an order dated October 19, 2015 ("**Order**"), the TDSAT stayed the demands imposed by the DoT and directed DoT to allow the transfer of licenses without insisting on the Demands, subject to our Company submitting an undertaking. Aggrieved by the Order, the DoT filed a special leave petition before the Supreme Court, which directed our Company to deposit ₹20,000 million for the grant of DoT's approval subject to the outcome of the pending matters. Consequently, erstwhile Vodafone complied with the Supreme Court directive. Relying on the Supreme Court's Order, the TDSAT directed our Company to deposit the requisite amount with DoT under separate petition for Merger. Consequently, the said amount has been deposited. The matter is currently pending.

VMSL had requested the permission for the merger of certain Vodafone entities. In its approval, the DoT imposed pre-conditions seeking payments of ₹13,863.40 million (i) OTSC above and below 4.4 MHz; (ii) OTSC for extending period of Himachal Pradesh, Jammu and Kashmir and North East licenses along with bank guarantees; and (iii) undertakings for the OTSC, the license fees and SUC demands pending in litigations before the TDSAT and the Supreme Court. By an order dated December 17, 2015, the TDSAT stayed the demands imposed by the DoT and directed the DoT to allow the transfer of licenses. Relying on an earlier order of the Supreme Court, the TDSAT further directed the VMSL to deposit ₹4,500 million with the DoT. The matter is currently pending.

16. VMSL filed a petition before the TDSAT against the Union of India whereby it challenged the denial of permission and denial of use of microwave access ("**MWA**") carriers in certain districts/cities of the six service areas of Kerala, Maharashtra & Goa, Tamil Nadu, Bihar, Odisha and Jammu and Kashmir by the DoT, despite VMSL having paid the fees for the entire service areas and MWAs already assigned to VMSL in the respective service areas. VMSL further stated that the DoT had already permitted MWA frequencies in the entire service areas to its competitors thereby discriminating against VMSL resulting in financial losses and competitive disadvantage against other telecom operators. VMSL, *inter-alia*, requested the TDSAT to give directions to the DoT to allow use of MWA as the actions of the DoT were unfair, unjust, unreasonable, arbitrary, and in violation of contract / licence terms. The DoT in its reply denied any of the charges and stated that they have not taken any action which discriminates against VMSL and spectrum being a limited natural resource has to be distributed efficiently and effectively between service providers. The DoT further stated that they were following an earlier order of the Supreme Court regarding spectrum charges for MWA and micro wave backbone networks and they had allotted two additional MWA carriers to VMSL. The matter is currently pending.

17. The Cellular Operators Association of India, our Company, VMSL and Vodafone India and others (the "**Petitioners**") filed a petition against the Union of India (the "**Respondent**") before the TDSAT, challenging various letters of the Respondent whereby it rejected the Petitioners calculation of SUC for 5 MHz radio spectrum in 2100 MHz band in various service areas and further stated that there have been short payment of dues towards SUC. The Petitioners stated that the calculation done by the Respondent was incorrect and against the various orders and circulars of the Respondent. In particular, the Petitioners stated that the rate of SUC for 2100 MHz spectrum was fixed by the notice inviting applications ("**NIA**") and the rate expressly provided under the NIA should only be applicable. Further, the Petitioners stated that they had calculated the SUC by applying the weighted average rates prescribed by the DoT for calculating of SUC as a percentage of adjusted gross revenue as per the DoT's letters / orders dated October 31, 2014 and February 2, 2015, which provides for computation of SUC as weighted average of the rates applicable to the combination of existing spectrum and spectrum acquired through the auction. The only document which prescribed the SUC rates for 2100 MHz Spectrum was the NIA of February 25, 2010 which provided a rate of 3% of AGR. The Petitioners, *inter-alia*, requested the TDSAT to quash the letters / orders of the Respondent issued to the Petitioners directing them to pay the shortfall amount; and provide an interim stay on the DoT to apply any other rate other than 3% for calculation of AGR for spectrum in 2100 MHz in circles wherein the administrative spectrum had expired, until the disposal of the petition. The matter is currently pending.

18. VMSL filed a petition before the TDSAT against the Union of India in connection with the letter dated August 4, 2016 whereby the DoT instructed VMSL to make the payment of one time spectrum charge ("**OTSC**") of ₹835 million calculated with effect from January 1, 2013 until September 1, 2016 in relation to liberalization of its administrative allocation of 1.8 MHz of spectrum in West Bengal service area as per paragraph 10 of the guidelines for liberalization of spectrum, 2016 ("**Guidelines**"). The existing CMTS / UAS licences were given an option to liberalize their existing spectrum holding in 1800 MHz band after payment of auction determined price. In its petition our Company submitted that the demand of OTSC raised by DoT for the West Bengal service area had already been challenged by VMSL before the TDSAT which had in its order dated January 29, 2013 directed that no coercive action should be taken against VMSL. Hence, the DoT could not impose a condition for grant of liberalization of the administratively allotted spectrum to VMSL in the West Bengal service area as it would result in by-passing the interim order of the TDSAT. VMSL, *inter-alia*, requested the TDSAT to quash the demand made by the DoT. The TDSAT in its order dated August 8, 2016 directed VMSL to furnish bank guarantees equivalent to amount mentioned in the demand for OTSC, valid for three months and held that VMSL would be granted liberalization of spectrum without prejudice to the rights and contentions of the parties. Subsequently, the administrative allotted spectrum was converted into liberalized spectrum which was further combined with the auction acquired spectrum by VMSL. The TDSAT pursuant to a further order dated January 24, 2017 directed VMSL to extend the OTSC appropriately until the time the matter is not disposed off. The matter is currently pending.

19. On September 22, 2016, the DoT issued a demand notice to our Company to pay ₹2,810 million towards payment of reserve price for continuation of its services from February 2, 2012 until February 15, 2013 in Punjab and Karnataka service areas and until October 10, 2013 in Assam, North-East, West Bengal, Kolkata, Odisha, Tamil Nadu and Jammu and Kashmir service areas. Similar demand was raised on Spice Communications Limited for ₹3,040 million towards payment of reserve price for continuation of its services for four quashed licenses issued in 2008 (together, the "**Demand Notices**"). Aggrieved by the Demand Notices, our Company filed a petition before the TDSAT on the grounds of gross delay and laches on the part of the DoT and that the Demand Notices have been raised in respect of service areas where the licenses of our Company were not in operation and erroneous calculations by the DoT. The TDSAT, pursuant to its interim order dated October 7, 2016 directed that no coercive steps be taken. Subsequently, the DoT issued a revised demand notice dated February 14, 2017, to our Company for ₹2,350 million without giving any explanation which was challenged before the TDSAT. No

revised demand was received in respect of SCL. On March 3, 2017, the TDSAT passed an order directing that the DoT shall not take any coercive action with respect to the impugned demands. The matter is currently pending.

20. VMSL filed a petition before the TDSAT against Union of India (the "**Respondent**") in connection with demand notice dated March 23, 2017 raised by the Respondent for ₹500 million. VMSL had issued post-paid connection from time to time in favour of Matrix Cellular (International) Services Private Limited ("**Matrix**") as a subscriber of VMSL. Further, VMSL separately and independently entered into a contract with Matrix to take benefit of expertise of Matrix in attracting high end post-paid customers. VMSL had received various notices by the Respondent seeking information about the arrangement with Matrix which was duly responded by VMSL. The Respondent in the past had issued a similar notice to VMSL which was challenged in the TDSAT where the TDSAT held in favour of VMSL and referred the matter back to the DoT for reconsideration. Accordingly, the Respondent issued another notice alleging that VMSL was in violation of the license agreements and that it did not disclose the information about number of bulk connections owned by Matrix. VMSL, *inter-alia*, in its prayers requested the TDSAT to (i) set aside and quash the demand notice dated March 23, 2017; and (ii) pass an interim order staying the operation of the demand notice. The TDSAT pursuant to orders dated May 5, 2017 and July 17, 2017 passed interim orders staying the operation of the demand notice. The matter is currently pending.

21. Our Company entered into an agreement with M/s Limco Sales Corporation ("**Limco**") to attract various customers who wanted certain personalized services. As per the arrangement between our Company and Limco, it was Limco's duty to procure necessary details from the customers after making them fill a customer application form for which our Company billed Limco. The Union of India through the DoT (the "**Respondent**") on May 27, 2009 served a letter to our Company alleging, *inter-alia*, that our Company did not follow the guidelines formulated by the DoT in relation to subscriber's identity verification, hence causing loss to the Respondent and such actions were in violation of different provisions of the license agreement between our Company and the Respondent. Our Company responded to the Respondent on September 15, 2009 denying any wrongdoing on its part. The Respondent sent another letter dated January 18, 2010 repeating the allegations made in the earlier letter which was again responded by our Company on February 15, 2010 stating, *inter-alia*, that if there were any violations of part of our Company, the Respondent should have informed our Company about these violations beforehand. On October 12, 2011, the Respondent imposed a penalty of ₹500 million on our Company. Aggrieved by the demand, our Company filed a petition against imposition of such penalty by the Respondent before the TDSAT, which in its judgment dated July 17, 2012 quashed the demand notice and referred the matter back to the DoT directing the Respondent to conduct proper hearings to our Company to defend the allegations made against it.

    Accordingly, the Respondent sent another notice dated June 19, 2014 alleging that our Company had violated the license conditions in the matter of bulk connections which was re-iteration of the earlier show-cause notice and did not consider the response that had been already submitted by our Company. Our Company through its letters dated July 19, 2014 and March 26, 2015 to the Respondent highlighted the arbitrary nature of the notice. Again after a period of 22 months, the Respondent sent another notice imposing a penalty of ₹500 million. Aggrieved by the actions of the Respondent, our Company filed a petition before the TDSAT requesting them to, *inter-alia*, declare that the imposition of financial penalty as null and void and further that the DoT did not act in a fair manner. The Respondent filed a response against the petition and rejected the contentions of our Company and stated that the terms and conditions of the arrangement between our Company and Limco were against the license agreement and the penalty imposed on our Company was within the licensing framework. The matter is currently pending.

22. Union of India through the DoT (the "**Respondent**") issued a demand notice dated March 21, 2017 against Vodafone India and VMSL (the "**Petitioners**") whereby it levied a penalty of ₹11.00 million in total for the 11 licensed service area agreements where our Company operated for allegedly violating terms and conditions of the CMTS/UAS license agreements and the Interconnection Usage Charges Regulation, 2003 issued the by the TRAI. The Respondent in their notice alleged that the Petitioners were providing a service called "Push2Talk" between May 27, 2004 to March 9, 2005, which was not permissible as per the terms and conditions under the license agreements. Aggrieved by the demand notice, the Petitioners filed a petition before the TDSAT against the Respondent, whereby it stated that the Petitioners had in past adequately responded to the Respondent about all its queries on the services, the last response being sent on August 17, 2007 after which there had been no response from the Respondent. Further, the Petitioners stated that it had also informed the Respondent that TRAI in its investigation had also held that the services were not "push to talk" services. The Petitioners requested the TDSAT to, *inter-alia*, quash the demand notice dated March 21, 2017 as the notice was sent after 10 years since the last communication and therefore the demand is arbitrary and an unreasonable exercise of power by the Respondent. The Respondent filed its reply rejecting all the claims made by the Petitioners. The matter is currently pending.

23. Our Company filed a petition against the Union of India (the "**Respondent**") before the TDSAT against a demand notice whereby the Respondent imposed a penalty of ₹500 million against our Company for alleged suppression of actual subscriber/customer database while reporting to the TERM Cell in the Andhra Pradesh service areas thereby violating the CMTS licence agreement conditions which resulted in bypassing the audit of CAFs causing financial loss to the Government of India. Our Company in its petition, *inter-alia*, contended that there was a difference in understanding / interpreting the reporting methodology between the different telecom service providers leading to discrepancies in the subscriber database form which had also been acknowledged by the Respondent through its various circulars. The TDSAT passed interim orders whereby it stayed the impugned demand. The matter is currently pending.

24. Our Company filed a petition against the Union of India (the "**Respondent**") before the TDSAT against a demand notice whereby the Respondent imposed a penalty of ₹500 million against our Company for alleged suppression of actual subscriber/customer database while reporting to the TERM Cell in the Haryana service areas thereby violating the CMTS licence agreement conditions which resulted in bypassing the audit of CAFs causing financial loss to the Government of India. Our Company in its petition, *inter-alia*, contended that there was a difference in understanding / interpreting the reporting methodology between the different telecom service providers leading to discrepancies in the subscriber database form which had also been acknowledged by the Respondent through its various circulars. The TDSAT passed interim orders whereby it stayed the impugned demand. The matter is currently pending.

25. Our Company filed a petition against the Union of India (the "**Respondent**") before the TDSAT against a demand notice whereby the Respondent imposed a penalty of ₹500 million against our Company for alleged suppression of actual subscriber/customer database while reporting to the TERM Cell in the Maharashtra service areas thereby violating the CMTS licence agreement conditions which resulted in bypassing the audit of CAFs causing financial loss to the Government of India. Our Company in its petition, *inter-alia*, contended that there was a difference in understanding / interpreting the reporting methodology between the different telecom service providers leading to discrepancies in the subscriber database form which had also been acknowledged by the Respondent through its various circulars. The TDSAT passed interim orders whereby it stayed the impugned demand. The matter is currently pending.

26. Our Company filed a petition against the Union of India (the "**Respondent**") before the TDSAT in relation to demands of ₹15.00 million made by the DoT for liquidated damages for alleged default in compliance with roll out obligations of phase 2 in Himachal Pradesh, Rajasthan and Uttar Pradesh (East) licensed service areas ("**LSA**"). Our Company in its petition contended that the delay in roll-out obligations was due to delay in SACFA clearance and the Respondent did not add the period of SACFA delay to the due date for roll out obligations. The TDSAT passed an interim order against the demand notice whereby it stayed the impugned demand. The matter is currently pending.

27. Our Company filed a petition against the Union of India (the "**Respondent**") before the TDSAT in relation to demands of ₹700.00 million made by the DoT for liquidated damages for alleged default in compliance with roll out obligations of UASL in Andhra Pradesh, Haryana, Karnataka, Maharashtra and Punjab LSAs. Our Company in its petition contended that the delay in roll-out obligations was due to delay in SACFA clearance and the Respondent did not add the period of SACFA delay to the due date for roll out obligations. The TDSAT passed an interim order against the demand notices whereby it stayed the impugned demand. The matter is currently pending.

28. VMSL filed a petition against the Union of India (the "**Respondent**") before the TDSAT in relation to demands of ₹70.70 million made by the DoT for liquidated damages for alleged default in compliance with roll out obligations of UASL in phase 1 of the service areas in Bihar, Jammu and Kashmir, North-East and Orissa LSAs. Since, the demand notice mentioned that the demand is subject to the outcome of an appeal pending before the Supreme Court of India and considering there are stay orders passed by the TDSAT in similar demands, the TDSAT passed an interim order against the demand notice. The matter is currently pending.

29. Telecom Watchdog (the "**Petitioner**"), a non-profit organization filed a transfer petition before the Supreme Court seeking transfer of its civil petition before the High Court of Delhi against the Union of India and certain telecom companies including our Company, Vodafone India and VMSL (the "**Respondents**"). The Petitioner highlighted that as per the license conditions, the DoT could have allocated a maximum of 4.5/4.4/6.2 MHz spectrum to telecom operators. However, the DoT allocated spectrum in excess of this entitlement to most of the telecom operators in every circle without charging them any additional license fee which resulted in an aggregate loss to the exchequer of ₹369,930.00 million. TRAI had observed this in 2007, 2010 and 2011 and had recommended that the DoT should charge additional license fee for every MHz of spectrum allocated beyond 6.2 MHz and had also stated that even after such additional allocation telecom operators can retain extra spectrum only up to a maximum of 8 MHz in all circles and 10MHz in Delhi and Mumbai circles after paying an additional license fee. Further, the TRAI stated that extra spectrum already allocated to the telecom operators should be withdrawn. Since, the Supreme Court was hearing another case which also involved additional allocation of spectrum by the DoT to the existing telecom operators without charging any entry fee, the Petitioner in its prayers requested the Supreme Court that the petition should be transferred. The Respondents including our Company filed counter affidavit in the Supreme Court against the transfer petition and denied all the averments and allegations made in the petition and stated that the spectrum allocation was conducted fairly and further challenged filing of the petition as the issues in the other petition were different. The Supreme Court accepted the said petition by way of its order dated September 30, 2013. The matter is currently pending.

30. Association of Unified Telecom Service Provider of India and others (the "**Petitioners**") filed a public interest litigation against the Union of India and others including our Company, and VMSL (the "**Respondents**") whereby the Petitioners challenged the allotment of spectrums whereby it was, *inter-alia*, alleged that (i) the allotments were not backed by the licence agreements and were granted without payment of any one time fee, and (ii) the additional spectrums beyond the 6.2 MHz were allotted in non-transparent manner to only select few telecom companies. The Petitioners requested the Supreme Court to, *inter-alia*, (i) declare that the additional spectrum allocation was illegal and cancel such allocation which should be allotted through auction, and (ii) to recover appropriate compensation from the Respondents for the loss with effect from the date of allocation of additional spectrum. The Respondents including our Company filed counter affidavits

before the Supreme Court and denied all the averments and allegations in relation to spectrum allocation and further stated that the spectrum allocation was conducted in a fair manner. The matter is currently pending.

31. 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 ₹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, *inter-alia*, on the grounds that: (i) the demand of OTSC was retrospective in nature and was a unilateral imposition against the terms of the licence, (ii) the imposition of the OTSC was on the spectrum that had been already allotted and for which payment was continued to be made on a revenue share basis, (iii) the demand notice was illegal as there is a threat of forced withdrawal / surrender of the spectrum beyond 4.4. MHz if the demand was not met, and (iv) the order and the demand was arbitrary and unreasonable. By way of a judgment dated July 4, 2019 ("**Judgment**"), the TDSAT held that OTSC is not chargeable for spectrum between 4.4 MHz to 6.2 MHz, setting aside the demand. Further, it held that OTSC for spectrum beyond 6.2 MHz allotted after July 1, 2008 shall be levied from the date of allotment of such spectrum, for spectrum beyond 6.2 MHz allocated before July 1, 2008 shall be levied only prospectively from January 1, 2013, respectively. Both DoT and our Company filed cross appeals against the Judgment before Supreme Court. The matters are currently pending.

32. 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, *inter-alia*, on the grounds: (i) that it was *ultra-vires* under Section 4 of the Indian Telegraph Act, 1885 to levy a OTSC which is confined only to the grant of licence, (ii) that the Impugned Decisions were illegal, without authority of law and contrary to our Company's contractual rights under the UAS / CMTS licences granted by the Respondent; (iii) that the Impugned Decisions were retrospective in nature; (iv) that the Impugned Decisions violated the provisions of equality and non-discrimination under the Constitution of India as it caused serious and adverse economic and financial impact of an unjust condition on our Company, (v) that the Impugned Decisions discriminated between the dual telecom operators and the GSM telecom operators like our Company, and (vi) that the Impugned Decisions were based on the erroneous assumption of 'excess spectrum', hinged upon the assumption / premise that the contracted spectrum was only up to 6.2 MHz and the spectrum beyond 6.2 MHz was given free of cost. Pursuant to an order dated January 24, 2013, the BHC directed the Respondent that no coercive action should be taken against the Impugned Demand. The matter is currently pending.

33. DoT, while approving the merger of Vodafone India Limited and Vodafone Mobile Services Limited with ICL, imposed certain demands, including *inter alia* a bank guarantee ("**BG**") for securing one time spectrum charges demand from erstwhile ICL. ICL furnished the BG under protest and thereafter the merged entity, our Company, Vodafone Idea Limited, challenged the demand before TDSAT. The TDSAT by way of its judgment dated January 21, 2019 ("**TDSAT Judgment**") directed DoT to return the BG of the amount which was covered by interim stay order passed by the Bombay High Court in a separate connected matter. TDSAT also held that Company is free to dispute the remaining demand. Hence, the petition was filed by our Company seeking refund of balance amount of BG. The matter is currently pending.

34. DoT, while approving the merger of Vodafone India Limited and Vodafone Mobile Services Limited with ICL, imposed certain demands, including *inter alia* a bank guarantee ("**BG**") for securing one time spectrum charges demand from erstwhile ICL. ICL furnished the BG under protest and thereafter the merged entity, our Company, Vodafone Idea Limited, challenged the demand before TDSAT. The TDSAT by way of its judgment dated January 21, 2019 ("**TDSAT Judgment**") directed DoT to return the BG of the amount which was covered by interim stay order passed by the Bombay High Court in a separate connected matter. The DoT filed an appeal before the Supreme Court against the TDSAT Judgment. The Supreme Court, by way of its order dated July 8, 2019 stayed the TDSAT Judgment. The matter is currently pending.

35. Certain telecom operators (the "**Petitioners**") filed separate petitions against the Government of India before the TDSAT for non-allocation of additional 1.8 MHz of spectrum and 4.4 MHz start up spectrum, in certain service areas. The Petitioners contended that despite meeting the subscriber linked criteria formulated by the DoT and making repeated requests to the Government of India, they were not allotted the spectrum. It was contended by the Petitioners that they had to be treated at-par with other telecom operators who had been allocated additional 1.8 MHz spectrum, which is also provided under the UAS licences. The contentions of the Petitioners were challenged by the Government of India, Cellular Operators Association of India, our Company and Vodafone India, who were allowed to intervene in the matter pursuant to an order dated July 11, 2012 of the TDSAT. The TDSAT pursuant to an order dated January 31, 2014 dismissed the petition of one of the Petitioners, who challenged the order of the TDSAT before the Supreme Court. The matter is currently pending.

36. Our Company filed a writ petition before the Kerala High Court seeking to restrain the DoT from computing AGR of ₹137 million after including non-telecom revenue. Further, our Company also challenged the constitutionality of Section 4 of

the Telegraph Act, 1885 in so far as it gives the DoT the power to include non-telecom revenue in the licence fee payable. The Kerala High Court passed an interim order dated July 13, 2012 permitting our Company to calculate and pay license fee in a manner consistent with past practice until disposal of the petition. In November 2012, the DoT had issued a demand notice to our Company for an aggregate amount of ₹137 million for alleged shortfall in the license fee paid with interest thereon, on the basis of the special audit conducted in July 2009 for the fiscal years 2007 and 2008 by auditors appointed by the DoT. The shortfall had resulted from a difference between the DoT's and ICL's interpretation of AGR. Aggrieved by the said demand notice, our Company filed an intervention application for stay before the Kerala High Court, which was granted pursuant to an order dated November 26, 2012. However, the petition was dismissed by a judgement dated April 3, 2018 by the single judge of the Kerala High Court was challenged by our Company before the division bench of the Kerala High Court which pursuant to an order dated May 29, 2018 passed an interim stay pending the appeal stating that our Company should continue to make the payments as it was being done with respect to the telecom activities throughout the license period. The matter is currently pending.

37. VMSL filed multiple petitions before the TDSAT against the DoT and others, challenging, *inter-alia*, the application of different accounting system by the DoT in the same financial year in respect of deductions from gross revenue of two items, *i.e.*, access charges (pass through / interconnection usage charge) and roaming charges to other operators and the incorrect levy of licence fee. VMSL in its prayers requested for directions of the TDSAT to the DoT for, *inter-alia*, (i) re-computation of the demand notes raised against our Company by following one system of accounting for the entire financial year, (ii) refund / adjustment of all excess amounts wrongfully levied by the DoT, Pursuant to an order dated May 3, 2011 (the "**Order**") the TDSAT, *inter-alia*, held that the accounting of revenue and expenditure shall be on an accrual basis but of the expenditure shown on accrual basis is not actually paid in that or subsequent years, the DoT shall be entitled to remove the unpaid amount from the expenditure, and directed VMSL to submit their claims on accrual basis to the DoT. Thereafter, the DoT filed multiple appeals before the Supreme Court seeking to set aside the Order. During the pendency of the appeals filed by the DoT, VMSL also filed an execution application before the TDSAT for the execution of the Order and to direct the DoT for payment of ₹33.20 million (including interest till January 31, 2014) along with further interest till realization. Aggrieved, the DoT filed interim applications before the Supreme Court and in its prayers requested the Supreme Court to stay the execution proceeding before the TDSAT. By an order dated August 25, 2014, the Supreme Court directed the Respondent that they should not take any coercive action during the pendency of the proceedings. The matters are currently pending.

38. The DoT issued certain show cause and demand notices for an amount of ₹95,870 million to Vodafone India and VMSL for the period between the financial years 2006-07 and 2013-14, 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. The matters are currently pending.

39. Vodafone India and VMSL (the "**Petitioners**") challenged the Telecommunication Interconnection Usage Charges (Tenth Amendment) Regulations, 2009 ("**IUC Regulations, 2009**") issued by the TRAI and filed petitions before the TDSAT where it stated that the method of computing mobile termination charge from ₹0.30 paise per minute to ₹0.20 paise per minute was incorrect as it left out the important element of sales and marketing cost, expenses for provisioning of bandwidth, customer acquisition cost, financial charges loss or sale of assets. The petition further stated that the TRAI had fixed termination charge for incoming long distance call at ₹0.40 paise per minutes without any basis and the entire process adopted by the TRAI was non-transparent. The Petitioners in their prayer requested the TDSAT to, *inter-alia*, pass orders setting aside the IUC Regulations, 2009, to fix mobile termination charge at ₹0.35 paise per minute or in the alternative remand the matter for fresh consideration by the TRAI in a transparent manner and to take into account recognized category of CAPEX, OPEX, common cost and cost of capital mark up. The TDSAT pursuant to its order dated September 29, 2010 remanded the matter back to TRAI for fresh consideration. The TRAI challenged the order of the TDSAT before the Supreme Court whereby pursuant to its order dated July 29, 2011, the Supreme Court directed the TRAI to compute the interconnected usage charges without inclusion of capital cost, uninfluenced by the TDSAT order. TRAI submitted an interlocutory application with the Supreme Court to along with a detailed report to arrive at the MTC of ₹0.19 paise which has been objected by the Petitioners on legal, technical and commercial grounds.

Further, one of the state owned telecom companies filed an appeal in the Supreme Court against the TRAI and certain other telecom companies including the Petitioners whereby it challenged the authority of the TRAI to pass such regulations. The Supreme Court in its judgment dated December 6, 2013, held that the TRAI had power to frame such regulations and that the TDSAT did not have jurisdiction to enter challenge to the IUC Regulations, 2009 and the validity of the IUC Regulations, 2009 should be challenged before the High Court. The matters are currently pending.

40. Our Company filed a petition against the TRAI before the High Court of Gujarat challenging the Telecommunication Interconnection Usage Charges (Eleventh Amendment) Regulations, 2015 (the "**IUC Regulations, 2015**"). Our Company

challenged the termination charges determined under the IUC Regulations, 2015 for wireless to wireline, wireline to wireline and wireline to wireless at ₹0, violating the principle of equality and non-discrimination, violating the provisions of the Telecommunication Interconnection (Charges and Revenue Sharing) Regulations, 2001 and *ultra-vires* of the TRAI Act. Our Company has further challenged the termination charges determined under the IUC Regulations, 2015 for wireless to wires at ₹0.14 per minute. Our Company further requested to quash the letter dated May 14, 2015 issued by the TRAI whereby it had rejected the request of the Cellular Operators Association of India to review the IUC Regulations, 2015. The matter is currently pending.

41. Vodafone India and VMSL (the "**Petitioners**") filed a petition against the TRAI before the Delhi High Court challenging the IUC Regulations, 2015. Our Company challenged the termination charges determined under the IUC Regulations, 2015 for wireless to wireline, wireline to wireline and wireline to wireless at ₹0, violating the principle of equality and non-discrimination, violating the provisions of the Telecommunication Interconnection (Charges and Revenue Sharing) Regulations, 2001 and *ultra-vires* of the TRAI Act. The Petitioners further challenged the termination charges determined under the IUC Regulations, 2015 for wireless to wires at ₹0.14 per minute and requested the TDSAT to quash the letter dated May 14, 2015 issued by the TRAI whereby it had rejected the request of the Cellular Operators Association of India to review the IUC Regulations, 2015. The matter is currently pending.

42. Our Company filed a writ petition before the High Court of Bombay against the TRAI (the "**Respondent**") challenging the Telecommunication Interconnection Usage Charges (Thirteenth Amendment) Regulations, 2017 (the "**IUC Regulations, 2017**") issued by the Respondent on September 19, 2017 as the IUC Regulations, 2017 were arbitrary, irrational and were based on extraneous and irrelevant considerations and had no nexus with the object and purpose of the TRAI Act and further that they were in conflict with the license granted to our Company by the DoT. Our Company contended that the IUC Regulations, 2017 reduced the interconnection usage charges, *i.e.*, charges payable by one telecom service provider, from whose network a mobile call originates to another telecom service provider, on whose network that call terminates from ₹0.14 paise to ₹0.60 paise. Our Company further contended that the IUC Regulations, 2017 were anti-consumer and were for the sole purpose of shifting consumers to 4G/VoLTE. Our Company in its prayers requested the Bombay High Court, *inter-alia*, to (i) declare that the IUC Regulations, 2017 are *ultra-vires* the Constitution and the TRAI Act, (ii) quash the IUC Regulations, 2017, and (iii) pending the final disposal, to pass a stay order on the operations of the IUC Regulations, 2017. The matter is currently pending.

43. Vodafone India and VMSL (the "**Petitioners**") filed a writ petition before the High Court of Bombay against the TRAI (the "**Respondent**") challenging the IUC Regulations, 2017 issued by the Respondent on September 19, 2017 as the IUC Regulations, 2017 were arbitrary, irrational and were based on extraneous and irrelevant considerations and had no nexus with the object and purpose of the TRAI Act and further that they were in conflict with the license granted to our Company by the DoT. The Petitioners contended that the IUC Regulations, 2017 reduced the interconnection usage charges, *i.e.*, charges payable by one telecom service provider, from whose network a mobile call originates to another telecom service provider, on whose network that call terminates from ₹0.14 paise to ₹0.60 paise. The Petitioners further contended that the IUC Regulations, 2017 were anti-consumer and were for the sole purpose of shifting consumers to 4G/VoLTE. The Petitioners in their prayer requested the High Court of Bombay, *inter-alia*, to (i) declare that the IUC Regulations, 2017 are *ultra-vires* the Constitution and the TRAI Act, (ii) quash the IUC Regulations, 2017, and (iii) pending the final disposal, to pass a stay order on the operations of the IUC Regulations, 2017. The matter is currently pending.

44. Our Company filed a writ petition before the High Court of Bombay against the TRAI (the "**Respondent**") challenging the Telecommunication Interconnection Usage Charges (Fourteenth Amendment) Regulations, 2018 (the "**IUC Regulations, 2018**") issued by the Respondent on January 12, 2018 as the IUC Regulations, 2018 were arbitrary, irrational and were based on extraneous and irrelevant considerations and had no nexus with the object and purpose of the TRAI Act and further that they were in conflict with the license granted to our Company by the DoT. Our Company contended that the IUC Regulations, 2018 reduced the incoming long distance calls termination charges from 53 paise per minute to 30 paise per minute. Our Company in its prayer requested the Bombay High Court to, *inter-alia* (i) declare that the IUC Regulations, 2018 are *ultra-vires* the Constitution and the TRAI Act, (ii) quash the IUC Regulations, 2018, and (iii) pending the final disposal, to pass a stay order on the operations of the IUC Regulations, 2018. The matters are currently pending.

45. Vodafone India and VMSL (the "**Petitioners**") filed a writ petition before the High Court of Bombay against the TRAI (the "**Respondent**") challenging the Telecommunication Interconnection Usage Charges (Fourteenth Amendment) Regulations, 2018 (the "**IUC Regulations, 2018**") issued by the Respondent on January 12, 2018 as the IUC Regulations, 2018 were arbitrary, irrational and were based on extraneous and irrelevant considerations and had no nexus with the object and purpose of the TRAI Act and further that they were in conflict with the license granted to the Petitioner by the DoT. The Petitioners contended that the IUC Regulations, 2018 reduced the incoming long distance calls termination charges from 53 paise per minute to 30 paise per minute. Our Company in its prayer requested the Bombay High Court to, *inter-alia* (i) declare that the IUC Regulations, 2018 are *ultra-vires* the Constitution and the TRAI Act, (ii) quash the IUC Regulations, 2018, and (iii) pending the final disposal, to pass a stay order on the operations of the IUC Regulations, 2018. The matters are currently pending.

46. Certain telecom companies including Bharti Airtel, Idea Services Limited and VMSL filed a petition before the TDSAT, Delhi against the TRAI and others (the "**Respondent**") challenging the Telecommunication Tariff (Sixty Third Amendment) Order, 2018 (the "**TTO Amendment Order**") issued by the Respondents dated February 16, 2018. Our

Company challenged the TTO Amendment Order on the ground that it included segmented offers as tariff plans and which therefore needs to be reported. It was contented, *inter*-alia, by our Company (i) that the segmented offers were in existence in the past as normal business practice in the telecom sector and the Respondent had not interfered with the practice in the past. Segmented offers are a trade secret of the company and hence confidential in nature which ought not to be disclosed to the competitors. Further, the TRAI did not take into consideration the objections of the telecom companies and issued the TTO Amendment Order, (ii) new definition of significant market power which has removed the elements of switching capacity and traffic volume to determine SMP and was limited to subscriber base and gross revenue, (iii) the TTO Amendment Order excluded the IUC compliance from the self-check required to ensure that the tariff is consistent with the regulatory principles. Pursuant to an order dated December 13, 2018, the TDSAT set aside the TTO Amendment Order so far as it changes the concept of SMP, non-predation and other related provisions. Aggrieved by the order of the TDSAT, the Respondent filed an appeal before the Supreme Court. The matter is currently pending.

47. For approval of the merger of Vodafone India and VMSL with ICL, the DoT vide its letter dated July 9, 2018 ("**DoT Letter**") raised certain demands, including *inter alia* the demand towards the differential amount between the entry fee and the market determined prices for 4.4 MHz spectrum allotted to the erstwhile Vodafone entities. Our Company, vide a letter dated July 12, 2018, disputed the amount of ₹39,262.4 million ("**Demand Amount**") mentioned in the DoT Letter and submitted that the same is wrongly calculated, and must be ₹26,429.1 million ("**Payable Amount**"), resulting in an overcharging of ₹12834.3 million ("**Excess Amount**"). Following this, our Company deposited Demand Amount and has filed a petition before the TDSAT seeking *inter alia* a refund of the Excess Amount with interest. Thereafter, our Company filed an application for amendment with further revision to the Payable Amount, submitting that the Excess Amount is increased to ₹13,636.3 million. The DoT submitted that the re-calculated excess amount is only ₹7,555.2 million ("**Revised Excess Amount**") and our Company is entitled to a refund of the same. The TDSAT vide an order dated December 15, 2023 ("**Order**"), directed the Revised Excess Amount be adjusted towards licence fee and SUC for the period July 2023 to September 2023 ("**Adjustment**"), at the request of our Company. Our Company has submitted *inter alia* that the adjustment was carried out incorrectly for amounts other than agreed upon in the Order, seeking certain directions from the TDSAT to the DoT, including *inter alia* directions to use the Revised Excess Amount only towards the Adjustment. The matter is currently pending.

48. Vodafone Mobile Services Limited and Vodafone India Limited ("**Petitioners**") filed a petition before the TDSAT challenging the guidelines dated October 16, 2015 ("**DoT Guidelines**") and a letter dated January 24, 2017 ("**Letter**", and together with the DoT Guidelines, the "**Guidelines**") issued by the DoT, in relation to MW frequency allocations and seeking to sign a new MW frequency agreement with an open ended undertaking. The TDSAT passed a judgement dated March 13, 2019 ("**TDSAT Judgment**"), holding that the DoT Guidelines cannot be applied to the Petitioners, setting aside the Letter and allowing the revalidation/ re-assignment of our Company's already allotted frequencies, subject to the payment of any lawful charges. The TDSAT also held that the government has the right to charge the rates unilaterally fixed in 2006 for MW spectrum ("**2006 Rates**"), which can be made applicable to the operator from date of issue of fresh notification, as against the rates mutually agreed between the parties in 2002 ("**2002 Rates**"). The DoT and our Company, both, have filed cross appeals before Supreme Court against said TDSAT Judgment. By way of the said cross appeal, our Company seeks to challenge the TDSAT Judgment to the extent that it allows for the applicability of the 2006 Rates as against the 2002 Rates. The matter is currently pending.

49. Our Company filed a petition before the TDSAT, challenging the DoT's demand notice ("**Demand Notice 1**")on Vodafone India Limited and Vodafone Mobile Services Limited (now known as our Company, Vodafone Idea Limited) in relation to an amount of ₹10,500 million and a petition before the TDSAT, challenging the DoT demand notice ("**Demand Notice 2**" and together with Demand Notice 1, the "**Demand Notices**") issued to ICL involving an amount of ₹9,500 million. Both the Demand Notices alleged violations of the Quality of Service Regulations and provisions of the unified licence and unified access service licence granted to our Company. The matter is currently pending.

50. The DoT issued letters to our Company dated May 27/29, 2020 and November 16, 2020 ("**Impugned Letters**"), requesting us to indicate the validity of frequency assignment/earmarking/authorisation letter by way of an undertaking pursuant to our request for issuance of import licences to our Company for importing microwave equipment, and requiring our Company to sign a frequency agreement and an undertaking. Our Company filed a petition before the TDSAT ("**Petition**"), challenging the DoT's non-grant of import licences for import of microwave equipment. The TDAST by way of its interim order dated August 18, 2021, *inter alia* set aside the Impugned Letters and directed DoT to grant import licenses to our Company in all pending import license applications and directed DoT to adjust the bank guarantees of ₹8,643.2 million towards the differential amount between the MW charged out of the excess bank guarantees of ₹16,020 million, already lying with the DoT. The matter is currently pending.

51. Our Company filed a petition before the TDSAT, New Delhi, ("**TDSAT**") challenging various demand notices issued by the DoT to our Company which aggregated to a demand of approximately ₹4,738.36 million, and alleging that the DoT levied incorrect spectrum usage charges for the Assam, Bihar, Jammu and Kashmir, North East, Odisha, West Bengal, Uttar Pradesh (East) and Tamil Nadu service areas for the financial years 2019-20, 2020-21 and 2021-22, for which the market determined price had already been paid by our Company. The aggregate demand was subsequently revised to ₹5,213.50 by way of a revision petition filed by the Company before the TDSAT. The matter is currently pending.

52. Our Company filed a petition before the TDSAT, challenging various demand notices issued by DoT to our Company which aggregated to a total demand of approximately ₹5,606.47 million, alleging that the DoT had incorrectly combined the two spectrums separately acquired by VMSL and ICL in the 2012 spectrum auction and thereby wrongly charged a higher rate of spectrum usage charges. The matter is currently pending.

53. There are five matters involving *inter alia* criminal complaints, a show cause notice and inspection, by certain labour authorities, including the Labour Inspector, Ambala, Labour Enforcement Officer, Ernakulum, Assistant Labour Officer Grade II, Kannur and Assistant Labour Officer Grade II, 1st Circle, Alappuzha, against our Company, under *inter alia* the Industrial Disputes Act, 1947, Contract Labour (Regulation and Abolition) Central Rules, 1971 and the Minimum Wages Act, 1948. For details, see "- *Litigation involving our Company – Criminal litigation involving our Company – Criminal litigation against our Company - Nos. 8, 31, 69, 70 and 74*" on page 619.

Customer Application Form ("CAF") Matters

1. Our Company is subject to periodic audits conducted by the DoT in relation to the CAF used for the on-boarding of our customers. Our Company is currently involved in 79 matters involving such, CAFs including matters resulting from the audits conducted by the DoT, where in the DoT has further initiated proceedings alleging, inter alia, various non-compliances with instructions issued by DoT dated March 31, 2011 and August 9, 2012 (together, the "**Subscriber Verification Instructions**"), non-compliance with the terms of the UASL, violation of CAF guidelines and sale of pre-activated SIM cards. The DoT has also initiated proceedings resulting from an alleged delays in the provision of monthly CAFs by our Company, to be audited by the DoT. In such proceedings, the DoT has imposed demands aggregating to ₹4,616.08 million to be paid by our Company.

2. Our Company had outsourced the activities relating to management of customer application forms (the "**CAFs**") to M/s Guru Solutions ("**Guru**"). In the months of May and June 2009, 426 fake CAFs were submitted on behalf of our Company by some employees of Guru. the DoT issued a show cause notice dated September 14, 2009 to our Company, as to why no action should be taken against our Company for submitting fake CAFs. Our Company replied to the show cause notice on September 15, 2009, stating *inter alia* that our Company had already instructed Guru to take appropriate action against the responsible employees. For details, see "- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company - No. 10*" on page 619.

Electromagnetic field radiation matters

The DoT has issued demand notices on eight matters relating to EMF radiation, where in the DoT has alleged, inter alia, various non-compliance with the test procedure issued by the Telecom Engineering Centre, violation of certain EMF radiation norms, delay in submission of self-certification and various non-compliances under such self-certification norms. In such proceedings, the DoT has imposed demands aggregating to ₹3,410.77 million to be paid by our Company.

Industry Litigation by Cellular Operators Association of India

1. COAI filed a joint industry petition before TDSAT on the issue of levy of penalty retrospectively on account of improper/missing/absent signages. The petition prays to declare that DoT cannot levy any penalty on ground of improper signage or missing signages by relying upon circulars dated April 8, 2010 and/or November 2, 2010. TDSAT passed interim order dated April 25, 2014 and April 29, 2014 allowing ad interim stay. The matter is currently pending.

2. COAI filed a joint industry petition before TDSAT challenging the impugned Bharat Sanchar Nigam Limited ("**BSNL**") Circular/letter dated October 21, 2014, withdrawing its earlier circular/letter dated September 7, 2009 and instructing its field offices to demand renewal of bank guarantees based on an 'average billed amount basis' as per the Interconnect Agreement and not as per 'net payable basis' as was mutually agreed between BSNL and the TSPs earlier. TDSAT granted interim order dated March 19, 2015 and directed BSNL to keep the impugned circular in abeyance. The matter is currently pending.

3. COAI filed a joint industry petition before TDSAT against DoT on the issue of levy of penalty on the TSPs for alleged non-submission/delayed submission of self certificate upon upgrade of a Base Transceiver Station ("**BTS**") by another sharing TSP at the site. The petition prays *inter alia* to declare that no penalty can be levied upon the TSPs relying upon DoT circular letter dated October 11, 2012 and/or November 20, 2013 merely because of non-submission/delayed submission of Self Certificates by non-upgrading sharing operator at a site. Vide interim order dated April 30, 2015, TDSAT directed DoT not to take any coercive measures for realization of the penalties for delayed/non-submission of self certificates by non-upgrading sharing operators. The matter is currently pending.

4. COAI filed a joint industry petition before TDSAT challenging the validity of office memorandum bearing file no. 1000-56/2004-WFD ("**Circular**") dated November 11, 2014 in so far as it provides in Clause 4(vi) that excess payment of SUCs as on March 31 of any financial year will not be carried forward to the next financial year till the final assessment of SUC. The Petition also challenges the levy of interest by DoT on the alleged shortfall of payment of SUC by the TSPs on the basis of self-assessment. TDSAT passed interim order dated August 3, 2015 and stayed the demands raised by the DoT in

terms of the Circular and the invocation of bank guarantees or any other coercive measure for realisation of those demands. The matter is currently pending.

5. COAI filed a petition ("**Petition**") before TDSAT challenging the demand notices issued by DoT, whereby DoT has wrongly levied penalty at ₹2,000 and ₹5,000 per site on alleged grounds that "North" direction was not marked in the site layout and calculation of Equivalent Isotropic Radiated Power and broadband measurement on the ground for Roof Top Towers were not calculated. Vide interim order dated February 21, 2018, TDSAT granted interim relief qua the demand notices imposing penalty on the missing of North direction in site layout. However, TDSAT directed the TSPs to deposit the penalty amount with respect to missing the measurement values for ground apart from values on four corners of terrace/roof top within two weeks. Such payment shall be subject to final outcome of the Petition. The matter is currently pending.

6. COAI filed a petition before TDSAT challenging the DoT's penalty scheme dated March 29, 2019 regarding non-compliance of prescribed EMF radiation norms in case of a shared site in as much as, inter alia, the DoT has arbitrarily increased the base penalty amount from ₹1 million to ₹2 million per 'site' per 'incidence' basis and further that the impugned scheme also continues to penalize the innocent operators. Vide interim order dated August 13, 2019, TDSAT directed DoT not to take any coercive steps for realization of amounts under penalty scheme dated March 29, 2019. The matter is currently pending.

7. COAI, AUSPI and TSPs had filed a writ challenging MCD orders dated November 20, 2003, Circular dated February 7, 2008 and office order dated April 8, 2010 before the Delhi High Court ("**High Court**"). The High Court passed a judgment on April 29, 2011 ("**Judgment**") and partly allowed the joint industry petition filed by COAI and AUSPI stating inter alia that tower is a building and MCD does not have power to levy fee for installation of towers. COAI and MCD filed appeals challenging the Judgment. On January 30, 2017, industry signed settlement agreement with MCD in LPA filed by MCD. The matter is currently pending.

8. A writ petition was filed by Bharat Sanchar Nigam Limited ("**BSNL**") before Delhi High Court ("**High Court**") challenging the Telecommunication Interconnection (Port Charges) (Second Amendment) Regulations, 2012 ("**Impugned Regulations**") dated September 18, 2012 issued by TRAI, whereby TRAI provided the port charges rates for GMSC ports at the rate of ₹4,000 and TAX Ports (landline) at the rate of ₹10,000. It is the case of BSNL that a rate of ₹55,000 per port for both GMSC (mobile) and TAX (landline) ports and further slab rate is agreed between BSNL and TSPs under Interconnect Agreements. By way of the Impugned Regulations, TRAI sought to reduce the port charges in violation of principles of natural justice, without giving any opportunity of hearing and without any justification and cogent reasons and abolish the slab rate altogether. The High Court vide interim order dated February 28, 2014 ("**Order**") directed the bills to be raised as per the Impugned Regulations and an undertaking (for existing ports) to be furnished within two weeks from the date of the Order and bank guarantee for additional ports. Mahanagar Telephone Nigam Limited also filed a similar petition before the High Court. The matter is currently pending.

9. A joint industry writ petition was filed by COAI and AUSPI before the Bombay High Court ("**High Court**") challenging the vires, applicability and viability of the regulations dated March 4, 2014 ("**Impugned Regulations**") for setting up of cell phone towers in the State of Maharashtra, issued by Maharashtra government. On August 25, 2014, High Court granted interim relief and directed that no municipal or local authority shall take any coercive action under the Impugned Regulations and all authorities shall accept applications in accordance with the DoT Guidelines. The matter is currently pending.

10. A joint industry writ petition was filed by COAI and AUSPI before the High Court of Punjab and Haryana at Chandigarh ("**High Court**") challenging the Chandigarh Policy of Towers for Mobile Telephone and Data Services dated March 9, 2015 and notices issued thereunder directing the telecom service providers to remove/relocate their towers from certain areas specified in the notices, including residential areas. The High Court adjourned the matter sine die, vide an order dated July 28, 2015. The matter is currently pending.

11. A public interest litigation was filed by Amruthesh N.P. ("**Petitioner**") before the Karnataka High Court, Principal Bench at Bengaluru ("**High Court**") regarding the dangling cables at public places in the city of Bengaluru, contending that these cables pose a grave threat to the citizens. COAI filed an application before the High Court, seeking, *inter alia*, the impleadment of COAI. By way of an order dated August 23, 2021, the High Court allowed the impleadment application. The matter is currently pending.

12. India Mart Intermesh Limited ("**Petitioner**") filed a petition ("**Petition**") under the Telecom Commercial Communication Customer Preference Regulation , 2018 ("**TCCCPR**"), seeking setting aside and quashing the operation of regulation 25 of the TCCCPR as unconstitutional and ultra vires the TRAI Act, in so far as it applies to business to business communication. Further, the Petition also seeks to amend the definition of 'recipient' under regulation 2(aw) and 'subscriber' under regulation 2(u) of the TCCCPR, to distinguish between commercial and non-commercial recipients and subscribers within the meaning of the TCCCPR. COAI filed an impleadment application in this matter to represent the industry. The matter is currently pending.

13. The Resident Welfare Association C-II Vasant Kunj ("**Petitioner**") filed a petition ("**Petition**") before the Delhi High Court ("**High Court**") against *inter alia* the Government of the National Capital Territory of Delhi and COAI, challenging the installation of cell on wheels in the Vasant Kunj area of Delhi, which was allegedly carried out without consulting the members of the Petitioner society, and also EMF radiation. The matter is currently pending.

14. Bharat Sanchar Nigam Limited filed an appeal before the Supreme Court, challenging the order of the TDSAT dated November 11, 2005 ("**Order**"), on the grounds that the TRAI has no jurisdiction to modify or override any of the term or condition of the Interconnection Agreement between the parties as laid down in earlier judgments of the TDSAT dated April 27, 2005 and May 3, 2005. The COAI also filed an appeal against the Order to the extent that it does not grant relief on a retrospective basis. The matter is currently pending.

15. Bharat Sanchar Nigam Limited ("**BSNL**") filed an appeal before the Supreme Court, challenging the judgment passed by the TDSAT dated May 3, 2005 ("**Judgment**"), only to the limited extent that TDSAT has held that BSNL is not justified in charging 19 paise for transiting of the calls of private cellular mobile service providers on its basic network, onto its cellular mobile service (Cellone). COAI also filed an appeal challenging the Judgment. The matter is currently pending.

16. Bharat Sanchar Nigam Limited ("**BSNL**") filed an appeal before the Supreme Court, challenging the TDSAT order dated April 27, 2005, which set aside BSNL's letter dated November 2, 2001, in which BSNL sought to recover higher port charges and held that the port charges were payable by the cellular operators, based on the rates given in the BSNL letter of October 12, 1999, till the coming into effect of the TRAI (Port Charges) Regulations, 2001. The matter is currently pending.

17. TRAI filed an appeal before the Supreme Court, challenging the judgment of the TDSAT dated April 27, 2005 and arguing whether and to what extent the TRAI has power to fix the terms and conditions of interconnectivity between the service providers and TRAI's power to amend the agreement, and whether TDSAT could examine the vires of a regulation framed by TRAI. The matter is currently pending.

18. COAI filed a civil appeal before the Supreme Court , challenging the order of the TDSAT dated May 28, 2010, which was tagged with appeals filed by AUSPI, TRAI and Bharat Sanchar Nigam Limited ("BSNL") ("**Civil Appeals**"). The Supreme Court, by way of an order dated August 2, 2010, directed that the service providers can continue to pay port charges at the lower rates provided that each service operator gives an undertaking in the form of affidavit securing the revenue in case it loses in the matter. Thereafter, by way of an order dated December 15, 2010, the Supreme Court directed that pending final disposal of the Civil Appeals, in respect of each additional Port, the operators will give bank guarantees of a nationalised bank on the difference between the rates applicable between 2001 and 2007, per port. It further directed that the registry will not accept the bank guarantee unless and until the chief executive officer of the operators submit an undertaking in the form of an affidavit, stating that in the event of BSNL succeeding in the matter, each of the applicants, who has given a bank guarantee, would have to pay interest at the rate fixed by the Supreme Court. The matter is currently pending.

19. COAI filed a civil appeal ("**Appeal**") before the Supreme Court, challenging the judgment of the TDSAT dated May 21, 2010, whereby the TDSAT allowed the appeal filed by Bharat Sanchar Nigam Limited ("**BSNL**") and allowed BSNL to charge distance based carriage charges instead of uniform carriage charges from operators. The Appeal relates to carriage charges payable by CMSPs to BSNL for mobile to fixed network calls, handed over by them to BSNL, within the same service area / circle / intra-circle. Further, BSNL filed application before the Supreme Court, seeking directions for all TSPs for payment of carriage charges to BSNL. The matter is currently pending.

20. DoT has filed an appeal before the Supreme Court, challenging the judgment of the TDSAT dated November 19, 2009, which had *inter alia* set aside the impugned demands of penalty by DoT, seeking directions on whether DoT can levy penalty upon the TSPs for the period February, 1999 and December, 2001 on the outstanding WPC dues. The matter is currently pending.

21. Bharat Sanchar Nigam Limited ("**BSNL**") filed an appeal before the Supreme Court, against COAI, challenging the judgment of the TDSAT dated May 12, 2009, which dismissed the earlier appeals of BSNL, while stating, *inter alia* that BSNL has no legal right to access deficit charges ("**ADC**"), ADC has rightly been designed as a depleting regime, ADC was rightly terminated in the year 2008-09 and the manner of calculating ADC each year was fair and reasonable, given the facts available with TRAI. The matter is currently pending.

22. TRAI has filed an appeal before the Supreme Court, challenging the judgment of the TDSAT dated September 29, 2010 ("**Order**"), wherein the TDSAT had remanded the case to TRAI with a direction to the TRAI for completing the consultation process in a time bound manner, so that the new IUC charges could be made effective/implemented by January 1, 2011. By way of an order dated February 4, 2011, the Supreme Court gave TRAI an extension of four months' time to implement the Order. Thereafter, by way of an order dated July 29, 2011, the Supreme Court directed TRAI to compute IUC with and without the inclusion of capital cost. TRAI completed the exercise and filed the same on October 31, 2011. The matter is currently pending.

23. DoT filed an appeal before the Supreme Court, challenging the judgment of the TDSAT dated April 22, 2010, wherein TDSAT had allowed the petition filed by COAI, thereby setting aside all orders of DoT pertaining to the hike in microwave charges. The matter is currently pending.

24. Bharat Sanchar Nigam Limited ("**BSNL**") and Maharashtra Telephone Nigam Limited ("**MTNL**") filed appeals before the Supreme Court, challenging the order of the TDSAT dated March 29, 2004, which directed BSNL and MTNL to implement the TRAI recommendations dated January 8, 2001 and refund the amount received from the cellular operators towards 5% of their pass through revenues with effect from January 25, 2001 up to January 31, 2002. The Supreme Court, by way of an order dated October 26, 2010, remanded the matter back to the TDSAT. The TDSAT passed a judgment dated April 13, 2011, wherein the petition was allowed in part and to the extent that the determination of TRAI shall take effect from January 25, 2001. Further, BSNL and MTNL filed appeals before the Supreme Court, challenging the judgment of the TDSAT judgment dated April 13, 2011, seeking quashing of order of the TDSAT dated April 13, 2011. The matter is currently pending.

25. **EMF Batch Matters**

COAI filed an appeal before the Supreme Court, challenging the judgment of the Rajasthan High Court dated November 27, 2012, which directed *inter alia* removal of towers from schools and hospitals within two months. The matter is currently pending.

COAI filed a civil appeal before the Supreme Court, challenging the judgment and order dated May 28, 2015 ("**NGT Order I**") passed by the National Green Tribunal ("**NGT**"), Bhopal, directing the local authorities to carry out a fresh survey to identify whether the mobile towers, which are located within its jurisdiction, are found within the prohibited zone and further directing that the said towers should be made non-operational and de-activated by the service providers, and the order dated August 13, 2015 ("**NGT Order II**") passed by the NGT, Bhopal dismissing the review application filed by COAI, which sought review and recall of the NGT Order. The Supreme Court has passed an interim order dated October 16, 2015, staying the operation of the NGT Order I and NGT Order II. The matter is currently pending.

Bhupesh Sehgal filed a civil appeal ("**Civil Appeal**") before the Supreme Court, challenging the judgment and order dated December 10, 2015, passed by NGT, New Delhi holding that EMF radiation does not fall within the ambit, scope and jurisdiction vested in NGT under the provisions of the NGT Act. COAI filed intervention application and the same was allowed by the Supreme Court vide an order dated February 6, 2017.

Juhi Chawla and others filed a public interest litigation ("**Petition**") before the Bombay High Court, expressing concerns about the increase in number of cell towers / antennas without due caution of the harmful effects of EMF radiation. The Petition states that the public's right to life under Article 21 of the Constitution of India is being violated as a result of the inadvertent harm to the public health on account of the failure of the DoT to formulate norms and take steps to prevent harm from EMF radiation. Juhi Chawla also filed a transfer petition before the Supreme Court, praying for the transfer of the Petition. The Supreme Court issued a notice and tagged the Petition with the civil appeal. The matters are currently pending.

Further, public interest litigations filed by Prashant Bhushan and Nivedita Sharma in relation to EMF radiation are also tagged with the EMF batch matters. These matters are currently pending.

26. COAI filed a petition before the Supreme Court, seeking review of the judgment and order dated December 6, 2013 passed by the Supreme Court, wherein it was held that TDSAT does not have the jurisdiction to entertain the challenge to the regulations framed by the TRAI under Section 36 of the TRAI Act. The matter is currently pending.

27. COAI filed an appeal before the Supreme Court, challenging the judgment and order of the National Commercial Disputes Redressal Commission ("**NCDRC**") dated October 4, 2013 ("**Judgment**"), in relation to *inter alia* unsolicited telemarketing calls and jurisdiction, whereby the NCDRC failed to decide whether the state commission has jurisdiction under the Consumer Protection Act, 1986 or whether the jurisdiction lies with TDSAT under the TRAI Act, and issued various directions, recommendations to TSPs for payment of penalty and compensation to the consumers in telemarketing cases. The Supreme Court stayed the Judgment and the matter is currently pending.

28. Dishnet Wireless Limited filed a special leave petition ("**Petition**") through COAI before the Supreme Court, challenging the judgment dated March 15, 2017 passed by the High Court of Tripura at Agartala ("**High Court**"), wherein the Division Bench of High Court allowed DoT's appeal and set aside the judgment dated January 8, 2016 of the single judge, thereby wrongly upholding the penalty clause empowering DoT to levy a penalty of up to ₹500 million. The Petition also sought to address whether penalty clause in license/graded financial penalty for alleged violation of subscriber verification norms introduced through circulars / executive instructions are ultra-vires Section 20A of the Indian Telegraph Act, 1885 which already statutorily provides for penalty for breach of licence conditions. The matter is currently pending.

29. COAI filed an appeal before the Appellate Tribunal of Electricity ("**APTEL**") challenging the common order dated March 25, 2023 passed by the Andhra Pradesh Electricity Regulatory Commission ("**APERC**"), wherein, the APERC, while determining the retail supply tariff of Andhra Pradesh Distribution Companies ("**DISCOMs**") has erroneously and

arbitrarily classified the TSPs under the commercial tariff category instead of industrial tariff category resulting in a higher tariff burden on the TSPs in the state of Andhra Pradesh. The matter is currently pending.

30. COAI filed an appeal before the Appellate Tribunal for Electricity ("**APTEL**"), challenging the common order dated March 31, 2023 passed by the Rajasthan Electricity Regulatory Commission ("**RERC**"), wherein, RERC, while determining the retail tariff for sale of electricity to consumers of Rajasthan DISCOMs has erroneously classified the telecom service providers under the commercial category instead of industrial tariff category resulting in a higher tariff burden on the TSPs in the state of Rajasthan. The matter is currently pending.

31. COAI filed an appeal before the Appellate Tribunal for Electricity ("**APTEL**"), challenging the order dated March 30, 2023 passed by the Uttarakhand Electricity Regulatory Commission ("**UERC**"), filed by Uttarakhand Power Corporation Limited for true up of Fiscal 2022, annual performance review for Fiscal 2023 and average revenue requirement ("**ARR**")& tariff for Fiscal 2024. UERC, while determining the retail supply tariff of Uttarakhand DISCOMs, has erroneously and arbitrarily classified the telecom service providers under the commercial tariff category (RTS – 2), instead of industrial tariff category (RTS -5), resulting in a higher tariff burden on the telecom service providers in the state of Uttarakhand. The matter is currently pending.

32. COAI filed an appeal before the Appellate Tribunal for Electricity ("**APTEL**"), challenging the order dated March 28, 2023 passed by Chhattisgarh State Electricity Regulatory Commission ("**CSERC**"), filed by Chhattisgarh State Power Distribution Company Limited for true up of Fiscal 2022, and re-determination of average revenue requirement ("**ARR**")and retail tariff for Fiscal 2024. CSERC, while determining the retail supply tariff of Chhattisgarh DISCOMs, has erroneously and arbitrarily classified the telecom service providers ("**TSPs**") under the commercial tariff category (LV – 2.2) instead of industrial tariff category (LV – 5) resulting in a higher tariff burden on the TSPs in the state of Chhattisgarh. The matter is currently pending.

33. COAI filed an appeal before the Appellate Tribunal for Electricity ("**APTEL**"), challenging the order dated March 28, 2023 ("**Impugned Order**") passed by the Madhya Pradesh Electricity Regulatory Commission ("**MPERC**"). By way of the Impugned Order, MPERC, while determining the average revenue requirement ("**ARR**") and retail tariff for Madhya Pradesh DISCOMs for Fiscals 2024, has erroneously and arbitrarily classified the telecom service providers ("**TSPs**") under the commercial tariff category of LV 2.2 (non-domestic) and HV 3.2 (non- industrial) instead of industrial tariff category of LV-4 (LT industrial) resulting in a higher tariff burden on TSPs. The matter is currently pending.

34. COAI filed an appeal before the Appellate Tribunal for Electricity ("**APTEL**"), challenging the order dated March 29, 2023 ("**Impugned Order**"), passed by Assam Electricity Regulatory Commission ("**AERC**"). By way of the Impugned Order, AERC, while determining the retail supply tariff of the Assam Power Distribution Company Limited has erroneously and arbitrarily classified the telecom service providers ("**TSPs**") under the commercial tariff category of instead of industrial tariff category resulting in a higher tariff burden on the TSPs in the state of Assam. The matter is currently pending.

Criminal litigation involving our Company

Criminal litigation against our Company

1. An FIR dated March 13, 2023 was filed before the Cyber Crime Police Station, Ahmedabad by Prakash Mehta ("**Complainant**") against unknown persons, alleging forgery in relation to a SIM card exchange request under Sections 406, 420 and 120B of the IPC and Sections 66C and 66D of the Information Technology Act, 2000. During the investigation, Prasanta Dutta ("**Accused**"), our store manager at the time at Barasat, Kolkata, West Bengal was approached, and thereby arrested. The Accused filed a regular bail application before the District and Sessions Court, Ahmedabad ("**Court**"), following which, the Court granted bail to the Accused vide an order dated June 21, 2023, under certain conditions, including *inter alia* restriction on leaving the territory of India without permission, and cooperation with the police. The matter is currently pending.

2. Kamal Kumar ("**Petitioner**") filed a petition under Section 482 of the CrPC against, inter alia, the Manish ("**Respondent**"), the head of Vodafone India Telecom Service, before the High Court of Judicature of Rajasthan at Jodhpur, for quashing and setting aside the FIR dated May 19, 2023, filed by the Respondent against the Petitioner for offences under, inter alia, Sections 419, 420, 467 of IPC and Section 66D of the Information Technology Act, 2000, alleging the issuance of SIM cards based on forged documents. The matter is currently pending.

3. Kuldeep Chand Gargi ("**Complainant**") filed an application under section 156(3) of the CrPC, against VMSL and its employees, before the Additional Chief Judicial Magistrate, Class-I, Sriganganagar ("**Magistrate**"), alleging offences under Sections 420, 467, 468, 471 and 120B of the IPC, submitting that he was using the mobile number of our Company in his basic feature phone and our Company wrongly charged VAS and internet charges for the said number. The Magistrate passed an order directing investigation under Section 156(3) of the CrPC. Thereafter, the investigating officer submitted the final report ("**Report**"), which was challenged by the Complainant by filing a protest petition ("**Protest Petition**") before the Magistrate. The Magistrate, by way of an order dated February 21, 2019, rejected the Protest Petition and accepted the Report. The matter is currently pending.

4. A writ was filed before the Calcutta High Court ("**High Court**") by Neklehar Bibi ("**Petitioner**") against *inter alia* the State of West Bengal, and Vodafone head office at DLF IT Park ("**Accused**"), alleging that her husband ("**Victim**") has been unjustly implicated in a case under Sections 21(c) and 29 of the Narcotic Drugs and Psychotropic Substances Act, 1985 by the Khargram police, seeking *inter alia* ascertain the location of the Victim at the time of arrest and the call record details of the Victim and the CCTV footage of the police station. The matter is currently pending.

5. Lakshminarayan K ("**Petitioner**") filed a private complaint against Latha Lakshmanan Iyer before the Additional Chief Metropolitan Magistrate Court at Bangalore for offences under Sections 24, 107, 108, 120(B), 34, 420, 499 and 506(B) of the IPC and Sections 43, 44, 65, 66, 66(B) and 66(C) of the Information Technology Act, 2000 and the station house officer, cyber-crime police station, CEN North, Bengaluru ("**Police**") registered an FIR dated March 1, 2021. Aggrieved by inaction by *inter alia* the Police, a writ petition ("**Petition**") was filed before the High Court of Karnataka ("**High Court**") by the Petitioner against *inter alia* the Police, State of Karnataka, the general manager of Bharti Airtel Limited and the general manager of our Company at the time ("**Accused**"), alleging violations committed by Latha Lakshmanan Iyer under Article 21 of the Constitution of India, the IPC and the Information Technology Act, 2000, by stealing the Petitioners personal information by using various kinds of spy apps, remotely installed network drivers and network bugs. The Petitioner prays to *inter alia* transfer the case from CEN North to a competent police station and issue a writ of mandamus directing the Accused to ensure immediate investigation. The matter is currently pending.

6. An FIR dated July 22, 2010 was filed before the Nazarabad Police Station by Sri Hari (the "**Complainant**") against certain employees of our Company (the "**Accused**") for commission of offences under Sections 417, 468, 471, 473, 406, 420 of IPC. The Complainant alleged that alleged that the employees of our Company forged the documents, on the basis of documents submitted at the time of buying a SIM and sold four SIM cards to other people without his knowledge. The matter is currently pending before the IIIrd Additional Senior Civil Judge and Chief Judicial Magistrate, Mysore.

7. An FIR dated December 6, 2018 was filed by Jaya K. (the "**Complainant**") against an employee of our Company (the "**Accused**"), with the police station at Podhanur, Coimbatore city alleging commission of offences under Sections 447, 427, 384 and 354A of the IPC. It is alleged that the Accused had visited the Complainant's showroom in her absence and created a problem to force her to transfer a sum of ₹0.05 million to a customer's credit account and also broke her cupboard and stole a sum of ₹0.10 million. It was further alleged that the Accused asked her to cooperate privately in order to retain her distributorship arrangement with our Company. Subsequently, the Accused filed an anticipatory bail application with the High Court of Judicature at Madras ("**High Court**"), which was granted by the High Court pursuant to its order dated January 29, 2019. The High Court accepted the petition and passed an interim order for the Accused to not be arrested until such date as may be decided from time to time. The matter is currently pending.

8. An FIR dated January 21, 2014 was filed before Kothrud Police Station, Pune ("**Magistrate**") against an employee of our Company ("**Accused**") under Section 244 of the Maharashtra Municipal Corporation Act, 1947, Section 3 of the Maharashtra Defacement of Public Property Act, 1995 and the Advertisement Control Regulation, 2003 for alleged offence of defacement of walls by our Company without obtaining the requisite necessary permissions. The Accused has secured bail and the matter is currently pending before the Judicial Magistrate, First Class.

9. Two writ petitions were filed by the State of Telangana with the High Court of Judicature at Hyderabad (the "**High Court**") against the Union of India, the DoT, the State of Andhra Pradesh and certain mobile service providers (including our Company) ("**Respondents**") requesting the High Court to issue a writ of mandamus declaring the inaction of the telecom regulatory authorities (under Section 5(2) of the Indian Telegraph Act, 1885), in relation to the orders passed by the III Additional Chief Metropolitan Magistrate, Vijayawada ("**Magistrate Court**") against our Company and another telecom service provider as illegal and contrary to Article 14 of the Constitution of India and to set aside the order of the Magistrate Court dated July 21, 2015 (the "**Impugned Order**"), as arbitrary, illegal, without jurisdiction and violative of Articles 14 and 20(3) of the Constitution of India. Additionally, the Respondents filed a special leave petition under Article 136 of the Constitution of India before the Supreme Court. The matter is currently pending.

10. Our Company had outsourced the activities relating to management of customer application forms (the "**CAFs**") to M/s Guru Solutions ("**Guru**"). In the months of May and June 2009, 426 fake CAFs were submitted on behalf of our Company by some employees of Guru. On September 14, 2009, we received a show cause notice from the DoT as to why no action should be taken against our Company for submitting fake CAFs. Our Company replied to the show cause notice on September 15, 2009, stating that our Company had already instructed Guru to take appropriate action against the responsible employees and was also in the process of lodging a first information report ("**FIR**"). Following up on the response, our Company filed a complaint with Sarita Vihar Police Station, New Delhi (the "**Complaint**") against the servants and agents of Guru. Dissatisfied with the Complaint, the DoT issued a letter dated February 9, 2010, asking our Company to file another complaint clearly naming Guru as one of the accused. As instructed, an officer of our Company re-filed a complaint on February 09, 2010, with the requisite details. Eventually, an FIR dated February 10, 2011, was filed against our Company, its Managers-in-charge and Directors-in-charge of Customer Affairs under Sections 420, 468, 471 and 120B of the IPC for submitting fake CAFs and for being directly responsible for forgery. Notices under Sections 91 and 160 of the CrPC were issued during the investigation¸ *inter-alia*, seeking information from our Company which were duly responded to by our Company. The matter is currently pending.

11. A criminal complaint ("**Complaint**") was filed by Labour Inspector, Ambala on behalf of State of Haryana (the "**Complainant**") before the Chief Judicial Magistrate, Ambala (the "**Magistrate**") under Sections 29 and 31 read with Section 32 of the Industrial Disputes Act, 1947 against our Company (the "**Accused**"). The Complaint was filed for non-compliance of the award dated May 25, 2017 (the "**Impugned Order**") passed by Ld. Presiding Officer, Labour Court, Ambala ("**Presiding Officer**") in a case filed by Amit Saini, on behalf of workmen (the "**Claimant**") against certain employees of our Company. The Impugned Order was passed in favour of the Claimant and the Magistrate issued summons. Further, the zonal business manager, ICL and marketing head, ICL, and B4S Solutions Private Limited filed two separate civil writ petitions before the High Court of Punjab and Haryana at Chandigarh challenging the Impugned Order ("**Writ Petitions**"). The matter is currently pending.

12. Ibne Hasan (the "**Complainant**") purchased a mobile connection from our Company. The Complainant alleged that he received a call on his mobile from our Company which he did not answer but was charged ₹135. Aggrieved, the Complainant sent a legal notice to our Company dated April 11, 2015, whereby he requested our Company to refund such amount. Subsequently, the Complainant filed an application under Section 156(3) of the CrPC which was later converted into complaint case (the "**Complaint**") against Kumar Mangalam Birla, Chairman and one other employee of our Company (the "**Accused**") under Sections 420, 467, 468 and 471 of the IPC by an order dated July 2, 2015, of the Chief Judicial Magistrate, Bijnor (the "**CJM**"). Statement of the Complainant was recorded on August 18, 2015, and subsequently the Complaint was dismissed by the CJM under Section 203 of CrPC pursuant to an order dated December 4, 2015 (the "**CJM Order**"). Thereafter, the Complainant filed a criminal revision petition on August 19, 2016, before the Additional Sessions Judge, Court No.1, Bijnor (the "**Sessions Judge**") against the CJM Order which was dismissed by the Sessions Judge pursuant to an order dated September 1, 2016 (the "**Sessions Order**" and together with the CJM Order, the "**Impugned Orders**"). The Complainant has preferred a criminal miscellaneous application before the High Court of Judicature at Allahabad under Section 482 of the CrPC for quashing of the Impugned Orders. The matter is currently pending.

13. Mustaq Ahmad (the "**Accused**"), an employee of our Company was arrested by the police and a criminal case under Sections 420, 467, 468 and 471 of the IPC and Sections 66B and 66C of the Information Technology Act, 2000 was filed against him for allegedly selling pre-activated SIM cards. Pursuant to the order of the Sessions Judge, Bareilly, the Accused was released on bail. Subsequently, the Accused filed a discharge application before the Chief Judicial Magistrate, Bareilly contending, among others that the allegations against him were false and frivolous. The matter is currently pending.

14. Our Company had entered into an agreement with a third party ("**Respondent 1**") to establish a tower at the terrace of an apartment (the "**Premises**") for a consideration of ₹9,000 per month. Our Company took the requisite permission from the local authority as well as the central government. Subsequently, Charles Webster Smith ("**Respondent 2**"), one of the residents of the Premises filed a complaint dated August 20, 2008 before the Additional District Magistrate (City), Moradabad ("**ADM**") against our Company under Section 133 of the CrPC for removal of the tower from the terrace of the Premises as it was allegedly causing damage to the Premises and the radiations emitted from the tower were affecting the health of the residents. Our Company filed its objections against such petition. The ADM passed an order dated March 25, 2011 directing our Company to remove the tower within 15 days and further stated that if our Company did not remove the tower within 15 days, Respondent 2 would be entitled to remove the tower and recover an amount equivalent to ten times the cost of removal. Aggrieved, our Company filed a criminal revision petition before the Additional District Judge, Court no.10, Moradabad ("**ADJ**"). Subsequently, it was informed to our Company that the tower was removed by the Respondent 1 and ₹0.35 million was demanded from our Company. The ADJ dismissed the revision petition by an order dated September 01, 2011, on the ground that the revision petition had become infructuous due to dismantling of the tower. Our Company filed a criminal miscellaneous petition before the High Court of Allahabad challenging the orders and *inter-alia*, prayed before the High Court to *inter alia* pass (i) a writ of certiorari against the orders, and (ii) a writ of mandamus for re-erection of the tower at the premises. The matter is currently pending.

15. Sushil Sharma (the "**Complainant**") filed a complaint (the "**Complaint**") before the Chief Judicial Magistrate, Lucknow against *inter alia* Kumar Mangalam Birla, Himanshu Kapania and certain erstwhile officers of our Company and our then subsidiary Idea Mobile Commerce Services Limited (collectively, the "**Accused**") for offences under Sections 419, 420, 467, 468, 471, 500, 504 and 506 of the IPC alleging that the Complainant was terminated from service without giving sufficient cause by the Accused on June 17, 2015. The matter is currently pending.

16. Santosh Kumar ("**Complainant**"), a distributor of our Company filed a criminal complaint before the Chief Judicial Magistrate, Allahabad under Sections 506, 420, 406 and 403 of the IPC against certain employees of our Company, alleging illegal business activities. The matter is currently pending.

17. The police in Barplai, Odisha, started proceedings dated December 31, 2014, against certain employees of our Company, under Sections 419, 420, 465, 468, 471, 474 and 120B of the IPC, for allegedly activating SIM card services without proper verification and accepting forged documents. Three of our employees were arrested by the police and later released on bail and the others were granted anticipatory bail by the High Court of Odisha vide an order dated February 2, 2015. The matter is currently pending.

18. Devender Singh (the "**Complainant**") filed a complaint (the "**Complaint**") before the Additional Chief Judicial Magistrate – XI, Agra, Uttar Pradesh (the "**Magistrate**") on October 11, 2013, against certain employees of our Company (the "**Accused**") under Section 504, 506, 323, and 406 of the IPC alleging, *inter-alia*, that his services as a distributer were

barred without giving him reasons or clearing his outstanding amount. The Magistrate pursuant to order dated February 15, 2014, ordered issuance of summons. Subsequently, a discharge application dated September 02, 2014, was filed before the Magistrate, which was rejected by the Magistrate pursuant to order dated November 20, 2014 (the "**Impugned Order**").

Aggrieved by the Impugned Order, our Company filed a criminal revision application under Section 397 and 401 of CrPC before the Allahabad High Court (the "**High Court**") for, *inter-alia,* quashing the proceedings pending before the Magistrate and prayed for setting aside the Impugned Order. The High Court granted an interim relief by staying the proceedings in relation to the Complaint. The matter is currently pending.

19. An FIR dated January 4, 2015, was filed before Hazratganj Police Station (the "**Impugned FIR**") by O.P. Yadav, Sub-Inspector, Hazratganj Police Station (the "**Complainant**") against Sanjay Kumar David, an employee of our Company at the time (the "**Accused**") and others under Sections 379 of the IPC alleging theft and removal of police hoardings. Subsequently, the Accused filed a writ petition before the High Court of Judicature at Allahabad, Lucknow ("**High Court**") for *inter-alia,* passing a writ or order or direction in the nature of certiorari quashing the Impugned FIR and an ad-interim mandamus that the Accused may not be arrested in connection with Impugned FIR. The High Court, pursuant to order dated April 20, 2015, disposed of the writ petition as the charge-sheet dated April 11, 2015, was prepared by the police upon investigation, and summons were issued by the Chief Judicial Magistrate at Allahabad, Lucknow ("**Magistrate**") vide an order dated October 12, 2015 ("**Order**").

    Further, the Accused filed a criminal miscellaneous application ("**Application**") under Section 482 of the CrPC against *inter alia* the State of Uttar Pradesh, challenging the Order and quashing all further proceedings. The High Court, pursuant to an order dated February 28, 2020, ordered a stay on the proceedings in relation to the Application. The matter is currently pending.

20. Radhamadhab Panda, ex-employee of ICISL (the "**Complainant**") filed a complaint dated March 5, 2018 (the "**Complaint**") before the Sub-Divisional Judicial Magistrate at Bhubaneswar (the "**Magistrate**") against certain employees of our Company (collectively, the "**Accused**") under Sections 341, 307, 294, 384, 420, 406, 323, 325, 506 and 120B of the IPC alleging *inter alia* illegal detention, physical assault and criminal conspiracy by the Accused. The Magistrate pursuant to order dated March 5, 2018, directed to register a criminal case for investigation (the "**Impugned Order**"). Subsequently, the Accused filed an application under Section 438 of the CrPC before the High Court of Orissa, Cuttack (the "**High Court**") on March 21, 2018, for, *inter-alia,* anticipatory bail. The High Court pursuant to order dated April 2, 2018, allowed the application. The matter is current pending.

21. An FIR dated May 9, 2017, was registered at Panaji Police Station against an employee of our Company and others (together, the "**Accused**") for alleged offences under Sections 419, 465, 467, 468, 471, 420 read with Section 34 of the Indian Penal Code, 1860. The FIR was in relation to use of forged document for obtaining SIM card in name of a third party. Thereafter, our employee filed an anticipatory bail application before the District and Session Judge North Goa, Panaji ("**Session Judge**"). The Session Judge pursuant to its order dated June 13, 2017, granted anticipatory bail to the employee. The matter is currently pending.

22. On April 16, 2016, in a warehouse of one of our Company's agencies ("**Agency**") situated at Phursungi, Pune, the racks prepared for storage of CAFs fell on one of the employees of the Agency, resulting in his death. Aggrieved by this, an employee of our Company filed an FIR before the Hadapsar Police Station against an employee of our Company and an employee of the Agency for alleged offence under Section 304A of the Indian Penal Code, 1860. The matter is currently pending before the Judicial Magistrate First Class, Pune.

23. A private complaint was filed before Judicial Magistrate First Class, Alibag ("**Court**") against an employee of our Company ("**Accused**") under Sections 431 and 34 of the IPC for alleged laying of optical fibre cable on the route of Alibag to Karlekand by our Company without obtaining necessary and required permission of local authorities. The Accused has secured anticipatory bail and the matter is currently pending.

24. An FIR dated December 13, 2018, was registered at the Cyber Crime Police Station, North Goa against our Company and others for committing alleged offences under Section 66-D of IT Act, 2000 and IT Amendment Act 2008 and under Sections 419, 420, 464, 465, 468, 471 read with Section 34 of the IPC. The FIR was registered in relation to use of forged documents for obtaining a SIM card in the name of third party which resulted in fraudulent bank transaction and siphoning of approximately ₹0.75 million from the bank account of subscriber. The matter is currently pending.

25. A criminal complaint (the "**Complaint**") was filed before the Judicial Magistrate First Class, Bhiwandi (the "**Magistrate**") under Sections 354, 452, 363, 323, 504 and 34 of the IPC against the officers of our Company and others (collectively, the "**Accused**"). It was alleged in the Complaint that the Accused had assaulted the complainant. The matter is currently pending.

26. A FIR was filed before the Waluj Police Station against an employee of our Company for alleged fraud and cheating. The charge sheet was filed before the Judicial Magistrate First Class, Aurangabad. The employee has subsequently left our Company. The matter is currently pending.

27. The Principal Secretary, State of Telangana (the "**Petitioner**") has filed a writ petition under Article 226 of the Constitution of India before the High Court of Judicature, Hyderabad (the "**High Court**") seeking direction against the Union of India, the Secretary, Ministry of Communications & Information Technology Dept. of Telecommunications, Govt. of India, our Company and a few others telecom operators (the "**Respondents**") to, inter-alia, enforce the law as required under Section 5(2) of the Indian Telegraph Act, 1885 and by its own mechanism by issuing necessary directions to the States and its Agencies and consequently declare the order dated July 7, 2015 and July 17, 2015 passed by the Hon'ble III Additional Chief Metropolitan Magistrate, Vijayawada (the "**Magistrate**") in case of FIR filed before the Police Station Satyanarayanapuram, Vijayawada (the "**Impugned Order**") as illegal and violative of Article 14 of the Constitution of India. The High Court allowed the writ petition and stayed the Impugned Order. Additionally, the Respondents filed a special leave petition under Article 136 of the Constitution of India against the State of Andhra Pradesh in relation to the order dated July 1, 2015 passed by the Magistrate. The matter is currently pending.

28. The Principal Secretary, State of Telangana (the "**Petitioner**") has filed a writ petition under Article 226 of the Constitution of India before the High Court of Judicature, Hyderabad (the "**High Court**") seeking direction against the Union of India, the Secretary, Ministry of Communications & Information Technology Dept. of Telecommunications, Govt. of India, our Company and a few others telecom operators (the "**Respondents**") to, *inter-alia,* enforce the law as required under Section 5 (2) of the Indian Telegraph Act, 1885 and by its own mechanism by issuing necessary directions to the States and its Agencies and consequently declare the order dated June 26, 2015 passed by the Hon'ble III Additional Chief Metropolitan Magistrate, Vijayawada (the "**Magistrate**") in case of FIR filed before the Police Station Satyanarayanapuram, Vijayawada (the "**Impugned Order**") as illegal and violative of Article 14 of the Constitution of India. The High Court allowed the writ petition and stayed the Impugned Order. Additionally, the Respondents filed a special leave petition under Article 136 of the Constitution of India against the State of Andhra Pradesh in relation to the order dated July 7, 2015, and July 17, 2015 passed by the Magistrate. The matter is currently pending.

29. An FIR dated March 28, 2016 was filed before KPHB Police Station by Ramesh G, Sub-Inspector, KPHB Police Station (the "**Complainant**") against 49 accused persons including retailer, distributor and an employee of our Company (collectively, the "**Accused**") under Sections 420, 421 and 188 of the IPC alleging the Accused of sale of SIM cards at high price, without proper identification proofs and not maintaining proper records of the SIMs issued. The matter is current pending.

30. A complaint was filed before the Police Inspector, Udayagiri Police Station by Akbar Khan (the "**Complainant**") against certain employees of our Company (the "**Accused**") for commission of offences under Sections 468, 471, 420, 114 of IPC. The Complainant alleged that he bought a SIM of another company by submitting various documents along with CAF. However, he alleged that the Accused forged the documents and sold 17 Idea SIM cards in his name to other people without his knowledge. The matter is currently pending before the 2nd Additional Civil Judge and Judicial Magistrate First Class, Mysore.

31. A complaint has been filed by a customer (the "**Complainant**") before the 1st Additional Civil Judge (Senior Division) and Judicial Magistrate First Class, Mysore against employees of our Company (the "**Accused**") for commission of offences under Sections 406, 420 and 34 of IPC, where it has been alleged that forged documents were used by the Accused to activate the Complainant's Idea mobile connection. The matter is currently pending.

32. The Labour Enforcement Officer, Ernakulum ("**Labour Officer**") conducted an inspection of our premises situated at Ravipuram, Cochin pursuant to which our Company received a show-cause notice ("**SCN**") dated October 5, 2006, alleging that our Company had breached Rules 81(3), 72 and 73 of the Contract Labour (Regulation and Abolition) Central Rules, 1971 ("**Rules**"), on the grounds of certain irregularities in relation to, *inter-alia*, non-maintenance of register of contractors, non-display of certain notices, non-submission of copies of notices displayed / required to be displayed to the Labour Officer and not ensuring the presence of authorized representative at the time of disbursement of wages to workers. Our Company submitted its response to the SCN on October 17, 2006. Thereafter, the Labour Enforcement Officer, Cochin filed a complaint ("**Complaint**"), against our Company and our chief operating officer, Cochin, (collectively, the "**Accused**"), before the Chief Judicial Magistrate, Ernakulum ("**Magistrate**") alleging that the Accused had breached the Rules and prayed, *inter-alia*, for imposition of fine. Thereafter, the Magistrate took cognizance of the matter and issued summons to the Accused ("**Impugned Order**"). Further, another complaint ("**Second Complaint**") was filed on the same inspection report. Aggrieved by this, our Company filed a criminal revision petition before the High Court of Kerala ("**High Court**") for quashing of the Impugned Order and the Complaint on the ground, *inter-alia*, that the Complaint was time barred and further that the Second Complaint should also be quashed as it would lead to multiple proceedings. The Accused also filed an application for stay of the proceedings in relation to the Complaint. Subsequently, the High Court granted interim relief by staying the proceedings in relation to the Complaint. The matter is currently pending.

33. TRAI filed a criminal complaint (the "**Complaint**") before the Chief Metropolitan Magistrate, Tis Hazari Court, Delhi against our Company, Himanshu Kapania, and Rajat Mukarji, (together, the "**Accused**") under Sections 190 and 200 of the CrPC in relation to offences under Section 29 read with Sections 30 and 34 of the TRAI Act for alleged violations of the Quality of Service (Code of Practice of Metering and Billing Accuracy) Regulations, 2006 and Telecommunications Tariff (Forty Fourth Amendment) Order, 2007 dated January 24, 2007 committed by our Company by allegedly overcharging its customers in excess of published tariff applicable in the period between 2006-07 to 2009-10 in various circles including *inter alia* Kerala, Haryana, Himachal Pradesh, Andhra Pradesh, Delhi, Uttar Pradesh (West) and Uttar

Pradesh (East) circles. Subsequently, summons was issued to the Accused pursuant to an order dated December 09, 2011. The Accused filed their response to the Complaint and categorically denied the allegations made by the TRAI. The matter is currently pending.

34. Gogineni Anil Kumar (the "**Complainant**") filed a private complaint (the "**Complaint**") before the II Additional Chief Metropolitan Magistrate, Hyderabad (the "**Magistrate**") against our Company, Kumar Mangalam Birla, Himanshu Kapania and other officials of our Company (collectively, the "**Accused**") under Sections 120-B, 420, 406 and 506 of the IPC for allegedly de-activating the SIM card of the Complainant causing monetary loss and mental agony to the Complainant and requested the Magistrate to refer the Complaint to proper police station for the purposes of investigation. The Magistrate forwarded the Complaint to the Abid Road Police Station, Hyderabad ("**Abid Road P.S.**") under Section 156(3) of the CrPC for investigation. Thereafter, an FIR was registered at the Abid Road P.S. on March 19, 2013. Following the investigation conducted by a Sub-Inspector of Police, a final report dated May 30, 2013 was submitted to the Magistrate referring the matter as "Mistake of Fact". Subsequently, the Complainant filed a protest petition before the Magistrate and thereafter, the Magistrate took cognizance of the matter pursuant to an order dated December 22, 2014 (the "**Impugned Order**") and issued summons to the Accused. Aggrieved, the Accused filed a criminal revision petition before the Metropolitan Sessions Judge, Hyderabad and prayed for setting aside the Impugned Order. Thereafter, the IV Additional Metropolitan Session Judge, Hyderabad pursuant to order dated June 27, 2016 (the "**Session Order**") allowed the revision petition. Thereafter, the Complainant filed criminal revision petition before the High Court of Andhra Pradesh and Telangana, at Hyderabad, to set aside the Session Order and confirm the Impugned Order. The matter is currently pending.

35. A private complaint was filed by Deepika ("**Complainant**") against Vijay Kumar Rana ("**Accused**"), alleging that the Accused forcefully entered her house and manhandled her. During the proceedings before the Chief Judicial Magistrate, Jalandhar ("**Magistrate**"), the Accused prayed for preserving the call details and locations of the mobile numbers of the Complainant and her father (issued by our Company), which was rejected by the Magistrate, *vide* its order dated August 20, 2022 ("**Order**"). Thereafter, the Accused filed a petition against the Complainant, the State of Punjab and a regional office of our Company, under Section 482 of the CrPC, seeking directions from Punjab and Haryana High Court for *inter alia* quashing the Order.

36. Karamjeet Kaur ("**Complainant**") filed an FIR against Sunil Kapoor ("**Accused**"), one of our employees at that time, before the police station, Mianwali Nagar under Sections 509 and 354(A)(i) of the Indian Penal Code, 1860, alleging sexual harassment. Pursuant to this, the Metropolitan Magistrate (Mahila Court – 4), Tis Hazari Courts, New Delhi passed an order dated September 27, 2023, directing the officials of Vodafone Essar Digilinks Limited, being the employer of the Complainant, to produce a complete record of the inquiry conducted in respect of the complaint. Our Company filed an affidavit this regard, submitting that the Company has already produced the investigation report by the corporate complaints committee on December 3, 2020, and the additional documents requested are not available. The matter is currently pending.

37. Satish Kumar filed a complaint under Section 133 of the CrPC before the Sub Divisional Magistrate, Bhiwani (Haryana) against Balwan Singh and our Company ("**Accused**"), challenging *inter alia* the allegedly illegal construction of a tower ("**Tower**") located at Village Ratera, Tehsil Bavani Khera, District Bhiwani and seeking *inter alia* the removal of the Tower. Further, the Accused filed an application under Order 1 Rule 10 of the Code of Civil Procedure, 1908, submitting that the Tower belongs to M/s Indus Tower Limited, seeking the deletion of our Company as a party to the matter. The matter is currently pending.

38. An FIR dated July 18, 2018 was registered by the police against an erstwhile employee of our Company, Sandeep Kumar ("**Accused**") under Section 188 of the Indian Penal Code, 1860, alleging that the Accused, in his capacity as the store manager of a Vodafone store ("**Store**"), failed to comply with the directions issued by the Assistant Commissioner of Police of the sub-division *vide* order dated July 6, 2018, with respect to issuance of SIM cards, including, *inter alia* the maintenance of a register of every receiver/purchaser of SIM cards. Subsequently, the Accused was summoned by the Metropolitan Magistrate, Dwarka Court, Delhi ("**Magistrate**"), basis the report received on August 2, 2018 ("**Report**"). The Accused filed a petition ("**Petition**") before the High Court of Delhi ("**High Court**") under Section 482 of the CrPC, challenging the orders of the Magistrate dated August 2, 2018 and September 17, 2018 ("**Orders**"), that took cognizance of this matter and commenced trial, respectively. The High Court, by way of an order dated November 26, 2018, allowed the Petition, quashed the Orders and directed the Magistrate to consider the Report. The matter is currently pending.

39. An FIR dated March 19, 2016, was filed before Baguiati Police Station by Sugata Adhikari (the "**Complainant**") alleging commission of offences under Sections 384, 507, 511, 419, 420, 471, 473, 120B of the IPC and Sections 20 and 21 of Telegraph Act, 1885. The Complaint alleged that she received a call demanding ₹1.50 million. The police, after investigation reported that the SIM was registered in the name of an Idea distributor (the "**Accused**"). Further, the police reported stated that the Accused used to issue SIM cards of other service providers by using fake and forged documents and pre-activated SIM and thus, added charge under Section 465 of IPC as well. The matter is currently pending before the Chief Judicial Magistrate, Barasat.

40. An FIR was filed by Pramod Kumar Singh ("**Complainant**") on September 20, 2017, *inter alia* alleging that some unknown persons had illegally transferred ₹5.00 million through internet banking from his bank account, following which, a cybercrime case was registered before the Sessions Judge – II, Jamshedpur ("**Sessions Judge**"), under Sections 379, 419, 420, 465, 467, 468, 471 and 120B of the Indian Penal Code, 1860 and Sections 66C, 66D and 66E of the Information

Technology Act, 2000. Thereafter, Saurav Garg and Mangalmay Acharya, our employees at the time ("**Accused**") filed a discharge application before the Sessions Judge, under Section 239 of the CrPC, which was rejected by the Special Judge (Cyber Crime), East Singhbhum, Jamshedpur, vide an order dated August 5, 2023 ("**Order**"). Aggrieved by the order, the Accused filed an application before the High Court of Jharkhand at Ranchi, challenging the Order and arguing *inter alia* that since our Company has not been accused in the matter, the Accused cannot be vicariously made liable. The High Court, by way of an order dated September 18, 2023, directed to issue a notice to the opposite party. The matter is currently pending.

41. Neeraj Kumar Sharma ("**Complainant"**), an erstwhile distributor of Idea Cellular Limited ("**ICL**") filed a complaint against Gangan Sahani and other employees ("**Employees**") of ICL, alleging non-repayment of deposits by ICL and abuse by the employees of ICL, post the termination of his engagement with ICL. The Judicial Magistrate Faridpur, Bareilly ("**Court**") passed an order dated September 08, 2022 and directed for summoning the Employees under Sections 323, 406, 504 and 506 of the Indian Penal Code, 1860. The Employees did not receive any summons. It has come to our attention that a bailable warrant has been issued against Nitin Agrawal vide an order dated September 15, 2023 passed by the Court. The matter is currently pending.

42. Ashutosh Singh ("**Complainant"**) filed an application under Section 156 (3) of the CrPC before the Additional Chief Judicial Magistrate-IV, Agra ("**Court**") on August 28, 2023 against five employees of our Company ("**Accused**"), alleging that the Accused appointed M/s Shree Bajrang Communication as a distributor and terminated the distributorship without prior intimation and without paying him the outstanding amount. The Court took cognizance and directed to lodge an FIR against the Accused, following which, an FIR dated November 8, 2023 was registered in the Aurangabad police station, Bulandshahar. Our Company has contended that it has paid the full outstanding amount for the services provided to our Company. The matter is currently pending.

43. An FIR was filed by Bharat Sanchar Nigam Limited through its employee, Mattewada Surendar ("**Complainant**") with the Regonda (Jayashankar Bhupalpally) police station, Telangana., against certain employees of our Company and a company contracted by us ("**Accused**"). The Complainant alleged that the Accused dug up a trench for laying cables for our Company without giving prior intimation to the Complainant, which resulted in severe damage to Complainant's optical fibre cables. The matter is currently pending.

44. Shree Ram Singh (the "**Complainant**") filed a complaint dated March 20, 2010, before the Court of Chief Judicial Magistrate at Patna, against certain persons purported to be employees of our Company (the "**Accused**"), alleging commission of offences under sections 420, 467 and 468 of the IPC. The Complainant alleged that he along with three others had paid a sum of ₹0.10 million each, as a refundable security deposit, to the Accused for installation of a cell phone tower on their land. It was further alleged that an additional sum of ₹0.32 million was paid to one of the Accused for providing the contract for the installation of the tower to the Complainant and that all amounts were paid through the account of another Accused which was neither returned nor any installation contract was awarded. Our Company, vide its letter dated August 13, 2015 has informed the Rupaspur Police Station, Patna, that the Accused are not employees of our Company and have never worked for the our Company. Further, our Company has requested the police to bring this pertinent fact to notice of the court. This matter is currently pending.

45. An FIR was filed by Chandraee Sarkar, our customer, on August 24, 2018, before the Sion police station, against Atul Bangal ("**Accused**"), the store manager of our store in Sion under Section 354 of the IPC, alleging assault, while the Complainant approached the Accused regarding a concern with a Vodafone SIM card. The charge sheet has been filed and the matter is currently pending.

Filed against erstwhile Vodafone India Limited and/or VMSL

46. A private complaint was filed against Vodafone Essar Limited ("**VEL**") and five employees of VEL (collectively, the "**Accused**") alleging offences under Sections 418, 420, 467, 468, 471 and 120-B of the IPC. Subsequently, summons were issued against VEL and senior management of VEL. The Accused challenged the summons and sought quashing of the proceedings. The High Court of Andhra Pradesh ordered the trial court to conduct inquiry under Section 202 of CrPC against the Accused. The trial court issued summons to the Accused. The matter is currently pending.

47. A writ petition was filed by Nallapati Ramachandra Prasad, with the High Court of Judicature at Hyderabad (the "**High Court**"), against 20 persons and entities (including our Company) requesting the court to issue a writ of mandamus declaring inaction of the police and other authorities, and to transfer the investigation of the matter from the police to the Central Bureau of Investigation. The High Court in its interim order dated August 29, 2016 asked our Company to preserve the call records of certain telephone numbers in relation to calls made on July 10, 2016 and July 11, 2016. The matter is currently pending.

48. A complaint dated September 26, 2012 (the "**Complaint**") was filed against VMSL and certain of its officers (collectively, the "**Accused**") by Inspector of Factories, Delhi (the "**Complainant**") under Rules 11-A, 63, 79 and 102 of the Delhi Factories Rules, 1950 (the "**Rules**") and Sections 6, 7, 9(d), 45, 61 and 92 of the Factories Act, 1948 (the "**Act**") in the Metropolitan Magistrate, Karkardooma Court, Delhi (the "**Magistrate**") for non-compliance of the Rules read with the Act in respect of premises located at New Delhi (the "**Premises**"). It was contended by the Complainant that since the Premises

were used for the process of packing of SIM cards, our Company would fall under the ambit of the Act and Rules and alleged, *inter-alia*, that VMSL had not obtained a license from the Complainant for running a factory in the Premises. The matter has been adjourned *sine die* by the Metropolitan Magistrate, Delhi on April 01, 2015, based on absolute stay order dated February 12, 2015, of the Delhi High Court ("**Stay Order**").

Additionally, one of the Accused filed a petition under Section 482 of the CrPC before the Delhi High Court seeking *inter-alia*, for quashing of summon order and all subsequent proceedings under the Complaint. Further, an interim application was filed seeking ex-parte interim stay of proceedings. A stay order dated April 09, 2013, was granted and same was made absolute vide the Stay Order. The matters are currently pending.

49. An FIR dated July 1, 2012 was filed by Anurag Singh, an ex-employee of VMSL at Gautam Budh Nagar Police Station, Noida against certain employees of VMSL for committing alleged offences under Sections 341, 386, 504 and 506 of the IPC. Subsequently, a charge-sheet was filed against one of the accused employees ("**Accused**"), on the basis of which Chief Judicial Magistrate, Gautam Budh Nagar, Noida ("**CJM**") took cognizance and issued summons dated November 26, 2013 and accordingly a criminal case was registered before CJM, Gautam Budh Nagar UP. The matter is currently pending.

    Additionally, the Accused filed a petition under Section 482 of the CrPC before Allahabad High Court, *inter-alia*, seeking quashing of the charge sheet, summons issued by the CJM vide an order dated November 26, 2013, the subsequent proceedings before the CJM and grant a stay on further proceedings pending before the CJM. The High Court of Allahabad pursuant to an order dated January 17, 2014 and May 28, 2014 granted an interim stay on proceedings pending before CJM ("**Stay Order**"). The CJM, by way of an order dated July 22, 2022, issued a bailable warrant against the Accused. The matter is currently pending.

50. A complaint was filed by Ravi Kumar Mangotia (the "**Complainant**") under Section 156(3) of th**e** CrPC against certain employees of Vodafone Spacetel Limited (together the "**Accused**") before the Chief Judicial Magistrate, Begusarai (the "**Magistrate**") alleging commission of offences under Sections 406, 420, 408, 504, 120-B read with Section 34 of the IPC. The Complainant has alleged that his post-paid to pre-paid migration was denied even after paying his outstanding dues from time to time. He has further alleged that he was also threatened when he went to the Accused to follow up about the migration. Basis the complaint, the Magistrate, instructed the local police to register and investigate the matter. However, the Magistrate by its order dated February 19, 2016, took cognizance of the FIR and registered a criminal complaint against all the Accused under Sections 420 and 406 of the IPC. The matter is currently pending, and the trial number is yet to be assigned.

51. An FIR dated May 31, 2016, was filed by Pawan Kumar, Assistant Engineer, Electricity Supply Sub Division-02, Biharsharif, under Section 135 of the Electricity Act, 2003, with the police station at Laheri, alleging that without any valid EB connection, and by means of hooking from the main LT line and all three phases electricity was being illegally extracted and being used at Vodafone BTS Tower. It was further alleged that due to such electricity theft the South Bihar Power Holding Company Limited suffered a revenue loss of ₹1.43 million. The matter is currently pending.

52. An FIR dated May 10, 2014, was filed by Abhay Kumar Ranjan, Assistant Electrical Engineer, under Section 135 of the Electricity Act, 2003, with the police station at Madhepura, alleging electricity theft being committed by the proprietor at Vodafone Tower in Ramtola, Ganhariya Bazar, P.S Gamhariya, Madhepura, by cutting service wire before the meter thereby consuming an electricity load of 12 kilowatt. It was further alleged that due to such electricity theft the North Bihar Power Distribution Company Limited suffered a revenue loss of ₹0.59 million. The matter is currently pending.

53. An FIR dated August 24, 2013, was filed by Rakesh Ranjan, Junior Engineer, Electric Supply Division, Bakhtiyarpur under Section 135 of the Electricity Act, 2003, with the police station at Bakhtiyarpur, alleging power tapping being carried on at a Vodafone Spacetel Limited tower by hooking the main supply. It was further alleged that due to such activity the Electric Supply Division suffered a revenue loss of ₹0.31 million. The matter is currently pending.

54. An FIR dated June 19, 2012, was filed by Ritu Abhishek, Assistant Electrical Engineer, Electrical Supply Sub Division, Supaul, under Section 135 of the Electricity Act, 2003 and Section 379 of the IPC, with the police station at Supaul, alleging theft of electricity for running the tower by taking electricity from the main LT line. It was further alleged that due to such electricity theft the electricity department suffered a revenue loss of ₹0.45 million. The matter is currently pending.

55. An FIR dated March 6, 2013, was filed by Sanjay Kumar under Sections 135 and 138 of the Electricity Act, 2003 and Section 379 of the IPC, with the police station at Rajauli, Nawada, alleging electricity theft by hooking the main LT line. It was further alleged that due to such electricity theft the Bihar State Power Holding Company Limited suffered a revenue loss of ₹0.23 million. The matter is currently pending.

56. An FIR dated December 11, 2014, was filed by the Police Officer of the police station at Manak Chowk, Ratlam (the "**Complainant**") against an employee and various distributors of our Company (together the "**Accused**") alleging commission of offences under Sections 420, 465, 467, 468 and 471 of the IPC. It was alleged that one of the Accused who was the officer of our Company and thereby responsible for verification of customer information forms for new

subscriptions to mobile services, was found making forged documents and scanning photographs of voter identification cards for pasting onto prepaid card subscription forms.

The Accused filed a bail application with the High Court of Madhya Pradesh, Indore bench ("**High Court**"), under Section 439 of the CrPC. The High Court accepted the bail petition and ordered the release of the Accused, who was the officer of our Company, on furnishing a personal bail bond of ₹0.05 million and the continuation of proceedings initiated against the Accused in the trial court. The matter is currently pending.

57. A complaint case was filed by Narayan Gupta (the "**Complainant**") against certain employees of our Company (the "**Accused**"), before the Judicial Magistrate, Room No. 2, Kannauj alleging commission of offences under Sections 406, 420, and 419 of the IPC. It was alleged that pursuant to a contract entered into between the Complainant and our Company, our Company wrongly retained an amount of approximately ₹0.40 million under the pretext of contractual obligations. It was further alleged that after retention of such amount the contract was wrongly terminated pursuant to which the Complainant filed a case on March 26, 2010. Our Company has filed a stay petition against the order of the Judicial Magistrate, Kannauj. The matter is currently pending.

58. A complaint case was filed by Ranjana Kesari (the "**Complainant**") against certain employees of our Company (the "**Accused**"), including Sunil Sood, before the Additional Chief Judicial Magistrate Court No. 10, Allahabad, (the "**Magistrate**"), alleging commission of offences under Section 406 of the IPC. It is alleged by the Complainant that two unknown persons were sent to her house by the Accused. They obtained information in relation to her outstanding dues and asked her to sign on blank papers, saying that the payment of her dues would be made by cheque. It was further alleged that after she signed the blank papers she was manhandled by such persons and threatened by them to not call any of the Accused. The Magistrate in its order dated December 21, 2017 (the "**Impugned Order**") stated that the alleged incidents are not appearing reliable, however, summoned the Accused under Section 406 of the IPC.

    Certain Accused, including Sunil Sood, have filed separate criminal miscellaneous applications under Section 482 of CrPC with the High Court of Judicature at Allahabad to quash the Impugned Order passed by the Magistrate Court and to stay the Impugned Order or any further proceedings in relation to the complaint case. The High Court has by way of their interim order dated April 19, 2018, granted a stay on all further proceedings in relation to the Complaint. The matters are currently pending.

59. A criminal case was filed by Shahid (the "**Complainant**") against certain employees of our Company (the "**Accused**"), before the Additional Chief Judicial Magistrate, Kairana District Muzaffar Nagar, alleging commission of offences under Sections 323, 452, 504 and 506 of the IPC. It was alleged that the Complainant was forced to resign from his distributorship by the Accused owing to which he has had to suffer a loss of approximately ₹0.18 million. The Accused have filed a petition under Section 482 of the CrPC to quash the criminal proceedings initiated against them by the Complainant. The matter is currently pending.

60. An FIR dated July 31, 2016 was filed by Jitendra Kumar, under Sections 420, 467, 468, 471 and 472 of the IPC, with the police station at Kotwali Shahar, Bijnor, alleging on the basis of information of an informer that certain persons, including an employee of our Company, are in possession of forged SIM cards of various mobile companies, rubber stamps, identity proofs and laptops, and that such persons are instrumental in giving SIM cards on forged identities. The police recovered photocopies of identity proofs of 71 people, 150 rubber stamps, photographs of 140 people, 150 recharge coupons of supernet, 500 value cards, 55 bonus cards, 30 internet cards, 928 activated SIM cards, 500 non-activated SIM cards, 110 replacement SIM cards of Vodafone India, 600 activated SIM cards of our Company, 300 activated SIM cards of another telecom operator and two laptops of Vodafone India and Hewlett Packard. Pursuant to a bail application, the employee of our company was granted bail by the High Court of Allahabad on August 26, 2016. The matter is currently pending.

61. An FIR dated December 31, 2014 was filed by Gouranga Ch. Sahu, Inspector of Police, IIC, Sardar P.S. Bargarh (the "**Complainant**") against certain employees of Vodafone India (collectively, the "**Accused**"), alleging commission of offences under Sections 419, 420, 465, 468, 471, 474 and 120 (B) of the IPC. The Complainant alleged that the Accused had made forged voter ID and selling pre-activated Vodafone SIM cards. An anticipatory bail application was filed by Tapas Padhiari under Section 438 of the CrPC, and anticipatory bail was granted by the High Court of Orrisa, Cuttack. The matter is currently pending.

62. Dhaneswar Patra (the "**Complainant**") filed a private complaint (the "**Complaint**") before the Judicial Magistrate First Class, Ranpur (the "**Magistrate**") against certain employees of Vodafone Essar Spacetel Limited (collectively, the "**Accused**") under Sections 294, 420, 506 and 34 of the IPC alleging that the Accused had cheated the Complainant by fraudulently issuing a duplicate sim for his mobile number. Further, the Complainant alleged that the accused abused in filthy languages and threatened him with murder in case the Complainant complains to anybody. Subsequently, the Magistrate pursuant to an order dated June 13, 2011 issued non-bailable warrants to the Accused (the "**Impugned Order**").

    Being aggrieved by the Impugned Order, the Accused filed an application under Section 482 of CrPC before the High Court of Orrisa, Cuttack (the "**High Court**") for, *inter-alia,* quashing the proceedings pending before the Magistrate and the Impugned Order. The High Court pursuant to order dated September 26, 2011, granted interim relief by staying the proceedings in relation to the Complaint. Thereafter, the High Court pursuant to order dated September 25, 2012, dismissed the criminal miscellaneous petition due to non-prosecution. Subsequently, an application for restoration was filed before the High Court and the High Court recalled the order dated September 25, 2012, and restored the criminal miscellaneous petition. The matter is currently pending.

63. An FIR dated July 13, 2018, was filed before Baguiti Police Station by Basir Ahmed (the "**Complainant**") against certain employees of Vodafone India (collectively, the "**Accused**"), alleging commission of offences under Sections 323, 354, 153A, 295, 379, 506 and 34 of the IPC. In the instant case, the Complaint along with his wife went to a Vodafone store to avail services of Vodafone connection/SIM cards and desired a particular post-paid number which was denied to them as it was already allocated to an existing Vodafone subscriber. The Complainant alleged that himself and his wife were insulted on his religious beliefs and threatened and physically hurt while forcibly escorted out of the Vodafone store. Further, it was alleged that in this process, there was a theft in respect of one gold car ring of his wife. The matter came up before the Chief Judicial Magistrate (the "**Magistrate**").

    Subsequently, the Accused filed two separate applications under Section 482 of CrPC before the High Court of Calcutta (the "**High Court**") for, *inter-alia*, quashing the proceedings pending before the Magistrate and the stay the proceedings before the Magistrate. The High Court granted interim relief by staying the proceedings. The matter is currently pending.

64. A writ petition was filed before the High Court at Calcutta ("**High Court**") by Pradip Pandey (the "**Petitioner**") against Vodafone Essar East Limited and 10 others (the "**Respondents**") stating that his right under Article 21 of the Constitution of India has been violated as SIMs were issued in the name of the Petitioner fraudulently. The matter is currently pending.

65. Sunil Kumar (the "**Complainant**") filed a complaint against Vodafone Essar South Limited alleging damages caused by unauthorized digging of the road (NH 31A) for laying optical fibre cable before the Sub Divisional Magistrate, East, Gangtok ("**Magistrate**"). The Magistrate issued summons for Anirban Deb Roy (Zonal Manager) to appear in person before the Magistrate. The matter is currently pending.

66. An FIR dated July 22, 2010, was filed before Nazarbad Police station by Hari Ramesh (the "**Complainant**") against Vodafone Mobile Company, its workers and others under Sections 406-420 of the IPC. The matter is currently pending.

67. A complaint dated June 29, 2016 was registered by Ditendra Naik, Police Sub Inspector Anti-Narcotic Cell, Police Station, Panaji, Goa (the "**Complainant**") with the police station at Mapusa under Sections 419 and 420 of the IPC and Section 22(C) and 20(ii)(A) of the Narcotics, Drugs and Psychotropic Substances Act, 1985, alleging illegal possession of narcotics and drugs along with illegal possession of two SIM cards of our Company, by Johnson Oguga Okafor, a Nigerian national. It was further alleged that the SIM cards were obtained by illegal impersonation and that our Company and employees were party to such impersonation and issuance of SIM cards, and hence have been impleaded. Our Company has filed a criminal writ petition in the High Court of Bombay, at Goa, for issuance of the writ of mandamus to set aside the proceedings that have been initiated against our Company and that our Company and employees have been wrongly impleaded in the ongoing investigation in relation to the proceedings. The matters are currently pending.

68. An FIR dated November 10, 2012, was filed by Pradeep Prahlad Rathod (the "**Complainant**") against our Company and its employees, (together the "**Accused**") at the Mukundwadi police station, alleging commission of offences under Section 420 read with Section 34 of the IPC and Sections 43(h), 65, 66, 66-D of the Information Technology Act, 2000. It is alleged that the mobile number of the Complainant was ported to another company without his prior consent. Our Company has submitted that it has been wrongly implicated in the proceedings and has initiated proceedings against the associate distributor, instrumental in the act of fraudulent SIM replacement and porting of mobile phone number of the Complainant. Our Company has also accordingly terminated the distributorship arrangements with the distributor. The matter is currently pending.

69. An FIR dated August 15, 2013, was filed by Santosh Gaikwad (the "**Complainant**") against our Company (the "**Accused**") at the Yerwada police station, alleging commission of offences under Section 143 of the IPC and Section 3 of the Prevention of Damages of Public Property Act, 1984. It was alleged that our Company has engaged in digging of road for laying down its optical fibre cable on the route where it has not been granted permission. Our Company has filed a criminal application in the High Court of Judicature at Bombay, for quashing of the FIR. Separately our Company has also filed a writ petition against the municipal authority for its arbitrary decision making and not following of the principles of natural justice. The matters are currently pending.

70. A complaint dated May 16, 2015 was filed by the Assistant Labour Officer Grade II, Kannur, 1st Circle, Kannur (the "**Complainant**") against store manager of Vodafone Cellular Limited before the Judicial Magistrate 1st Class, Kannur (the "**Magistrate**") under Section 29(3)(b) of Kerala Shops and Commercial Establishment Act, 1960 (the "**Act**"). The Complainant contended that he inspected the premise of Vodafone Cellular Limited and alleged that Vodafone Cellular Limited did not comply with Sections 5C, 30 read with Rule 10 (1) and Rule 10 (1A) of the Kerala Shops and Commercial Establishments Rules, 1961. The Complainant further contended before the Magistrate that an inspection order was served to the accused to rectify the defects and to submit all the records which were allegedly not complied with. The proceedings are stayed.

    Subsequently, VMSL filed an original criminal petition under Article 227 of the Constitution of India before the Kerala

High Court (the "**High Court**") to, *inter-alia,* issue of a writ of certiorari or such other writ or direction to call for entire records and issue of a writ of mandamus or such other writ or direction directing the Complainant to issue proper notice and to extend an opportunity to Vodafone Mobile Services Limited to furnish records mandated by law and to stay proceedings pending before the Magistrate. The matter is stayed by the High Court. The matter is currently pending.

71. A complaint dated May 16, 2015 was filed by the Assistant Labour Officer Grade II, Kannur, 1st Circle, Kannur (the "**Complainant**") against store manager of Vodafone Cellular Limited before the Judicial Magistrate 1st Class, Kannur (the "**Magistrate**") under Section 22B(2)(b) of Minimum Wages Act, 1948 (the "**Act**") for non-compliance with Sections 18 of the Act read with Rule 29(1), 29(2), 29(5) and 29(8) of the Minimum Wages Rules, 1958 despite the Complainant serving an inspection order to rectify the non-compliance. The proceedings are stayed.

    Subsequently, Vodafone Mobile Services Limited (formerly, Vodafone Cellular Limited) filed an original criminal petition under Article 227 of the Constitution of India before the Kerala High Court (the "**High Court**") to, *inter-alia,* issue of a writ of certiorari or such other writ or direction to call for entire records and issue of a writ of mandamus or such other writ or direction directing the Complainant to issue proper notice and to extend an opportunity to Vodafone Mobile Services Limited to furnish records mandated by law and to stay proceedings pending before the Magistrate. The matter was stayed by the High Court and is currently pending.

72. A complaint was filed by Jaison Thomas (the "**Complainant**") against Vodafone Essar Cellular Limited and three other employees of Vodafone Essar Cellular Limited (collectively, the "**Accused**") under Sections 120B, 107, 320, 336, 337, 427 and 440 of the IPC before the Chief Judicial Magistrate Court, Ernakulam ("**Magistrate**"). The Complainant alleged that the Accused, *inter-alia*, conspired to commit mischief by continuous unwanted calls in order to persuade him to avail a new scheme known as "call barring facility" which led to financial loss to the Complainant. The Magistrate dismissed the complaint pursuant to an order dated November 9, 2007. Subsequently, the Complainant filed a criminal revision petition under Sections 397 and 401 of CrPC before the High Court of Kerala, Ernakulam, *inter-alia*, to set aside the order of the Magistrate dated November 9, 2007, and to proceed the case against the Accused. The matter is currently pending.

73. A complaint dated July 3, 2012 was filed by Lalit K. Gupta (the "**Complainant**") against Vodafone Essar South Limited and its executives, , including our Director, Sunil Sood (the "**Accused**") for commission of offences under Sections 406, 420, 427, 463, 464, 465, 466, 467, 468, 469, 470, 471, 511 and 120-B of the IPC and Information and Technology Act, 2000 before the Judicial Magistrate, First Class, Chandigarh (the "**Magistrate**"). The Complainant challenged the amounts billed by the Accused for SMS and value-added facilities despite not using such services. The Magistrate pursuant to an order dated May 13, 2013, summoned the Accused. Subsequently, Vodafone South Limited filed a petition under Section 482 of the CrPC before the High Court of Chandigarh ("**High Court**"), *inter-alia*, for quashing of the complaint filed by the Complainant and the orders dated July 13, 2012, and May 13, 2013, passed by the Magistrate. The High Court pursuant to an order dated August 8, 2013, granted a stay on the proceedings before the trial court which was later on vacated pursuant to an order dated September 26, 2016, by the High Court (the "**Impugned Order**"). Subsequently, Vodafone Mobile Services Limited appealed before the Supreme Court against the Impugned Order. The Supreme Court via order dated January 20, 2017 ordered that the interim protection granted by the High Court as per order dated August 8, 2013, to continue till the matter is disposed off by the High Court. The matter is currently pending.

74. Dasari Nagendra Babu (the "**Complainant**") filed a complaint dated January 29, 2009, before the Court of Additional Chief Metropolitan Magistrate, at Secunderabad (the "**Magistrate Court**") against six accused (including VEL) (together the "**Accused**") alleging commission of offences under Sections 418, 420, 467, 468 and 471 read with Section 120-B of the IPC. The Complainant has alleged that the Accused fraudulently and dishonestly committed breach of trust by not continuing business with the Complainant and other district contract persons, instead continued to do business through newly appointed distributors in breach of terms and conditions of the memorandum of understanding dated May 17, 2004, entered into with the Complainant, causing wrongful loss to them. Separate criminal petitions were filed by certain Accused in the High Court at Hyderabad, wherein the High Court has granted stay orders in favour of such Accused.

    Additionally, our Company filed a criminal miscellaneous petition under Section 245(2) of the CrPC before the Magistrate Court seeking discharge from the allegations in the case filed by the Complainant. The Magistrate Court through its order dated March 31, 2017 (the "**Impugned Order**"), dismissed the application stating that our Company was not entitled to seek discharge before recording the evidence under Section 244 of the CrPC in a case instituted otherwise than a police report. Aggrieved by the Impugned Order our Company filed a criminal revision petition in the Court of Metropolitan Sessions Judge, Hyderabad, at Nampally to set aside the Impugned Order. The matters are currently pending.

75. Assistant Labour Officer Grade II, 1st Circle, Alappuzha ("**Labour Enforcement Officer**") conducted an inspection of the premise of VMSL situated in Alappuzha on March 10, 2017. Pursuant to the inspection, an inspection note dated March 10, 2017 was served on VMSL alleging that it was in violation of Rules 21A(1), 21A(2), 29(1) and 29(5) of Kerala Minimum Wages Rules, 1958 ("**Rules**") on the grounds of, *inter-alia*, non-implementation of wage protection system and non-maintenance of electronic register as required in Form 14 of the Kerala Minimum Wages (Amendment) Rules, 2015. Thereafter, the Labour Enforcement Officer (the "**Complainant**") filed a complaint (the "**Complaint**"), against Naveen Lal Chopra, director of VMSL (the "**Accused**"), before the Judicial Magistrate 1st Class, Alappuzha ("**Magistrate**") under Section 22B of Minimum Wages Act, 1948 (the "**Act**") alleging that the Accused had breached the provisions of the Act

and the Rules and in its prayer requested, *inter-alia*, for proceedings against the accused under the law and punishment under Section 22A of the Act.

Subsequently, the Accused filed a criminal miscellaneous petition under Section 482 of the CrPC before the High Court of Kerala, Ernakulam, *inter-alia*, for calling the entire records and quashing the proceedings before the Magistrate as it was contended that the proceedings were illegal. Further, VMSL in its prayer requested for a stay on all further proceedings pending before the Magistrate. Pursuant to an order dated October 24, 2018, the High Court granted a stay on all further proceedings in relation to the Complaint till the disposal of criminal miscellaneous case before the High Court. The matter is currently pending.

76. Bhupesh Kumar Sarma (the "**Complainant**") has filed a complaint before the Chief Judicial Magistrate, Kamrup (M), Guwahati ("**Magistrate**") alleging offences under Sections 420, 406 and 34 of the Indian Penal Code, 1860 against *inter alia* our Director, Sunil Sood, in his capacity of the chief executive officer of VMSL, other executives of VMSL at the time, and the proprietor of Crystal Nextgen Solutions ("**Accused**"), alleging cheating and criminal breach of trust on the part of the Accused against the Complainant due to *inter alia* non-payment against the purchase/work orders performed by the Complainant. The matter is currently pending.

77. A complaint was filed by Nilesh Panchal (the "**Complainant**"), our customer, before the Court of the Metropolitan Magistrate, 26th Court at Borivali, Mumbai ("**Court**"), against our Company, our directors (at such date) and such other officers as deemed by the Complainant to be handling policy decisions of our Company, (together the "**Accused**"), alleging violations under Sections 420 and 406, read with Sections 34 and 114 of the Indian Penal Code, 1860. It was alleged that the Complainant received multiple representations vis SMS for participating in games captioned "Cash Pot" and "Gold Pot", winning either of which could win him prize money. However, the games were shut abruptly by our Company without announcing the winner and the secured points. The Complainant alleged that the game is a scheme by our Company and its officers to manipulate and dupe the public at large for their own wrongful gains. The Court passed an order dated February 15, 2017 ("**Order**") stating that basis review of the documents and evidence provided by the Complainant, there was no evidence to suggest the offence of cheating and breach of trust as alleged by the Accused, and consequently have dismissed the Complaint. The Complainant has filed a criminal revision application before the Court of Sessions for Greater Mumbai, Borivali Division, Dindoshi, challenging the Order. The matter is currently pending.

78. A public interest litigation ("**PIL**") was filed in the High of Judicature at Bombay, by Kanchandevi Sunderlal Kothari and Jitendra Sunderlal Kothari (together the "**Complainants**"), against the Union of India, the State of Maharashtra, Police Inspector in charge, our Company along with several other telecommunication service providers and the TRAI (together the "**Accused**") for consideration of matters under Articles 226, 227, 14, 346, 347 and 348 of the Constitution of India and the inaction on part of the authorities governed by the Union of India and the State of Maharashtra. It has been alleged that the telecommunication service provider company officials buy documentation off the open market and then use such documents to issue fake and false SIM cards. It is alleged that such market practices are a direct threat to national security and that such practices aid and help terrorist activities. The Complainant has prayed for formulation of rules to curb such practices and for the stricter enforcement of rules and regulations against such offenders. The matter is currently pending.

79. An FIR dated September 03, 2010, was filed before the Nazarabad Police Station by Munawar (the "**Complainant**") against certain employees of our Company (the "**Accused**") for commission of offences under Sections 417, 468, 471, 473, 406, 420 of IPC. The Complainant bought a SIM of another company by submitting various documents along with CAF. However, he alleged that the employees of our Company forged the documents and sold 17 Idea SIM cards to other people without his knowledge. The matter is currently pending before the 3rd Additional Senior Civil Judge and Chief Judicial Magistrate, Mysore.

Criminal litigation by our Company

1. An FIR dated August 27, 2019 was filed by our Company against Sushil Kumar in his capacity as the proprietor of M/s Suhani Communications ("**Accused**") before the police station, Fatehabad, Haryana, alleging misappropriation of funds in relation to refusing to refund the amount of ₹1.36 million ("**Amount**") that was accidentally credited by our Company to the Accused's bank account. Thereafter, the Accused filed a quashing petition under Section 482 of the CrPC before the High Court of Punjab and Haryana at Chandigarh, alleging that the Amount was transferred by our Company in the nature of outstanding dues that the Company owed to the Accused under the distributorship agreement executed between our Company and the Accused. The matter is currently pending.

2. Our Company filed an application ("**Application**") under Section 156(3) of the Criminal Procedure Code, 1973 before the Chief Judicial Magistrate at Krishnanagar ("**Magistrate**") against Barun Kanti Ghosh and Soumyesh Chakraborty, the lessors of the property on which the Krishnanagar store ("**Store**") was operating ("**Accused**"), for offences under Sections 420 and 406 of the Indian Penal Code. Our Company sought *inter alia* the recovery of the security deposit amount of ₹0.23 million towards the closure of the Store upon termination of the lease agreement executed with the Accused. The matter is currently pending.

3. ICL filed a police complainant before the cybercrime cell, New Delhi, alleging fraud, forgery and cheating against M/s Konnecting Technology India and M/s Accurate Konnecting Technology India. The special cell of the Delhi police has

investigated the matter and has filed a charge sheet under Sections 420, 409, 468, 471, 120B, 201 and 34 of the Indian Penal Code, 1860 against Deepak Sahu, Gagan Satija, Sunil Kumar, and Satish Satija before the court of Chief Metropolitan Magistrate, Patiala House Court, New Delhi. The matter is currently pending.

4. ICL filed a complaint under Section 156(3) of the CrPC complaint before the Additional Chief Judicial Magistrate, Bidhannagar ("**Magistrate**") against Tanmoy Dhar and others ("**Accused**") for cheating our Company by submitting forged government documents in order to procure approximately 400 mobile connections of ICL. The Accused allegedly availed the connections and then defaulted in paying the outstanding amounts, following which, ICL also filed a complaint under Section 138 of the Negotiable Instruments Act, 1881 before the Magistrate. The Magistrate has taken cognizance against the Accused for offences under Sections 419, 420, 465, 467, 468, 471, 473 and 120B of the IPC and Sections 3 and 4 of the State Emblem of India (Prohibition of Improper Use) Act, 2005.

5. There are 23 criminal cases filed by our Company, VMSL and ICL, pending before various forums, for the alleged violation of Section 138 of the Negotiable Instruments Act, 1881 in relation to the dishonour of cheques issued by various subscribers of the Company. The total value of these matters aggregates to approximately ₹10.87 million. These matters are currently pending.

Filed by erstwhile Vodafone India Limited and/or VMSL

6. Our Company filed a writ petition with the High Court of Judicature at Bombay ("**High Court**"), for consideration of matters under Articles 226, 14, 19(1)(g) and 265 of the Constitution of India, requesting the court to issue an appropriate writ or order declaring, the actions of the State of Maharashtra ("**Accused 1**"), the Pune Municipal Corporation ("**Accused 2**"), the Municipal Commissioner ("**Accused 3**"), the City Engineer (Roads) ("**Accused 4**") and the Additional City Engineer (Roads) ("**Accused 5**") (together the "**Accused**"), as illegal and in breach of principles of natural justice and fairness and as being arbitrary, discriminatory and irrational.

   Our Company submitted to the High Court that we had made an application to the Accused 4 for laying down optical fibre cable network on a certain route however, the route was to be revised and accordingly necessary permissions were sought for such revision. It was submitted that Accused 5 sent a letter dated December 03, 2012, granting permission for carrying out digging work as per the revised route plan. The Accused 5 later through a letter dated March 22, 2013, accused our Company for laying down unauthorized cable work, and that our Company should pay a penalty of ₹11.70 million. A demand note was also issued by Accused 2 for such amount. It was further submitted that the Accused have acted in an arbitrary and *mala fide* manner and adopted coercive measures to extort money from our Company by claiming that the laying down of the optical fibre cable route is unauthorized, in spite of the permission granted vide letter dated December 03, 3012. The matter is currently pending.

Material civil litigation involving our Company

Material civil litigation against our Company

Nil

Material civil litigation by our Company

Nil

Litigation involving our Subsidiaries

Outstanding actions by statutory or regulatory authorities against our Subsidiaries

Nil

Criminal litigation involving our Subsidiaries

Criminal litigation against our Subsidiaries

Nil

Criminal litigation by our Subsidiaries

Nil

Material civil litigation involving our Subsidiaries

Material civil litigation against our Subsidiaries

Nil

Material civil litigation by our Subsidiaries

Nil

Litigation involving our Promoters

Outstanding actions by statutory or regulatory authorities against our Promoters

<u>*Outstanding actions by statutory or regulatory authorities against Grasim Industries Limited*</u>

1. The Competition Commission of India ("**CCI**") by way of its order dated October 5, 2017 ("**Order**") held that Grasim and Aditya Birla Chemical (India) Limited ("**ABCIL**") (which has subsequently merged into Grasim) among others, were guilty of bid-rigging tenders issued by Delhi Jal Board and imposed a penalty of ₹43.90 million on Grasim ("**Penalty**"), among others. Grasim has filed an appeal before the National Company Law Appellate Tribunal ("**NCLAT**") on the grounds, *inter alia*, that the CCI incorrectly held Grasim and ABCIL constitutes a single economic entity. Thereafter, the NCLAT granted a stay by way of an order dated December 5, 2017 on the Order, subject to a deposit of 10% of the amount of the Penalty, which has been deposited by Grasim. The matter is currently pending.

2. Five show cause notices have been issued to the relevant occupiers of certain factories of Grasim by the Directorate of Industrial Safety and Health to the aforesaid occupiers ("**SCN**"). The SCNs allege disparate instances of violation of, *inter alia,* Section 7-A(2)(a) of the Factories Act, 1948 ("**Factories Act**"), rule 57, rule 114 and rule 115(2) of the Maharashtra Factories Rules, 1963 by Grasim in relation to its alleged failure to adopt necessary health and safety measures at the relevant factory premises. Grasim has responded to these SCNs and these matters are currently pending.

3. A complaint has been filed by certain group of individuals against Grasim before the National Green Tribunal ("**NGT**") alleging that Grasim produces salt within one kilometer to five kilometer from the Wild Ass Sanctuary in Little Desert of Kutch and thereby causing pollution that has resulted in destroying of the mangroves and other sea plant which causes hindrance to migratory flamingo birds and has resulted in ecological imbalance. Grasim has filed an application seeking deletion of the name from the Complaint as Grasim had never taken possession of the land and hence has prayed that the complaint is to be dismissed against Grasim. The matter is currently pending.

4. Two proceedings have been initiated before the National Green Tribunals ("**NGT**") by certain individuals against Grasim relating to alleged violations under Environment (Protection) Act, 1986. The first matter relates to alleged contamination of water by Grasim. The NGT passed an order dated April 7, 2021 ("**Order 1**") and levied an environmental compensation of ₹7.50 million. Grasim has challenged Order 1 before the Supreme Court of India ("**SC**") and stay on the operation of the Order 1 has been granted by way of an order dated May 11, 2021. The other matter relates to alleged improper disposal of hazardous wastes. The NGT passed an order dated August 28, 2018 ("**Order 2**") directing Grasim to shift mercury sludge from the secured landfill to a treatment storage and disposal facility. The NGT further passed an order dated July 19, 2019 ("**Order 3**") directing (i) Grasim to pay interim environmental compensation of ₹10.00 million; and (ii) the constitution of a committee to further assess the environmental compensation payable by Grasim. Grasim has challenged Order 2 and Order 3 before the SC. The SC has passed an order dated November 4, 2019 and has deferred the proceedings. The matters are currently pending.

5. A complaint has been filed by an individual against Grasim, for alleged encroachment on river water before the National Green Tribunal ("**NGT**"). On February 5, 2020, Grasim received a letter from the Jharkhand State Pollution Control Board ("**JSPCB**") alleging that Grasim had encroached on a water body and was directed to pay a compensation amount of ₹4.02 million ("**Compensation**"). The NGT pursuant to its order dated September 23, 2020 directed Grasim to comply with the said letter of the JSPCB. Grasim has deposited the Compensation under protest. An intervention application ("**IA**") was filed by Grasim before the NGT. The IA was disposed and the NGT passed an order dated March 10, 2021 and held that the aforesaid letter from the JSPCB be treated as a proposal until Grasim is given a due opportunity to be heard by the JSPCB. The matter is currently pending before the Member Secretary, Pollution Control Board, Jharkhand and the order has been reserved. The matter is currently pending.

6. The Competition Commission of India ("**CCI**") by way of its order dated June 22, 2011 on the basis of a complaint made by an informant against, *inter alia*, Grasim and other man-made fibre manufacturers, directed the Director General ("**DG**") to conduct an investigation into an alleged cartel between the said manufacturers to fix price and other market conditions. The DG in its report ("**DG Report**") did not find any violation of Section 3 of the Competition Act, 2002, ("**Act**"). Subsequently, the DG independently and without any CCI direction investigated and found instances of alleged abuse of dominant position in the relevant market under Section 4 of the Act. Thereafter, Grasim filed an application dated May 17, 2013 before the CCI, to quash/ set aside the DG Report, in respect of its finding under Section 4 of the Act. The CCI dismissed this application by way of an order dated May 30, 2013 ("**CCI Order**") and Grasim challenged the CCI Order before the High Court of Delhi ("**High Court**") by way of a writ petition dated July 1, 2013 ("**Writ Petition**"). A single judge of the High Court held that the DG Report, to the extent that it found violation of Section 4 of the Act, was an act ultra vires of its power, and disposed of the Writ Petition by way of its order dated December 17, 2013 ("**Order 1**"). The CCI filed a letters patent appeal dated January 17, 2014 against Order 1. The division bench of the High Court passed an order dated February 7, 2014 and suspended Order 1 ("**Order 2**"). Further, the division bench of the High Court by way of an order dated September 12, 2019 ("**Order 3**") set aside the Order 1 and restored the CCI Order. Thereafter, Grasim

has filed an appeal before the Supreme Court of India by way of a special leave petition dated December 17, 2019, against Order 3. The matter is currently pending.

7. The Competition Commission of India ("**CCI**") by way of its prima facie order dated November 10, 2016 ("**Order 1**") directed the Director General ("**DG**") to conduct investigation into the alleged abuse of dominance by Grasim, pursuant to information filed by undisclosed informant. Grasim filed a review/ recall application dated July 12, 2017 ("**Review/ Recall Application**"), impugning the Order 1. Thereafter, a writ petition dated August 31, 2017 was filed by Grasim before the High Court of Delhi ("**High Court**") which was disposed of by the High Court by way of an order dated September 6, 2017. Separately, pursuant to a response filed by Grasim to the DG's report and hearings before the CCI, an order was passed by the CCI dated March 16, 2020 ("**Order 2**") against Grasim by way of which a penalty of ₹3,016.10 million was imposed on Grasim and was directed, *inter alia*, to refrain from adopting unfair/ discriminatory pricing practices and create a publicly accessible and non-discriminatory discount policy. Grasim has filed an appeal against the Order 2 before the National Company Law Appellate Tribunal, New Delhi on the grounds, *inter alia*, that the CCI had incorrectly determined the 'relevant market' which led to the incorrect finding of Grasim having a dominant position and that the CCI has disregarded requisite factors for determination of a 'relevant market' under the Competition Act, 2002. Separately, the CCI has passed another order dated June 3, 2021 ("**Order 3**") and levied a penalty of ₹34.90 million on Grasim for alleged non-compliance with Order 2. Grasim has subsequently filed a writ petition before the High Court to quash Order 3 and seeking directions to restrain the CCI from issuing directions to Grasim requiring it to comply with Order 2. The High Court passed an order dated July 26, 2021 which records that the CCI will not take precipitative steps in this matter. The matter is currently pending.

8. The Competition Commission of India ("**CCI**") based on information filed by certain undisclosed informants, directed the Director General ("**DG**") to investigate the alleged abuse of dominance by Grasim in the viscose staple market. Grasim filed its response to DG's report and subsequently a hearing was conducted by CCI. The CCI passed an order dated August 6, 2021 ("**Order**") concluding that Grasim has allegedly abused its dominant position and directing it to cease and desist from indulging in alleged anticompetitive practices. Since a monetary penalty had already been imposed on Grasim by way of another order dated March 16, 2020 passed by the CCI with respect to substantially similar conduct, the CCI did not impose any monetary penalty on Grasim. Grasim has filed an appeal before the National Company Law Appellate Tribunal at New Delhi, against the Order, on the grounds, *inter alia*, that the CCI has disregarded requisite factors for finding abuse of dominance by the Grasim determination of under the Competition Act, 2002 and that the CCI has arrived at such finding without any evidentiary basis. The matter is currently pending.

9. The Harihar polyfibers division and grasilene division of Grasim received a show cause notice dated May 10, 2022 ("**SCN**") from the Karnataka State Pollution Control Board ("**KSPCB**") pursuant to a visit conducted by the chairman of KSPCB on April 26, 2022. The SCN observed, *inter alia*, that Grasim was discharging a huge quantity of effluent into a certain river and had not adopted waste dump management. Grasim responded to the SCN by way of its reply dated June 2, 2022 stating *inter alia* that effluent discharged by Grasim is much below norms specified by the KSPCB and that Grasim has adopted an effective solid waste management practice. A personal hearing was taken up on July 26, 2022. Further to the hearing, KSPCB issued two show cause notices dated November 8, 2022 and directed Grasim to obtain a response from Ministry of Environment and Forest ("**MoEF**") with respect to non-applicability of the relevant environment impact assessment notification ("**EIA Notification**"). The MoEF issued clarification on March 6, 2023 that the said EIA Notification was not applicable to Grasim and the same has been submitted to KSPCB. The matter is currently pending.

10. The National Green Tribunal ("**NGT**"), West Zone, Pune, in an original application where Grasim was not a party, issued directions for environment study of the Dahej and its nearby industrial and special economic zone region, pursuant to a joint committee report. The first report which was submitted by the joint committee showed Grasim's Cellulosic Division as a compliant unit. However, as per the directions of NGT by way of an order dated February 2, 2022 ("**Order**"), a second survey was conducted, and a second report ("**Report**") was submitted wherein it was recommended that Grasim pay environment damage compensation of ₹177.00 million ("**EDC**") in respect of Grasim's cellulosic division. Grasim has filed its objections to the Order and the findings of the Report and the imposition of EDC on the grounds, *inter alia*, that the Report was beyond the scope of the Order and that Grasim was not given an opportunity to be heard and prayed that the EDC imposed on Grasim be set aside and permission to intervene in the aforementioned original application be granted to Grasim. The matter is currently pending.

11. The Government of Kerala passed an order ("**Order**") issuing directions to repossess 187.13 acres of land belonging to Grasim on the ground on that Grasim's factory operations had ceased on the aforesaid land. Grasim filed a writ petition before the High Court of Kerala ("**High Court**") and obtained an order passed by the High Court dated October 17, 2017 staying the Order which directed resumption of Grasim's possession of the aforesaid land until disposal of the petition by the High Court. The matter is currently pending.

12. A government labour officer visited Grasim's relevant unit ("**Unit**") for inspection and submitted the report thereof to the State Contract Labour Advisory Board ("**Board**"). The Board visited the Unit for inspection on December 18, 2009 and submitted its report which, *inter alia*, banned the employment of contract labour for certain jobs. A notification to this effect was also published in the official gazette on June 14, 2011 ("**Notification**"). Grasim has challenged the Notification and its operation before the High Court of Gujarat ("**High Court**"). The High Court passed an order dated October 17, 2011 granting stay on the implementation, execution and operation of the Notification. The matter is currently pending.

13. Three notices have been issued by the tehsildar, Nagda against Grasim alleging encroachment on government land at Mehatwas and Padliakala villages by Grasim. Grasim has filed revision petitions before the Additional District Magistrate, Ujjain ("**ADM**") seeking a declaration that Grasim is the rightful owner of the said lands. The ADM vide two orders dated August 8, 2023 and February 5, 2024 remanded the said petitions to the tehsildar, Nagda and the matters are currently pending.

14. Grasim had purchased a land through court auction under liquidation proceedings by way of sale deed dated February 5, 2014. Thereafter, Grasim filed an application before the relevant tehsildar, Nagda ("**Tehsildar**") seeking mutation of the aforesaid land parcel in its favour ("**Mutation Application**"). During pendency of the Mutation Application, the Additional Collector, Ujjain passed an order dated September 17, 2014 ("**Order 1**") declaring that the land in question is government land and directed the Tehsildar to take possession of the said land. The Tehsildar also passed an *ex-parte* order dated September 17, 2014 ("**Order 2**") and declared the land in question is vested be the State Government of Madhya Pradesh ("**Government**"). An appeal preferred by Grasim challenging Order 2 before the Sub-Divisional Officer, Nagda was dismissed on April 24, 2015. Another appeal was preferred by Grasim before the Additional Commissioner, Ujjain division, Ujjain ("**Additional Commissioner**"). Grasim also challenged Order 1 before the Additional Commissioner, who by way of an order dated July 20, 2015 allowed the appeal and set aside the Order 1. An application was filed to set aside Order 2 before the relevant company judge who by way of an order April 18, 2016 allowed the aforesaid application and directed the Tehsildar to carry out mutation proceedings. Against this, the Government preferred an appeal before the High Court of Madhya Pradesh ("**High Court**") which allowed the appeal by passing an order dated October 23, 2017 ("**Order 3**"). Grasim sought review of Order 3 before the High Court. Order 3 was set aside on by way of order dated April 3, 2018 passed by the High Court ("**Order 4**"). The Order 4 was challenged by the Government before the Supreme Court of India. The matter is currently pending.

15. The relevant nagar palika ("**Nagar Palika**") issued notice to Grasim for demolition of a building located at our Grasim's relevant plant at Nagda. Grasim applied for stay against the aforesaid notices before the civil court, Nagda. Thereafter, the aforesaid court granted stay in favour of Grasim ("**Stay Order**"). The Nagar Palika has preferred an appeal before the Additional District Judge, Nagda against the Stay Order. The matter is currently pending.

16. Grasim preferred an appeal before the sub-divisional officer, Khachrod against an order of the relevant tehsildar, which stated a certain piece of land was non-transferable. Grasim's appeal was dismissed by the sub-divisional magistrate. Thereafter, Grasim has filed an application before the district collector, Ujjain for removal of the word 'non-transferrable' in case of a land purchased by Grasim from a private person. The aforesaid district collector sought the comments from the tehsildar, Khachrod. The matter is currently pending.

17. The National Green Tribunal ("**NGT**") by way of an order dated October 30, 2019 sought a report from the Madhya Pradesh State Pollution Control Board in respect of certain allegations of pollution by Grasim. Pursuant to a hearing, the NGT by way of an order dated April 7, 2021 ("**Order**") imposed a penalty of ₹7.50 million on Grasim has challenged the Order before the Supreme Court of India ("**SC**"). Stay on the operation of the Order has been granted by way of an order dated May 11, 2021 passed by the SC. The matter is currently pending.

18. The relevant inspector-in-charge visited the factory of Jayashree Textiles, a unit of Grasim on February 6, 2012 and found that one of the labour contractor namely, B N Mondal & Co., who deployed workers at Grasim's site, had allegedly not filed half yearly returns in form XXIV and had no license under the Contract Labour (Regulation and Abolition) Act, 1970 ("**CLRA**"), to execute any work through contract labour. A complaint was filed before the Additional Chief Judicial Magistrate, Serampore, Hooghly. A summons and show cause notice were issued against the contractor along with Grasim, as principal employer for alleged violation of Sections 12(1) and 35(2)(n) of the CLRA. The matter is currently pending.

<u>Outstanding actions by statutory or regulatory authorities against Hindalco Industries Limited</u>

1. Ashwani Kumar Dubey, a member of the District Environment Committee of the Madhya Pradesh Pollution Control Board (the "**Applicant**") filed an application before the National Green Tribunal, New Delhi (the "**Tribunal**") against Hindalco and others (the "**Respondents**") alleging, inter alia, environmental imbalance created in Singrauli area, a critically polluted industrial area, and the destruction of forest land wildlife corridors and wildlife habitats. The Applicant has prayed for, amongst other things, (i) imposition of restriction on issuance further licenses and permissions by the environmental and other government authorities to the Respondents; (ii) imposition of restriction on the Respondents from further deforestation and causing further pollution; (iii) issuance of directions to the Respondents to install devices to minimise pollution; (iv) issuance of directions to the Respondents to obtain approval of the pollution control boards for techniques and devices that are used by the Respondents to control pollution; (v) imposition of restriction on the Respondents from transporting coal through the road between the villages and markets of Singrauli; and (vi) imposition of restriction on the Respondents from polluting the rivers and reservoirs with fly ash. Accordingly, the Tribunal by way of their interim orders dated October 7, 2013, and May 21, 2014, has restricted further deforestation without permission of the appropriate authorities and ordered a joint inspection to be conducted by representatives of the Madhya Pradesh Pollution Control Board and the Central Pollution Control Board to assess the environmental damage caused. Further, the Tribunal has also directed the public works department to resolve all issues and ensure implementation of the orders of the Tribunal and compliance by the Respondents. Separately, Jagat Narayan Viswakarma and others (the "**New Applicants**") have filed an application before the Tribunal against Hindalco and others, in relation to alleged violation of certain provisions of the Environment Protection Act, 1986, the Air (Prevention and Control of Pollution) Act, 1981 and

the Water (Prevention and Control of Pollution) Act, 1974 due to the alleged pollution from the coal mines and thermal plants in and around the Singrauli area, including those of Hindalco, which have, inter alia, caused damage to local flora and fauna, as well as the surrounding human population. The New Applicants have, inter alia, prayed for (i) issuance of a direction to close down industries which are in violation of pollution control norms; (ii) determination of the damage caused by Hindalco; and (iii) payment of appropriate compensation. The aforementioned matters have been clubbed by the Tribunal. This matter is currently pending.

2. Nityanand Mishra and others ("**Applicants**") have filed an application before the National Green Tribunal, Bhopal against Hindalco, State of Madhya Pradesh and others ("**Respondents**") in relation to an alleged violation of certain provisions of the Environment Protection Act 1986, the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 resulting from the alleged illegal and impermissible mining of sand undertaken by the Respondents in the protected area of Son Gharial sanctuary situated on the river Son. Hindalco has been impleaded in this proceeding on account of it being one of the companies that use water from the river Son. The Applicants have prayed for, inter alia, (i) directions to be issued to the State of Madhya Pradesh and others to ensure prevention of sand mining in the protected area of the Son Gharial sanctuary; and (ii) the imposition of restrictions on the mining of sand without having obtained relevant statutory clearances. The Applicants have further prayed to direct the State of Madhya Pradesh and others to recover the cost and penalty from the persons responsible for illegal sand mining. The matter is currently pending.

3. Brackish Water Research Centre, through its president (the "**Applicant**") has filed an application ("**Application**") before the National Green Tribunal, Western Bench, Pune (the "**Tribunal**"). The Application alleges that the continued operation of Birla Copper unit has resulted pollution of the air, water (including surface and groundwater), land and noise pollution in and around the surrounding villages including the coastal area of Narmada Estuary and Gulf of Khambat of the Arabian Sea. The Applicant has alleged that such pollution is having deleterious effect upon the health of the residents of Village Lakhigam and Dahej and the environment and has noted that there is an immediate need to restitute the environment including preparing and formulating a restitution and restoration plan of the forest land of Dahej Reserve Forest. Pursuant to the order dated January 5,2022, a nine-member committee headed by Retired Justice B.C. Patel has submitted a detailed report in May 2022 for the consideration of the Tribunal. Thereafter, the matter is reserved for orders. This matter is currently pending.

4. Hindalco has preferred a civil appeal bearing no. 4301 of 2022 ("**Appeal**") with the Supreme Court of India against the order dated January 15, 2022, passed by the National Green Tribunal, Principal Bench, New Delhi ("**NGT**") in case of Shivpal Bhagat Vs. Union of India and Others ("**Impugned Order**"). The NGT by way of the Impugned Order, relying on the recommendation of an Oversight Committee (internally constituted by the NGT to look into pollution related issues in the Raigarh District of Chhattisgarh) had levied onto Hindalco an interim environment compensation of amounting to ₹20.94 million (the "**Compensation Amount**") for the alleged violation environment norms by Hindalco, particularly for not utilizing fly ash for backfilling and in overburden dumps. The Supreme Court, by way of its order dated May 13, 2022, held that Hindalco could file objections after it had deposited the Compensation Amount in the registry of the Supreme Court an interest-bearing account on an auto renewal basis. Accordingly, the Compensation Amount has been deposited by Hindalco with the registry of the Supreme Court. This matter is currently pending.

5. By way of their order dated December 31, 2012, (the "**MPERC Order**") the Madhya Pradesh Electricity Regulatory Commission ("**MPERC**") fixed a rate of ₹20 per kilo volt amps per month as the parallel operation charges ("**POC**") on the capacity of the captive power plant connected with grid. Accordingly, bills demanding payment of grid support/POC amounting to ₹6.86 million and ₹3.43 million were issued by Madhya Pradesh Power Transmission Company Limited ("**MPPTCL**") for the months of January 2013 to February 2013 and March 2013, respectively, to the Mahan Aluminium unit of Hindalco (the "**Demand Amounts**"). Hindalco challenged the MPERC Order and the request for payment of Demand Amounts by filing an appeal under Section 41 of the Madhya Pradesh Viduyt Sudah Adhiniyam, 2000, (the "**Appeal**") before the Madhya Pradesh High Court at Jabalpur ("**MP High Court**"). Initially the MP High Court stayed the requests for payment of Demand Amounts subject to payment of 50% of the Demand Amount and any subsequent bills. However, it later rejected the Appeal vide its order dated May 23, 2016, on the ground of jurisdiction with liberty to avail efficacious statutory remedy of appeal under Section 111 of Electricity Act, 2003. Accordingly, Hindalco filed the instant appeal on July 11, 2016, before the Appellate Tribunal for Electricity, New Delhi ("**APTEL**") under sub-Sections 1 and 2 of Section 111 of the Electricity Act, 2003.

APTEL vide an interim order dated August 31, 2016 stayed the request for payment of the Demand Amounts with the directions that Hindalco shall continue to pay 50% of POC for which MPERC has raised/will be raising by way of their bills/invoices in accordance with the MPERC Order and Hindalco shall give undertaking that the remaining amount claimed by MPERC in terms of the bills requesting for payment of Demand Amounts shall be paid along with interest, in case POC amount is held to be payable. Hindalco has hereafter paid 50% of the Demand Amounts. In their judgment dated July 2, 2021, APTEL dismissed the Appeal and held that POC is payable. Further, on October 30, 2021, an additional payment of ₹ 700 million have been made to MPPTCL Jabalpur under protest. This matter is currently pending.

6. Hindalco, Renukoot draws power from Renusagar plant through certain transmission lines. For the purpose of laying transmission Lines, Hindalco has taken forest land on lease from the Forest Department of the Divisional Forest Officer, Renukoot ("**DFO**"). Hindalco was granted initial lease of 38.30 hectares of forest land for establishing two 132-kilo volt transmission lines for the period of 25 years from February 9, 1966 to February 8, 1991. First renewal of the said

transmission lines was done for a further period of 25 years from February 9, 1991 to February 8, 2016. At the time of the second renewal, Hindalco has submitted the renewal proposal along with relevant documents for a further period of 25 years before the expiry date.

However, the DFO advised Hindalco to submit the renewal proposal through the Ministry of Environment, Forest and Climate Change of India's ("**MoEF**") online portal instead. Hindalco submitted the renewal application via the online portal on June 30, 2017. Meanwhile, Hindalco furnished regular payment of the lease rent and premium amount on the said land to the Forest Department without any delay. In a hearing held by regional office of MoEF at Lucknow on August 8, 2019 and on the basis of recommendations of the State Government, an in-principal approval was given by MoEF vide its order dated August 10, 2020 ("**MoEF Approval**"). On the basis of the MoEF Approval, the DFO vide its letter dated August 24, 2020 has imposed charges of ₹24.26 million and ₹33.94 million for diversion of forest area and ₹271.49 million as a penalty for the alleged delay in renewal process. The total amount imposed on Hindalco was ₹ 329.68 million. Hindalco challenged the said impositions being against the principles of law in filing of the writ petition no. 4084 of 2021 before the High Court of Allahabad (Lucknow Bench) ("**Allahabad HC**"). The Allahabad HC by way of their order dated February 11, 2021 held that that no coercive action shall be taken against Hindalco by the Forest Department. Additionally, the MoEF, in the meantime, has cancelled the MoEF Approval. This matter is currently pending.

7. The Government of Jharkhand has issued demand letter for payment of royalty (the "**Demand Letter**") aggregating to ₹124.26 million (the "**Royalty**") for the period up to November 30, 2010 on generation of "Vanadium Sludge", which is generated during extraction of Alumina from Bauxite in Bayer's process, on the ground that Vanadium is a mineral under the provisions of the Mines and Minerals (Development and Regulation) Act, 1957. Hindalco had filed a petition objecting against the Demand Letter. Based on that a certificate case was initiated by the District Forest Officer, Gumla before the Certificate Officer, Ranchi, (the "**CO**") whereby and where under the CO, vide their order dated January 25, 2019 (the "**Order**") rejected the objection petition filed by Hindalco and directed Hindalco to make the payment of the Royalty. Subsequently, Hindalco has filed an appeal against the Order with the Deputy Commissioner, Lohardaga and Gumla. This matter is currently pending.

8. The District Mining Officer, Palamau (the "**DMO**"), issued a show cause notice alleging that Hindalco had transported coal without valid transport challan and without any dealer registration / license. Further, by way of a letter dated July 15, 2021 issued by the DMO directed Hindalco to deposit a penalty amounting to ₹602.20 million within two days from the receipt of the aforesaid letter. Hindalco has filed a writ petition before the Jharkhand High Court challenging the levy and praying for quashing of the demand. This matter is currently pending.

Criminal litigation involving our Promoters

Criminal litigation filed against our Promoters

As at the date of the Red Herring Prospectus, there are no outstanding criminal proceedings initiated against any of our Promoters other than as disclosed below.

Criminal litigation filed against Kumar Mangalam Birla

Our Company

1. Gogineni Anil Kumar filed a private complaint before the II Additional Chief Metropolitan Magistrate, Hyderabad against our Company, Kumar Mangalam Birla, and other officials of our Company under Sections 120-B, 420, 406 and 506 of the IPC. For details, see "*- Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company - No. 35*" on page 619.

2. Sushil Sharma filed a complaint before the Chief Judicial Magistrate, Lucknow against Kumar Mangalam Birla and certain directors and officers of our Company and our erstwhile subsidiary Idea Mobile Commerce Services Limited for offences under Sections 419, 420, 467, 468, 471, 500, 504 and 506 of the IPC. For details, see "*- Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company - No. 16*" on page 619.

Hindalco Industries Limited ("**HIL**")

3. An FIR has been lodged on October 16, 2013 by the Central Bureau of Investigation ("**CBI**") against P.C. Parakh, the then Secretary, Ministry of Coal, Kumar Mangalam Birla, Hindalco Industries Limited, and other unknown persons/officials, in relation to allocation of Talabira II & III coal blocks to HIL. The Supreme Court of India ("**Supreme Court**"), *vide* its order dated April 1, 2015, has stayed the cognizance order passed by Special CBI Court despite closure report filed by CBI. The Supreme Court has also stayed further proceedings in the matter. The matter is currently pending.

Aditya Birla Money Limited ("**ABML**")

4. Ashima Das, a broking client of ABML filed a complaint ("**Complaint**") against *inter alia* Kumar Mangalam Birla on July 17, 2012. She alleged that she incurred a loss of ₹0.5 million in addition to an earlier loss of ₹1.9 million by way of unauthorized purchase and sale of securities in her trading account by a franchisee of ABML. This matter is currently

pending before the 5th Additional Chief Judicial Magistrate, Alipore, Kolkata. Thereafter, ABML filed criminal revision petitions at the Calcutta High Court, seeking to quash this Complaint on September 28, 2012 and sought for a stay on all further proceedings in the said matter. The said petition has been admitted and all further proceedings in this matter have been stayed by the Calcutta High Court. The matter is currently pending.

Aditya Birla Finance Limited ("**ABFL**")

5. Charanjeet Singh, one of the customers of ABFL had filed a complaint against Kumar Mangalam Birla, S.K. Mitra and Ashish Goel, an ex-employee of the Lucknow branch and the erstwhile branch manager in the Court of the Metropolitan Magistrate, Kanpur, respectively, for cheating, mischief and causing damage under Sections 417, 418, 419 and 420 of the IPC, in relation to a hire purchase transaction of ABFL. Subsequently, ABFL filed a criminal miscellaneous petition on behalf of *inter alia* Kumar Mangalam Birla before the High Court at Allahabad ("**High Court**") under section 482 of the CrPC against Charanjeet Singh. The High Court granted a stay on the proceedings before the Court of the Metropolitan Magistrate, Kanpur *vide* its order dated October 16, 2003, which was vacated by the High Court *vide* its order dated April 21, 2018. The matter is currently pending.

Aditya Birla Sun Life Insurance Company Limited ("**ABSLI**")

6. An FIR has been registered under Sections 120(A), (B), 415, 418, 420, 463, 464, 465 of the IPC, pursuant to the order passed by the Court of Additional Chief Metropolitan Magistrate Andheri Mumbai under section 156(3) of CrPC, on the basis of a criminal complaint ("**Complaint**") filed by certain policyholders, Sushil Bafna and Urvija Bafna ("**Complainant**") against certain officials of ABSLI, including Kumar Mangalam Birla. The Complainant alleged that there has been misappropriation of funds / monies in various insurance policies issued by ABSLI. The Police was directed to register FIR, investigate the matter and file a final report, following which, ABSLI filed a written submission dated January 8, 2022 before the MIDC police station, Mumbai. Thereafter, the investigation officer sent a detailed questionnaire to ABSLI dated February 4, 2022, seeking clarifications on certain matters including *inter alia* various aspects of ABSLI's business and operations, policies and procedures and the organizational structure, to which, ABSLI responded and clarified that none of directors or officers of ABSLI, including Kumar Mangalam Birla, are connected to this matter and have been wrongly impleaded in the matter. Subsequently, an FIR and chargesheet was filed before the MIDC police station and the Additional Chief Metropolitan Magistrate, Andheri, respectively, against Akshay Khade. The police completed its investigation and filed a summary report with Metropolitan Magistrate Court at Andheri, considering the matter as civil in nature. The matter is currently pending.

Ultra Tech Cement Limited

7. UltraTech Cement Limited ("**UTCL**") received notice on December 27, 2022 from the Court of District Judge-1 and Additional Session Judge, Warora, Chandrapur District, Maharashtra ("**ASJ Court**") in relation to the matter involving *inter alia* Vinod Khobragade and others ("**Appellants**") against Prashant Subhash Bedse (Tehsildar), Collector (Stamp), Directorate of Mining and Geology, officials at the State Ministry, UTCL and its officials, including Kumar Mangalam Birla ("**Criminal Revision**"). The Criminal Revision has been filed against the order dated September 30, 2022 ("**Order**"), passed by the Judicial Magistrate First Class, Warora ("**Judicial Magistrate**") in the criminal complaint filed under Section 2(D) of the CrPC for the offence punishable under Section 3 of the Scheduled Castes and the Scheduled Tribes (Prevention of Atrocities) Act, 1989 ("**SC/ST Act**"), read with sections 34, 120(B), 409, 420, 431, 468, 470 and 471 of the IPC. The primary allegation in the matter was against the concerned Tehsildar, Collector (Stamp), Directorate of Mining and Geology and officials at the relevant state ministry with respect to illegal transfer of land to a private party, Manikgarh Cement Works (a manufacturing unit of UTCL). The Judicial Magistrate, vide the Order, rejected the complaint on the grounds that the offences under SC/ST Act have to be tried by the Special Courts and directed the complainant to approach the appropriate court. UTCL has filed a vakalatnama on behalf of Kumar Mangalam Birla before the ASJ Court in relation to the Criminal Revision. The matter is currently pending.

Criminal litigation filed against Grasim Industries Limited

1. Three criminal complaints under the Factories Act, 1948 were filed by the relevant factory inspector in relation to the fatal accidents/injuries which occurred within the factory premises against Grasim and its occupier. The matters are currently pending before the labour courts at Godhra and Hooghly. The matter is currently pending.

2. Two criminal complaints, one in relation to the CFI Business of Grasim and the other in relation to the Pulp and Fibre Business of Grasim, were filed by the Madhya Pradesh Pollution Control Board before Chief Judicial Magistrate, Ujjain against Grasim and certain senior officials of Grasim for alleged violations of provisions of the Water (Prevention and Control of Pollution) Act, 1974, due to alleged discharge of polluted water outside our relevant factory's premises. Revision petitions have been filed by Grasim before the Court of District Judge, Ujjain to challenge the cognizance orders passed by the Judicial Magistrate First Class. The matters are currently pending.

3. A criminal complaint ("**Complaint**") was filed against Grasim and seven of our employees (together, "**Employees**") by Suresh Goel before the Metropolitan Magistrate, Patiala House Court, New Delhi ("**Magistrate**") for breach of trust for holding title deeds of his property which were provided as a security for an outstanding amount due and payable to Grasim.

Pursuant to (i) an order passed by the Magistrate dated July 16, 2021; and (ii) an order passed by the Additional Sessions Judge, Patiala House Courts, New Delhi dated August 29, 2023, the names of the Employees were dropped from the Complaint. Grasim has filed a revision petition before the District Sessions Judge, Patiala House Courts, New Delhi ("**Session Court**"), challenging the order passed by the Magistrate dated July 16, 2021. The Complaint has been stayed by the Session Court. Grasim has also filed a criminal complaint against *inter alia* Suresh Goel before the Chief Judicial Magistrate, Ujjain under Sections 120B and 420 of the IPC for a claim of ₹25.90 million. The matters are currently pending.

4. Two criminal complaints ("**Complaints**") were filed against Grasim and certain officials of Grasim ("**Officials**") before the Chief Judicial Magistrate, Kozhikode ("**CJM**") by the Kerala State Pollution Control Board ("**KSPCB**"), for violation of a consent-to-operate approval issued by KSPCB. The CJM imposed fines of ₹5,000 each and ordered simple imprisonment of the accused Officials of Grasim for one and a half years and accordingly disposed the Complaints by way of order dated November 13, 2003 ("**Order 1**"). Grasim and the Officials preferred an appeal before the Sessions Court which passed an order dated July 13, 2005, dismissing the aforesaid appeal. Criminal revision petitions have been filed by Grasim and the Officials in relation to order dated July 13, 2005, before the High Court of Kerala ("**High Court**"). The High Court passed an order dated August 9, 2005 and suspended the aforesaid imprisonment of the Officials. The matter is currently pending.

5. A criminal complaint was filed against officials of Grasim by an individual before the Judicial Magistrate First Class, Nagda ("**Magistrate**") pursuant to an incident of leakage of oleum gas at Grasim's staple fibre division, Nagda. The Magistrate vide an order August 10, 2022 ("**Order**"), exonerated 16 accused persons and took cognizance against the unit head (factory manager) of Grasim. Aggrieved by this order, Grasim filed revision application ("**Revision Application**") and prayed the court to set aside the Order, passed by the lower court. The original complainant also filed a revision petition before the Additional Sessions Judge, Ujjain ("**ASJ**") seeking to set aside the Order, praying the court to take cognizance against all 17 persons named in the claim. The ASJ by way of an order dated March 3, 2023 dismissed the aforesaid revision petition and allowed the Revision Application filed by Grasim quashing the Order, with a direction to the lower court to hear the complainant again and take on record any additional evidences, if produced. The matter is currently pending.

6. A criminal complaint was filed before the Chief Judicial Magistrate, Madhya Pradesh by the relevant factory inspector against the occupier and factory manager of Grasim factory at Vikram Woollen, Gwalior ("**Unit**") on the ground that the Unit falls within the meaning of 'hazardous process' under Section 2(c)(b) of the Factories Act, 1943 due to which it was alleged that certain compliances were not followed by the Unit. Grasim has also filed a criminal application under Section 482 of the CrPc, seeking to quash the proceedings pending before the Chief Judicial Magistrate, Madhya Pradesh. The matter is currently pending.

7. A criminal proceeding was initiated before the Chief Judicial Magistrate, Daltonganj, Jharkhand on account of a first information report filed by the relevant contract labourer engaged with Grasim, *inter alia* against the relevant unit head and the relevant manager of Grasim's factory ("**Accused Persons**") under Sections 34, 284, 285, 287 and 307 of the Indian Penal Code, 1860, alleging that the aforesaid labourer suffered acid burns during the course of his engagement with Grasim. By way of order dated July 21, 2023 passed by the Sessions Judge, Palamau anticipatory bail was granted to the Accused Persons. The matter is currently pending.

Criminal litigation filed against Hindalco Industries Limited

1. 17 criminal proceedings have been initiated against Hindalco, its officials and employees in relation to, *inter alia*, violation of various provisions of the Indian Penal Code, 1860 and the Criminal Procedure Code, 1973 damage of property, causing hurt, assault, and encroachment-arising out of various cause of actions including:

    - Violations of certain provisions of the Fertilizer Control Order, 1985 ("**FCO**") on account of failure of fertilizer to meet FCO specifications;

    - Violation of certain provisions of the Mines and Minerals (Development and Regulation) Act, 1957;

    - Violations of certain provisions of the Motor Vehicles Act, 1988 pertaining to allegations of rash driving and damage to public property by the employees / officials of Hindalco; and

    - Fatal accidents within the premises of Hindalco.

    All such proceedings are currently pending before courts of various forums and are currently pending at various stages of adjudication.

2. An FIR has been lodged on October 16, 2013, by the Central Bureau of Investigation ("**CBI**") against P.C. Parakh, the then Secretary, Ministry of Coal, Kumar Mangalam Birla, Hindalco Industries Limited, and other unknown persons/officials, in relation to allocation of Talabira II & III coal blocks to Hindalco. For details, see "- *Litigation*

involving our Promoters - Criminal litigation involving our Promoters – Criminal litigation against Kumar Mangalam Birla – Hindalco Industries Limited - No. 1” on page 619.

Criminal litigation filed against Omega Telecom Holdings Private Limited

1. A case was filed by the Registrar of Companies, West Bengal against *inter-alia* UMT Investments Limited (“**UMTI**”, now merged into Omega Telecom Holdings Private Limited) in the Alipore Magistrate Court, Kolkata, based on a show cause notice issued by the Registrar of Companies, West Bengal alleging the violation of Section 149 of the Companies Act, 2013. A compounding application has also been filed with the Regional Director, Mumbai (since the registered office of UMTI was shifted to Mumbai). Follow-up letters have been sent to the Regional Director, Mumbai requesting for the final order. The matter is currently pending.

2. A criminal complaint has been filed by the Registrar of Companies, Mumbai against *inter-alia* Telecom Investments India Private Limited (“**TIIPL**”, now merged into Omega Telecom Holdings Private Limited) in the Court of Additional Chief Metropolitan Magistrate, Girgaon. The complaint was filed for alleged violations of Section 149 of the Companies Act, 2013. The matter is currently pending.

3. A criminal complaint has been filed by the Registrar of Companies, Mumbai against *inter-alia* Telecom Investments India Private Limited (“**TIIPL**”, now merged into Omega Telecom Holdings Private Limited) in the Court of Additional Chief Metropolitan Magistrate, Girgaon. The complaint was filed for alleged violations of Section 203 of the Companies Act, 2013. The matter is currently pending.

4. A criminal complaint has been filed by the Registrar of Companies, Mumbai against *inter-alia* Telecom Investments India Private Limited (“**TIIPL**”, now merged into Omega Telecom Holdings Private Limited) in the Court of Additional Chief Metropolitan Magistrate, Girgaon. The complaint was filed for alleged violations of Section 204 of the Companies Act, 2013. The matter is currently pending.

5. A criminal complaint has been filed by the Registrar of Companies, Mumbai against *inter-alia* Telecom Investments India Private Limited (“**TIIPL**”, now merged into Omega Telecom Holdings Private Limited) in the Court of Additional Chief Metropolitan Magistrate, Girgaon. The complaint was filed for alleged violations of Section 177 of the Companies Act, 2013 read with Section 292A of the Companies Act, 1956. The matter is currently pending.

6. A criminal complaint has been filed by the Registrar of Companies, Mumbai against *inter-alia* Telecom Investments India Private Limited (“**TIIPL**”, now merged into Omega Telecom Holdings Private Limited) in the Court of Additional Chief Metropolitan Magistrate, Girgaon. The complaint was filed for alleged violations of Section 292A of the Companies Act, 1956. The matter is currently pending.

7. A criminal complaint has been filed by the Registrar of Companies, Mumbai against *inter-alia* Telecom Investments India Private Limited (“**TIIPL**”, now merged into Omega Telecom Holdings Private Limited) in the Court of Additional Chief Metropolitan Magistrate, Girgaon. The complaint was filed for alleged violations of Section 149(1)(4) of the Companies Act, 2013 read with Rules 3 and 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. The matter is currently pending.

8. A criminal complaint has been filed by the Registrar of Companies, Mumbai against *inter-alia* Telecom Investments India Private Limited (“**TIIPL**”, now merged into Omega Telecom Holdings Private Limited) in the Court of Additional Chief Metropolitan Magistrate, Girgaon. The complaint was filed for alleged violations of Section 177 of the Companies Act, 2013. The matter is currently pending.

*Criminal litigation filed against Usha Martin Telematics Limited (“**UMTL**”)*

1. A criminal complaint has been filed by the Registrar of Companies, West Bengal against *inter alia* UMTL in the Alipore Magistrate Court, Kolkata for alleged violation of Section 469 of the Companies Act, 2013. The matter is currently pending.

2. A criminal complaint has been filed by the Registrar of Companies, West Bengal against *inter alia* UMTL in the Alipore Magistrate Court, Kolkata for alleged violation of Sections 149 and 177 of the Companies Act, 2013. The matter is currently pending.

3. A criminal complaint has been filed by the Registrar of Companies, West Bengal against *inter alia* UMTL in the Alipore Magistrate Court, Kolkata for alleged violation of Sections 177 and 178 of the Companies Act, 2013. The matter is currently pending.

4. A criminal complaint has been filed by the Registrar of Companies, West Bengal against *inter alia* UMTL in the Alipore Magistrate Court, Kolkata for alleged violation of Section 180 of the Companies Act, 2013. The matter is currently pending.

5. A criminal complaint has been filed by the Registrar of Companies, West Bengal against *inter alia* UMTL in the Alipore Magistrate Court, Kolkata for alleged violation of Sections 101 and 136 of the Companies Act, 2013. The matter is currently pending.

6. A criminal complaint has been filed by the Registrar of Companies, West Bengal against *inter alia* UMTL in the Alipore Magistrate Court, Kolkata for alleged violation of Section 180 of the Companies Act, 2013. The matter is currently pending.

7. A criminal complaint has been filed by the Registrar of Companies, West Bengal against *inter alia* UMTL in the Alipore Magistrate Court, Kolkata for alleged violation of Section 149 of the Companies Act, 2013. The matter is currently pending.

8. A criminal complaint has been filed by the Registrar of Companies, West Bengal against *inter alia* UMTL in the Alipore Magistrate Court, Kolkata for alleged violation of Section 175 of the Companies Act, 2013. The matter is currently pending.

9. A criminal complaint has been filed by the Registrar of Companies, West Bengal against *inter alia* UMTL in the Alipore Magistrate Court, Kolkata for alleged violation of Section 149 of the Companies Act, 2013 read with Schedule IV Part VII of the Companies Act, 2013. The matter is currently pending.

10. A criminal complaint has been filed by the Registrar of Companies, West Bengal against *inter alia* UMTL in the Alipore Magistrate Court, Kolkata for alleged violation of Section 203(1)(iii) of the Companies Act, 2013. The matter is currently pending.

Criminal litigation filed by our Promoters

*Criminal litigation filed by Grasim Industries Limited (“**Grasim**”)*

Textile business

1. Grasim filed a criminal case was filed before the Magistrate Court of Srerampore, Hooghly, West Bengal, alleging defamation committed by an ex-employee, who projected a defamatory statement about the officials of Grasim on social media. The matter is currently pending.

2. There are five criminal cases filed by Grasim, pending before various forums, for the alleged violation of section 138 of the Negotiable Instruments Act, 1881 in relation to the dishonour of cheques issued by various entities. The total value of these matters aggregates to approximately ₹0.97 million. These matters are currently pending.

Pulp and Fibre business

3. Grasim filed a criminal complaint against Cargo Planner Private Limited (“**Accused**”) under Sections 420, 477, 467, 471, 423, 463, and 464 of the IPC before the Judicial Magistrate First Class, Nagda, for the forgery of commercial documents to claim ₹2.50 million from Grasim against the alleged supply of 'sodium sulphate'. The matter is currently pending.

4. Grasim filed a criminal complaint against Spentex Industries Limited under section 138 of the Negotiable Instruments Act, 1881, before the Judicial Magistrate First Class, Nagda for the recovery of the amount of ₹10.81 million. The matter is currently pending.

5. Grasim filed a criminal complaint against some contractor employees (“**Accused**”) before the Judicial Magistrate First Class, Nagda Court, alleging that the Accused attempted to steal Grasim’s property. The matter is currently pending.

6. The Grasim cellulosic division at Vilayat filed a complaint, resulting in the registration of an FIR dated January 9, 2024 by Vagra Police Station, District Bharuch, against eight accused persons (“**Accused**”) under Sections 409 and 120 B of the IPC, alleging theft and misappropriation of scrap material at the unit location. The matter is currently pending and investigation is ongoing by the local police. The matter is currently pending.

Chemical, Fashion Yarn and Insulator business

5. Grasim filed an FIR dated December 12, 2022 against Rahul Satish Kumar Shukla (an employee of Grasim at the time) and Mannan Mohammad Rizvi under Section 381, 120B of IPC at the Vagra Police Station in Bharuch district, alleging theft of 1430 chlorine tonner brass valves with an aggregate value of ₹2.01 million. The police has submitted charge sheet before the Vagra Court of the 1st Additional Civil Judge and Judicial Magistrate First Class Court. The matter is currently pending.

6. Grasim’s Indian rayon unit in Veraval, Gujarat filed a criminal complaint against the shipping agent, M/s Beeline Shipping Agencies Private Limited (“**Accused**”), before the Chief Judicial Magistrate, Veraval, Gujarat, under Sections 418 and

465 of the IPC, alleging inter alia a shortage in the quality of sulphur delivered by the Accused to Grasim and forgery. The matter is currently pending.

7. Grasim filed two criminal complaints against Radhey Sham Tandon Manufacturing Limited and B.M. Processing Industries (a unit of Radhey Sham Tandon Manufacturing Limited) under Section 138 of the Negotiable Instruments Act, 1881, in relation to the dishonour of cheques against the supply of filament yarn in October 2015, amounting to an aggregate of approximately ₹8.80 million. Grasim presented liability cheques and the same were dishonored owing to the payment being stopped by drawer. The matter is currently pending.

8. Aditya Birla Chemicals Limited (now known as our Promoter, Grasim) filed criminal complaints before the Judicial Magistrate, Palamau, Jharkhand under Section 138 read with Section 141 of the Negotiable Instruments Act, 1881 on against M/s Ameya Laboratories Limited and it director Kasaraju Hari Babu alleging the dishonor of cheques issued for the payment of the outstanding amount for the aluminum chloride supplied to Ameya Laboratories Limited, amounting to an aggregate value of approximately ₹33.10 million. The matter is currently pending.

9. Grasim filed a criminal complaint ("**Complaint**") against the officials of a unit ("**Accused**"), alleging cheating, wrongful confinement and criminal intimidation under Sections 109, 403, 420, 323, 342, 506 and 120-B of the IPC. The Accused filed two criminal miscellaneous petitions before the Jharkhand High Court under Section 482 of the CrPC, seeking directions to quash the proceedings in relation to the Complaint. The matter is currently pending.

10. Grasim filed a criminal complaint against Mahaveer Electro Mech Private Limited before the Additional Chief Judicial Magistrate, Serampore, Hooghly, West Bengal under Section 138 read with Section 141 of the Negotiable Instruments Act, 1881, alleging the dishonor of cheques issued for the payment of the outstanding amount in relation to the insulators. A warrant has been issued and the matter is currently pending.

Material civil litigation involving our Promoters

Material civil litigation against our Promoters

Material civil litigation against Kumar Mangalam Birla

Grasim Industries Limited

1. In 2019, Parshuramsingh Vishwanath Rajput ("**Applicant**") filed an application before the Civil Court, Vadodara against the general manager of Jayashree Insulators and Kumar Mangalam Birla for claiming the expenses due to cancellation of contract and interest exceeding the materiality threshold. All dues have been paid for the work done and the matter is currently pending.

Material civil litigation by our Promoters

Nil

Disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years including outstanding action

Nil

Litigation involving our Directors

Outstanding actions by statutory or regulatory authorities against our Directors

Outstanding actions by statutory or regulatory authorities against Ashwani Windlass

1. The Registrar of Companies, Mumbai has filed a miscellaneous application before the 40th Metropolitan Magistrate's Court at Girgaum, seeking condonation of delay in initiation of prosecution against Ashwani Windlass, in relation to underlying proceedings under Section 211 read with Schedule VI of the Companies Act, 1956 for financial year 2013-14 in respect of Vodafone India. The matter is currently pending.

2. The Registrar of Companies, Mumbai has filed a miscellaneous application before the 40th Metropolitan Magistrate's Court at Girgaum, seeking condonation of delay in initiation of prosecution against Ashwani Windlass, in relation to underlying proceedings under Section 211 of the Companies Act, 1956 read with accounting standard 18 for financial years 201 112, 2012-13 and 2013-14 in respect of Vodafone India. The matter is currently pending.

3. The Registrar of Companies, Mumbai has filed a miscellaneous application before the 40th Metropolitan Magistrate's Court at Girgaum seeking condonation of delay in initiation of prosecution against Ashwani Windlass, in relation to underlying proceedings under Section 217 read with Section 215 of the Companies Act, 1956 for financial years 2011-12, 2012-13 and 2013-14 in respect of Vodafone India. The matter is currently pending.

4. The Registrar of Companies, Mumbai has filed a miscellaneous application before the 40th Metropolitan Magistrate's Court at Girgaum, seeking condonation of delay in initiation of prosecution against Ashwani Windlass, in relation to underlying proceedings under Section 217 read with Companies (Particulars of Employees) Rules, 1975 for financial year 2013-14 in respect of Vodafone India. The matter is currently pending.

5. The Registrar of Companies, Mumbai has filed a miscellaneous application before the 40th Metropolitan Magistrate's Court at Girgaum, seeking condonation of delay in initiation of prosecution against Ashwani Windlass, in relation to underlying proceedings under Section 211 of the Companies Act, 1956 read with accounting standard 18 for financial years 2011-12, 2012-13 and 2013-14 in respect of Vodafone India. The matter is currently pending.

6. The Registrar of Companies, Mumbai has filed a miscellaneous application before the 40th Metropolitan Magistrate's Court at Girgaum, seeking condonation of delay in initiation of prosecution against Ashwani Windlass, in relation to underlying proceedings under Section 211 of the Companies Act, 1956 read with accounting standard 18 for financial year 2013-14 in respect of Vodafone India. The matter is currently pending.

Outstanding actions by statutory or regulatory authorities against Sunil Sood

1. The complaint was filed by the Assistant Registrar of Companies, Mumbai, in furtherance to the show cause notice dated April 5, 2016, issued by the Registrar of Companies relating to the non-compliance in filing of E-Form 22B in respect of 15,928,061 equity shares held by Unit Trust of India Investment Advisory Services Limited, levying a penalty of ₹1,000 for every day the default continues. The matter is currently pending.

Criminal litigation involving our Directors

Criminal litigation filed against our Directors

As at the date of the Red Herring Prospectus, there are no outstanding criminal proceedings initiated against any of our Directors other than as disclosed below.

Criminal litigation filed against Himanshu Kapania

1. Gogineni Anil Kumar filed a private complaint before the II Additional Chief Metropolitan Magistrate, Hyderabad against our Company, Himanshu Kapania and other officials of our Company under Sections 120-B, 420, 406 and 506 of the IPC. For details, see "- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company - No. 35*" on page 619.

2. TRAI filed a criminal complaint before the Chief Metropolitan Magistrate, Tis Hazari Court, Delhi against our Company, Himanshu Kapania, and others, under Sections 190 and 200 of the CrPC. For details, see "- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 34*" on page 619.

3. Sushil Sharma filed a complaint before the Chief Judicial Magistrate, Lucknow against Himanshu Kapania and our erstwhile subsidiary, Idea Mobile Commerce Services Limited, for offences under Sections 419, 420, 467, 468, 471, 500, 504 and 506 of the IPC. For details, see "- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 16*" on page 619.

Criminal litigation filed against Kumar Mangalam Birla

For outstanding litigation against Kumar Mangalam Birla, see *" – Litigation involving our Promoters – Criminal litigation involving our Promoters – Criminal litigation against our Promoters – Criminal litigation against Kumar Mangalam Birla "* on page 636.

Criminal litigation filed against Sunil Sood

1. Bhupesh Kumar Sarma has filed a complaint against *inter alia* our Director, Sunil Sood, alleging offences under Sections 420, 406 and 34 of the IPC. For details, see "- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 77*" on page 619.

2. Ranjana Kesari filed a complaint against *inter alia* our Director, Sunil Sood, alleging offences under Section 406 of the IPC. For details, see "- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 59*" on page 619.

3. A complaint dated July 3, 2012 was filed by Lalit K. Gupta (the "**Complainant**") against Vodafone Essar South Limited and its executives, including our Director, Sunil Sood, (the "**Accused**") for commission of offences under Sections 406, 420, 427, 463, 464, 465, 466, 467, 468, 469, 470, 471, 511 and 120-B of the IPC and Information and Technology Act, 2000 before the Judicial Magistrate, First Class, Chandigarh. For details, see "- *Litigation involving our Company - Criminal litigation involving our Company – Criminal litigation against our Company – No. 74*" on page 619.

Criminal litigation filed by our Directors

Nil

Material civil litigation involving our Directors

Material civil litigation against our Directors

Material civil litigation against Kumar Mangalam Birla

For outstanding litigation against Kumar Mangalam Birla, see *" – Litigation involving our Promoters –Material civil litigation involving our Promoters – Material civil litigation against our Promoters – Material civil litigation against Kumar Mangalam Birla"* on page 641.

Material civil litigation by our Directors

Nil

Summary of Tax proceedings

Except as disclosed below, there are no outstanding litigations involving claims related to direct and indirect taxes involving our Company, Subsidiaries, Promoters and Directors:

Nature of case	Number of cases*	Amount involved (in ₹ million)*
Tax Litigation involving our Company		
Direct Tax (including tax, interest and penalty)	395	167,643
Indirect Tax (including tax, interest and penalty)	1,954	168,443
Total	**2,349**	**336,086**
Tax Litigation involving our Subsidiaries		
Direct Tax	4	65
Indirect Tax	141	2,398
Total	**145**	**2,463**
Tax Litigation involving our Promoters		
Direct Tax	182	96,782.14
Indirect Tax	494	25,738.39
Total	**676**	**122,520.50**
Tax Litigation involving our Directors		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	**Nil**	**Nil**

This table includes any tax matters disclosed below.
** Including the pre-adjudication (show cause notice) received by the Company and its subsidiaries.*

Material Tax litigation

Material tax litigation involving our Company

Material direct tax litigation involving our Company

1. The Office of the Assistant Commissioner of Income Tax, Circle 5(2)(2), Mumbai issued a demand notice ("**Demand Notice**") dated December 29, 2019 to our Company basis the assessment order ("**Assessment Order**") dated December 29, 2019, imposing a net demand of ₹28,249.95 million, which was rectified *vide* a notice dated June 18, 2021 to ₹27,200.05 million for assessment year 2016-17, on grounds including *inter alia* TDS on prepaid discount and international roaming under Section 40(a)(ia) of the Income-tax Act, 1961 and depreciation on spectrum. Our Company filed an appeal against the Assessment Order by way of Form 35 before the Commissioner of Appeals ("**CIT(A)**"). The Office of the Principal Commissioner of Income Tax PCIT, Mumbai – 5 passed an order dated January 17, 2024, staying the Demand Notice till June 30, 2024. The matter is currently pending.

2. The Office of the Assistant Commissioner of Income Tax, Circle 26(2), Delhi issued a demand notice ("**Demand Notice**") dated October 31, 2019 to our Company basis the assessment order ("**Assessment Order**") dated October, 31 2019, imposing a gross demand of ₹24,698.15 million, out of which, the net demand is ₹5,323.22 million for assessment year 2015-16, on grounds including *inter alia* TDS on prepaid discount and international roaming under Section 40(a)(ia) of the Income-tax Act, 1961, depreciation on spectrum, advertisement and marketing promotion and brand royalty under transfer pricing. Our Company filed an appeal against the Demand Notice by way of Form 36 before the Income Tax Appellate Tribunal ("**ITAT**"). Further, The ITAT, Mumbai has passed an order dated December 29, 2023 *inter alia* staying the Demand Notice till June 29, 2024. The matter is currently pending.

3. The Office of the National Faceless Assessment Centre Delhi issued a demand notice ("**Demand Notice**") dated May 28, 2021 to our Company basis the assessment order ("**Assessment Order**") dated May 28, 2021, imposing a net demand of

₹14,162.71 million for assessment year 2017-18, on the grounds including *inter alia* TDS on prepaid discount and international roaming under Section 40(a)(ia) of the Income-tax Act, 1961, depreciation on spectrum, advertisement and marketing promotion and brand royalty under transfer pricing. Our Company filed an appeal against the Demand Notice by way of Form 35 before the Commissioner of Appeals ("**CIT(A)**"). The Office of the Principal Commissioner of Income Tax PCIT, Mumbai – 5 passed an order dated January 17, 2024, staying the Demand Notice till June 30, 2024. The matter is currently pending.

4. The Office of the Deputy Commissioner of Income Tax, Circle 26(2), New Delhi issued a demand notice ("**Demand Notice**") dated December 29, 2015 to Vodafone South Limited (merged with VMSL, now known as our Company), basis the assessment order ("**Assessment Order**") dated December 29, 2015, imposing a gross demand of ₹12,830.33 million for assessment year 2011-12, on the grounds including *inter alia* TDS on prepaid discount and international roaming under Section 40(a)(ia) of the Income-tax Act, 1961, depreciation on spectrum, advertisement and marketing promotion and brand royalty under transfer pricing. Our Company filed an appeal challenging the Assessment Order, and the Income Tax Appellate Tribunal, Mumbai vide an order dated October 31, 2023 quashed the Assessment Order ("**Order**"). We have filed the application before the Deputy Commissioner of Income Tax, Mumbai, requesting to give effect to the Order. The matter is currently pending.

5. The Office of the Assistant Commissioner of Income Tax, Circle 26(2), New Delhi issued a demand notice ("**Demand Notice**") dated June 30, 2016 to Vodafone South Limited (merged with VMSL, now known as our Company), basis the basis the assessment order ("**Assessment Order**") dated December 29, 2015 and the penalty order under section 271(1)(C) of the Income Tax Act , 1961 dated June 30, 2016, imposing a demand of ₹6,367.54 million for assessment year 2011-12, on the Assessment Order. Our Company filed an appeal challenging the Penalty Order, and the Income Tax Appellate Tribunal, Mumbai vide an order dated October 31, 2023 ("**Order**") quashed the Assessment Order along with the aforesaid penalty order. Our Company has filed the application before the Deputy Commissioner of Income Tax, Mumbai, requesting to give effect to the Order. The matter is currently pending.

6. The Office of the Deputy Commissioner of Income Tax, Circle 26(2), New Delhi issued a demand notice ("**Demand Notice**") dated January, 27, 2015 to Vodafone South Limited (merged with VMSL, now known as our Company) basis the assessment order ("**Assessment Order**") dated January 27, 2015, imposing a gross demand of ₹11,981.44 million, out of which, the net demand is ₹9,720.46 million, for assessment year 2010-11, on the grounds including *inter alia* TDS on prepaid discount and international roaming under Section 40(a)(ia) of the Income-tax Act, 1961, depreciation on spectrum, advertisement and marketing promotion and brand royalty under transfer pricing. Our Company filed an appeal against the Assessment Order by way of Form 36B before the Income Tax Appellate Tribunal ("**ITAT**"). Further, The ITAT, Mumbai passed an order dated February 2, 2024 staying the Demand Notice till July 31, 2024. The matter is currently pending.

7. The Office of the Deputy Commissioner of Income Tax, Circle 17(1), New Delhi issued a demand notice ("**Demand Notice**") dated February 4, 2014 to Vodafone South Limited (merged with VMSL, now known as our Company) basis the assessment order ("**Assessment Order**") dated February 4, 2014, imposing a gross demand of ₹10,971.36 million, out of which, net demand is ₹7,769.98 million, for assessment year 2009-10, on the grounds including *inter alia* TDS on prepaid discount and international roaming under Section 40(a)(ia) of the Income-tax Act, 1961, depreciation on spectrum, deemed dividend, advertisement and marketing promotion and brand royalty under transfer pricing. Our Company filed an appeal against the Assessment Order by way of Form 36B before the Income Tax Appellate Tribunal ("**ITAT**"). Further, the Delhi High Court has passed an order dated March 17, 2015 staying the Demand Notice till disposal of appeal before ITAT. The matter is currently pending.

8. The Office of the Assistant Commissioner of Income Tax, Circle 26(2), Delhi issued a demand notice ("**Demand Notice**") dated October 31, 2019 to our Company basis the assessment order ("**Assessment Order**") dated October 31, 2019, imposing a gross demand of ₹10,904.30 million, out of which, the net demand is Nil, for assessment year 2014-15, on the grounds including *inter alia* TDS on prepaid discount and international roaming under Section 40(a)(ia) of the Income-tax Act, 1961, depreciation on spectrum, advertisement and marketing promotion and brand royalty under transfer pricing. Our Company filed an appeal against the Assessment Order by way of Form 36 before the Income Tax Appellate Tribunal, New Delhi. The matter is currently pending.

9. The Office of the Deputy Commissioner of Income Tax, Circle 17(1), New Delhi issued a demand notice ("**Demand Notice**") dated December 29, 2010 to our Company basis the assessment order ("**Assessment Order**") dated December 29, 2010 imposing a net demand of ₹4,471.44 million for assessment year 2008-09, on the grounds including *inter alia* TDS on prepaid discount and international roaming under Section 40(a)(ia) of the Income-tax Act, 1961, depreciation on spectrum, advertisement and marketing promotion and brand royalty under transfer pricing. Our Company filed an appeal ("**Appeal**") against the Assessment Order by way of Form 35 before the Commissioner of Income Tax Appeals ("**CIT(A)**"). The CIT(A) partly allowed the appeal vide an order dated May 5, 2017 ("**CIT(A) Order**"). Thereafter, the Assistant Commissioner of Income Tax passed a re-computation order under Section 250 read with 143(3) of the Income-tax Act, 1961 and refund of ₹3,581.60 million was issued to the Company thereby the said demand is not outstanding.

   Further, our Company also filed an appeal before the ITAT against the Deputy Commissioner of Income Tax, Circle 26(2), New Delhi, challenging the grounds that were not allowed in the CIT(A) Order, including *inter alia* addition on account of deemed dividend and TDS on prepaid discount and international roaming under Section 40(a)(ia) of the Income-tax Act, 1961. The matter is currently pending.

10. The Office of the Assistant Commissioner of Income Tax, Circle 26(2), New Delhi issued a demand notice ("**Demand Notice**") dated August 30, 2019 to Vodafone Mobile Services Limited, (now known as our Company), basis the assessment order ("**Assessment Order**") dated August 30, 2019, imposing a gross demand of ₹ 5,279.45 million for assessment year 2012-13, on the grounds including *inter alia* TDS on prepaid discount and international roaming under section 40(a)(ia) of the Income-tax Act, 1961, depreciation on spectrum, advertisement and marketing promotion and brand royalty under transfer pricing. Our Company filed an appeal challenging the Assessment Order before the Income Tax Appellate Tribunal, Mumbai. The net demand as per the assessment order is Nil and the matter is currently pending.

Material indirect tax litigation involving our Company

1. The Principal Commissioner of Service Tax, Delhi-II issued a show cause notice ("**SCN**") to Vodafone Essar Mobile Services Limited (merged with VMSL, now known as our Company) dated April 17, 2015, alleging inter alia non-payment of service tax for banking and other financial services provided to certain Vodafone entities in the form of corporate guarantees and violation of Rule 3(5) of the CENVAT Credit Rules, raising an aggregate demand of ₹8,925.72 million for the assessment years April 2007 to March 2014. VMSL replied to the SCN on November 3, 2015, submitting inter alia that no service tax is payable on corporate guarantees and that the reversal of CENVAT credit is not applicable in case of demerger of business. The matter is currently pending.

2. The Commissioner of Service Tax, Kolkata issued a show cause notice ("**SCN**") to Vodafone South Limited (merged with VMSL, now known as our Company) on April 23, 2013, alleging *inter alia* non-payment and/or short payment of service tax with regard to difference in revenue reported in services tax returns versus trial balance for the period from October 2007 to March 2012, raising a tax demand of ₹25,441.62 million ("**Demand Amount**"). Vodafone South Limited replied to the SCN on July 9, 2013, submitting *inter alia* the service tax demanded on the basis of reconciliation of trail balance is not sustainable. Thereafter, the Commissioner of CGST and Central Excise, Kolkata South ("**Commissioner**") passed an order dated September 30, 2020 ("**Order**"), reducing the Demand Amount by ₹10,359.31 million ("**Reduced Amount**") to ₹15,082.31 million, raising an aggregate demand of ₹30,164.62 million with penalty, excluding the interest amount. Our Company has filed an appeal before the Customs, Central Excise and Service Tax Appellate Tribunal, Kolkata ("**Tribunal**") on January 4, 2021, challenging the Order. The matter is currently pending.

   Further, the Commissioner, authorised by the Committee of Chief Commissioners, filed an appeal ("**Departmental Appeal**") before the Tribunal against Vodafone South Limited, challenging the Order and praying to *inter alia* set aside the Order for non-confirmation of the demand of the Reduced Amount. Our Company filed cross-objections against the Departmental Appeal before the Tribunal, seeking to confirm the relief granted in respect of the Reduced Amount in the Order. The matter is currently pending.

3. The Directorate of Revenue Intelligence ("**DRI**") issued a show cause cum demand notice ("**SCN**") to five Vodafone entities and four employees, including *inter alia* VMSL and Vodafone India Limited ("**Noticees**") dated December 23, 2014, alleging evasion of anti-dumping duty in the import of synchronous digital hierarchy ("**SDH**") transmission equipment and assembly/sub-assemblies by the Noticees, raising an aggregate demand of ₹3,333.41 million. Vodafone India Limited submitted a reply to the Additional Director General (Adjudication), DRI, dated April 5, 2016, submitting that *inter alia* the network equipment in dispute are not SDH transmission equipment, and hence, anti- dumping duty is not applicable. The Additional Director General, Adjudication, DRI, Mumbai passed an order ("**Order**") dated September 28, 2017, raising an aggregate demand of ₹6,823.71 million, which includes customs duty of ₹3,251.85 million and penalty. Our Company filed an appeal before the Customs, Central Excise and Service Tax Appellate Tribunal, Mumbai on January 3, 2018, challenging the Order. The matter is currently pending.

4. The Directorate General of GST Intelligence, Chennai issued a show cause notice ("**SCN**") to our Company dated October 18, 2021, alleging short payment of service tax on the revised license fees and SUC charges for the period April 2016 to June 2017 on account of the Supreme Court's judgement dated October 24, 2019 ("**AGR Judgment**"), proposing a demand of ₹5,576.30 million. Our Company filed a reply before the Commissioner of CGST and Central Excise, Mumbai Central on May 2, 2023, submitting that *inter alia* the liability to pay service tax under Rule 7 of Point of Taxation Rules, 2011, has not been triggered in the present case. The matter is currently pending.

5. The Commissioner, CGST, Audit-II Commissionerate, Pune issued a show cause cum demand notice ("**SCN**") to VMSL dated April 22, 2021, alleging *inter alia* short payment of service tax on service of right of use of spectrum assigned by DoT on which service tax is payable under reverse charge mechanism, for the period October 2015 to June 2017, proposing a demand of ₹9,671.16 million ("**Demand**"). Our Company filed a reply, submitting that the Demand is basis the figures declared in the balance sheet of Vodafone Group PLC located in United Kingdom, which cannot be relied upon to determine the liability of VMSL. The matter is currently pending.

6. The Joint Commissioner of Central Goods and Services Tax and Central Excise, Patna-1, Bihar, has issued a demand cum show cause notice against our Company under Section 73(1) of the Central/Bihar GST Act, 2017 ("**SCN**") alleging, inter alia, for the wrongly availed of input credit tax for the financial year 2018-2019 and has demanded a payment amounting

to ₹7,759.38 million. Our Company has filed a reply to the SCN denying the allegations under the SCN and has requested that the proceedings be dropped. This matter is currently pending.

7. The State Revenue Officer, Ghatak 6 (Ahmedabad) Range – 2, Division – 1, Gujarat, has issued a show cause notice to VMSL dated January 31, 2024 ("**SCN**") alleging wrongly availed input tax credit and has proposed a demand amounting to ₹5,628.74 million, including penalty and interest. Our Company has filed a reply dated March 1, 2024 to the SCN, denying the allegations and has requested that the proceedings be dropped. The matter is currently pending.

Material tax litigation involving our Promoters

Material direct tax litigation involving our Promoters

*Usha Martin Telematics Limited ("**UMTL**")*

1. In relation to the assessment year 2010 – 2011, UMTL filed income tax returns on October 15, 2010. Subsequently, UMTL received a notice under section 263 of the Income Tax Act, 1961 for re-opening the assessment and the re-assessment proceedings ("**Notice**"). The assessment officer of the income tax department ("**AO**") added foreign exchange gain of ₹311.60 million and initiated penalty proceedings under section 271(1)(c) of the Income Tax Act, 1961 for concealment of particulars of income. UMTL has appealed the Notice. A reassessment order was passed by the AO under sections 143(3) and 263 of the Income Tax Act, 1961 demanding an amount of ₹94.42 million ("**Reassessment Order**"). UMTL has filed an appeal against the Reassessment Order pursuant to which an order was passed in favor of UMTL. An appeal filed by the tax department has been dismissed by the Kolkata High Court. The matter is currently pending.

2. For the assessment year 2013-2014, in the original return of income filed by UMTL, minimum alternate tax ("**MAT**") credit amounting to ₹12.57 million was not claimed pertaining to assessment year 2008-09 and claim was made in assessment proceedings. During the course of assessment proceedings, UMTL requested the assessing officer of the income-tax department ("**AO**") to grant MAT credit of ₹12.57 million to the extent available from earlier years against taxes payable under normal provisions of Income Tax Act, 1961 but this was not granted while passing the assessment order under Section143(3) of the Income Tax Act, 1961 and also made disallowance of ₹28.72 million under Section 14A of the Income Tax Act, 1961 and Rule 8D of the Income Tax Rules. While filing the return of income, UMTL suo-moto disallowed expenses incurred for earning exempt income. However, the AO re-computed disallowance applying the formula prescribed in Income-Tax Rules.

   Against the order of AO, UMTL filed an appeal before the Commissioner of Income Tax (Appeals) who dismissed the appeal specifying that no issue of MAT credit has arisen from the assessment order and restricted the disallowance to the extent of expenses for certain balance sheet items. Against the order of the Commissioner of Income Tax (Appeals), an appeal has been filed by UMTL before the Income Tax Appellate Tribunal ("**ITAT**") (for MAT credit claim) along with condonation for delay in filing the appeal. Further, UMTL has also filed rectification application before the AO which is pending for disposal.

   ITAT passed a favorable order allowing set off of MAT credit of ₹12.57 million and remanded the matter to AO for verification. Application for 'order giving effect' and other documents were filed with AO for verification. The 'order giving effect' to ITAT was passed by AO on September 19, 2023 wherein the MAT credit of ₹12.57 million was not set off. The matter is currently pending.

3. During the course of assessment proceedings for the assessment year 2020-2021, while the AO accepted the return of income and no addition was made, the the assessing officer of the income-tax department ("**AO**") issued a show cause notice (SCN) against UMTL for penalty under section 271B of the Income-tax Act,1961 and in response to SCN, UMTL filed a submission. The AO disregarded the submission and passed the penalty order dated December 29, 2022 of ₹0.15 million contending that it was obligatory for the Company under the provisions of the Income Tax Act, 1961 to audit the books of accounts and therefore penalty proceedings under Section 271B of the Income Tax Act, 1961 were initiated for failure to get the books of account audited. Aggrieved by the penalty order made by the tax officer, UMTL filed an appeal before the Commissioner of Income Tax (Appeals) on January 13, 2023 and the matter is currently pending and date of hearing in this regard is awaited. Further, UMTL also received a notice under Section 250 of the Income Tax Act and an online submission was filed and the matter is currently pending.

4. For the assessment year 2017-2018, in the return of income filed, UMTL disallowed all the expenses debited to the profit and loss account on a suo moto basis. However, during the limited assessment proceedings initiated for the year, the AO made additional disallowances under section 14A of the Income Tax Act, 1961 of ₹234.40 million and raised tax demand of ₹107.95 million. Subsequently, UMTL filed an appeal before the Commissioner of Income Tax (Appeals). Further, UMTL also received a notice under Section 250 of the Income Tax Act and an online submission was filed and the matter is currently pending.

*Omega Telecom Holdings Private Limited ("**OTHPL**")*

1. In relation to the Omega Scheme and for the assessment years 2017- 2018 to 2019 - 2020, OTHPL filed revised returns of income in paper mode before the tax officer claiming additional net tax refund of approximately ₹600.99 million. Pursuant to letters sent by OTHPL to the Principal Commissioner of Income Tax and the Central Board of Direct Taxes requesting the tax departments to process the revised returns, OTHPL filed a writ petition in the High Court of Bombay on November 29, 2023. Pursuant to the order of the High Court of Bombay, OTHPL was granted a tax refund amounting to approximately ₹380.55 million (including interest on refund). OTHPL is also in the process of claiming the balance tax amount of ₹261.20 million along with applicable interest under Section 244A of the Income Tax Act, 1961. The matter is currently pending.

2. For the assessment year 1999 – 2000, the assessing officer of the income-tax department ("**AO**") issued (i) a demand notice dated July 30, 2004 under section 271(1)(a) of the Income Tax Act, 1961 imposing a demand of ₹0.55 million; and (ii) a demand notice dated July 30, 2004 under section 271(1)(c) of the Income Tax Act, 1961 imposing a demand of ₹4.62 million. The High Court of Bombay pursuant to its order dated June 14, 2018 dismissed the income tax appeal filed by the management of OTHPL for non-appearance. Thereafter, the AO issued notice dated July 18, 2018 for recovery of demand pursuant to dismissal of appeal by the High Court of Bombay, without specifying the tax demand payable.

3. In relation to the Omega Scheme and for the assessment year 2020 - 2021, OTHPL offered to tax the income of the merged entity (OTHPL as well as the other transferor/amalgamating companies) in its return of income, along with a claim for corresponding tax credits (i.e. tax deducted at source ("**TDS**") and advance tax). The Centralized Processing Center raised a demand of ₹93.7 million pursuant to letter dated December 16, 2021 under section 143(1) of the Income Tax Act, 1961 since OTHPL had not been granted the credit of advance tax paid and TDS deducted in the hands of transferor /amalgamating companies and consequentially interest under sections 234B and 234C of the Income Tax Act, 1961 has been charged on demand raised.

   Separately, the income-tax authority under section 143(2) of the Income Tax Act, 1961 has also initiated assessment proceedings for assessment year 2020-21 which is in progress. Further OTHPL has also requested the authority to grant credit of advance tax as well as TDS deducted in the hands of transferor / amalgamating companies and order is awaited. AO has passed assessment order under section 143(3) of the Income Tax Act, 1961 and issued demand order under section 156 of the Income Tax Act, 1961 for ₹111.6 million. OTHPL has filed rectification application with the AO and has filed an appeal filed before Commissioner of Income Tax (Appeals). The matter is currently pending and the next date of hearing is awaited.

4. In relation to the Omega Scheme and for the assessment year 2020 - 2021, the assessing officer of the income-tax department ("**AO**") issued show cause notices under sections 147 and 148(A)(b) of the Income Tax Act, 1961 against the entities merged into OTHPL, which ceased to exist. OTHPL filed a response stating that the return of income for the entities merged into OTHPL was filed by OTHPL for assessment year 2020 – 2021 and separate returns do not need to be filed. This matter is currently pending.

5. In relation to the Omega Scheme and for the assessment year 2021 - 2022, OTHPL offered to tax the income of the merged entity (OTHPL as well as the other transferor companies) in its return of income along with a claim for corresponding tax credits (i.e. tax deducted at source and advance tax). The Centralized Processing Center raised a demand of ₹43.1 million pursuant to letter dated September 17, 2022 under section 143(1) of the Income Tax Act, 1961 since OTHPL has not been granted the credit of advance tax paid and tax deducted at source ("**TDS**") deducted in the hands of transferor /amalgamating companies. OTHPL filed a request for rectification with the assessing officer of the income-tax department ("**AO**"). The AO passed a rectification order under section 154 of the Income Tax Act, 1961 in which the AO did not grant tax credit for withholding tax and advance taxes paid in relation to the merged entities. OTHPL has filed an appeal before the Commissioner of Income Tax (Appeals). The matter is currently pending.

Vodafone International Holdings B.V.

Vodafone Europe B.V. ("**VEBV**") has received assessments aggregating to ₹24,106.37 million of tax and interest from the Dutch tax authorities, who are challenging the application of the arm's length principle in relation to various intra-group financing transactions with Vodafone International Holdings B.V., which is part of the VEBV fiscal unity. VEBV appealed against these assessments to the District Court of the Hague where VEBV received a mostly favourable decision in July 2023 which would result in a ₹2,166.93 million liability of tax and interest. This decision was appealed by both the Dutch tax authorities as well as VEBV and is now pending with the High Court in The Hague. The Group has entered into a guarantee for the full value of the assessments issued which has since been reduced to ₹2,166.93 million.

Litigation involving our Group Companies which may have a material impact on our Company

Nil

Outstanding dues to creditors

Our Board, in its meeting held on April 6, 2024 has considered and adopted a policy of materiality for identification of material outstanding dues to creditors ("**Materiality Policy**"). In terms of the Materiality Policy, creditors of our Company to whom an amount exceeding 5% of the total outstanding dues (that is trade payables including accruals) as at December 31, 2023 was outstanding, were considered to be 'material' creditors. As per the Special Purpose Interim Condensed Consolidated Financial Statements, the total consolidated outstanding dues (that is trade payables including accruals) as at December 31, 2023, was ₹138,078 million and accordingly, creditors to whom outstanding dues exceed ₹6,904 million have been considered as material creditors for the purposes of disclosure in this Red Herring Prospectus.

Based on this criteria, details of outstanding dues on a consolidated basis owed to material creditors, MSMEs and other creditors as of December 31, 2023 are set out below:

Type of creditors	**Number of creditors**	**Amount involved** ***(in ₹ million)***
Material creditors	2	46,107
Micro, Small and Medium Enterprises	912	903
Other creditors	39,994	26,382
Total*	**40,908**	**73,392**

**This does not include accrued expenses of ₹64,686 million.*

The details pertaining to outstanding dues to material creditors is available on the website of our Company at https://www.myvi.in/investors/fpo.

Material Developments

Other than as stated in the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 577, there have not arisen, since the date of the last financial information disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our trading, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*Our Company and Material Subsidiaries, as applicable, have received various material consents, licenses, permissions, registrations and approvals from the Government of India, various governmental agencies and other statutory and/ or regulatory authorities required for carrying out our present business activities ("**Material Approvals**") and except as mentioned below, no further Material Approvals are required for carrying on our present business activities. In view of the Material Approvals, our Company can undertake the Offer and our Company and our Material Subsidiaries can undertake business activities, as applicable. In addition, certain of Material Approvals of our Company and Material Subsidiaries may have lapsed or expired or may lapse in their normal course and our Company and Material Subsidiaries have either already made applications to the appropriate authorities for renewal of such Material Approvals or are in the process of making such renewal applications in accordance with applicable requirements and procedures. Unless otherwise stated, Material Approvals as set out below, are valid as on date of this Red Herring Prospectus.*

For further details in connection with the applicable regulatory and legal framework within which we operate, see "Key Industry Regulations and Policies" beginning on page 139.

I. Material approvals in relation to the Offer

For details regarding the approvals and authorizations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" beginning on page 653.

II. Material approvals in relation to our Company and Material Subsidiaries

(a) Incorporation related approvals

<u>Incorporation related approvals obtained by our Company</u>

1. Certificate of incorporation dated March 14, 1995, issued by the Registrar of Companies, Maharashtra at Mumbai.

2. Certificate of commencement of business dated August 11, 1995, issued by the Registrar of Companies, Maharashtra at Mumbai.

3. Fresh certificate of incorporation dated May 30, 1996 issued by the Registrar of Companies, Maharashtra at Mumbai upon change of name of the Company from 'Birla Communications Limited' to 'Birla AT&T Communications Limited'.

4. Fresh certificate of incorporation dated October 22, 1996 issued by the Registrar of Companies, Gujarat at Ahmedabad upon change of Registered Office of the Company from the State of Maharashtra to the State of Gujarat.

5. Fresh certificate of incorporation dated November 6, 2001 issued by the RoC upon change in name of the Company from 'Birla AT&T Communications Limited' to 'Birla Tata AT&T Limited'.

6. Fresh certificate of incorporation dated May 1, 2002 issued by the RoC upon change in name of the Company from 'Birla Tata AT&T Limited' to 'Idea Cellular Limited'.

7. Fresh certificate of incorporation dated August 31, 2018 issued by the RoC upon change in name of the Company from 'Idea Cellular Limited' to its present name 'Vodafone Idea Limited'.

For further details in relation to the incorporation of our Company, see "*History and Certain Corporate Matters*" beginning on page 145.

<u>Incorporation related approvals obtained by our Material Subsidiaries</u>

*1. Vodafone Idea Shared Services Limited ("**VISSL**")*

(i) Certificate of incorporation dated October 29, 2016 issued by Registrar of Company at Manesar for the registered office located at Mumbai.

(ii) Form filing dated August 1, 2019 issued by Ministry of Corporate Affairs, for change in the location of the registered office within the local limits of Mumbai.

(iii) Fresh certificate of incorporation dated August 29, 2019 issued by the Registrar of Companies, Maharashtra at Mumbai upon change of name of VISSL from 'Vodafone India Ventures Limited' to 'Vodafone Idea Shared Services Limited'.

2. *Vodafone Idea Communications Systems Limited ("**VICSL**")*

(i) Certificate of incorporation dated June 12, 2008 issued by Registrar of Companies, Maharashtra at Mumbai.

(ii) Fresh certificate of incorporation dated March 20, 2010 issued by the Registrar of Companies, Maharashtra at Mumbai upon change in name of VICSL from 'Mobile Commerce Solutions Private Limited' to 'Mobile Commerce Solutions Limited'.

(iii) Fresh certificate of incorporation dated June 20, 2019 issued by the Registrar of Companies, Maharashtra at Mumbai upon change in name of VICSL from 'Mobile Commerce Solutions Limited' to 'Vodafone Idea Communication Systems Limited'.

(iv) Certificate of registration of regional director order dated September 9, 2021 issued by RoC upon change of state of the registered office of VICSL from the state of Maharashtra to the state of Gujarat.

3. *Vodafone Idea Manpower Services Limited ("**VIMSL**")*

(i) Certificate of incorporation dated October 3, 2007, issued by RoC.

(ii) Certificate for commencement of business dated October 24, 2007, issued by RoC.

(iii) Certificate of incorporation dated August 23, 2019 issued by the RoC upon change in name of the Company from 'Idea Cellular Services Limited' to 'Vodafone Idea Manpower Services Limited'.

(b) Business related approvals

We require various approvals issued by central and state authorities under various rules and regulations to carry on our business and operations in India. We have received the following material approvals pertaining to our business and operations:

1. Our Company has been granted unified licenses (with access service authorization) in 22 service areas by way of license agreement by the DoT in order to provide access services which include wireline, wireless, internet, internet telephony and value added services, which was last amended on November 3, 2021.

2. Our Company has been granted access spectrum in 22 service areas by the DoT in different quantities for different spectrum bands ranging between 900 MHz to 26 GHz.

3. Our Company has obtained site clearances under SACFA from the Wireless Planning & Coordination Wing, DoT in 22 service areas.

4. Our Company has obtained clearances from applicable local bodies/State/Central Government authorities for installation of our towers and laying of telecom infrastructure located at various locations in the 22 service areas where we operate.

5. Our Company has been granted a 'National Long Distance Service Licence' by the DoT to install, operate and maintain National Long Distance ("**NLD**") service network and to provide NLD service pan India.

6. Our Company has been granted an 'International Long Distance Service Licence' by the DoT to install, operate and maintain International Long Distance ("**ILD**") service network and to provide ILD services pan India.

7. Our Company has been granted a licence to install, operate and maintain internet services ("**ISP**") pan India.

8. Our Company has been granted Infrastructure Provider Category – 1 registration by the DoT.

9. Our Company has obtained an importer-exporter code registration certificate dated November 2, 1995, which has been last modified on September 20, 2023 from the Ministry of Commerce and Industry, Government of India.

10. Vodafone Idea Shared Services Limited has been granted Other Service Provider ("**OSP**") registration for setting up Domestic OSP Centre by DoT for Ahmedabad and Pune locations.

(c) Labour related approvals obtained by our Company and Material Subsidiaries

1. Our Company and Material Subsidiaries have obtained registrations under applicable labour law legislations including, not limited to, the Contract Labour (Regulation and Abolition) Act, 1970, Employees' Provident Fund and Miscellaneous Provisions, Act, 1952, and Employees' State Insurance Act, 1948.

2. Our Company and Material Subsidiaries have obtained registrations under applicable shops and establishments legislations in the relevant states in India where they operate.

(d) Tax related approvals of our Company and Material Subsidiaries

Tax related approvals obtained by our Company

1. Our PAN is AAACB2100P

2. TAN registration numbers obtained by our Company, as per the various states where the business operations of our Company are located.

3. GST registration numbers obtained by our Company, as per the various states where the business operations of our Company are located.

Tax related approvals obtained by our Material Subsidiaries

*I. Vodafone Idea Shared Services Limited ("**VISSL**")*

1. PAN of VISSL is AAFCV6588C

2. TAN of VISSL is MUMV25028D

3. GST registration numbers obtained by VISSL, as per the various states where the business operations of VISSL are located.

*II. Vodafone Idea Communications Systems Limited ("**VICSL**")*

1. PAN of VICSL is AAGCM3037Q

2. TAN of VICSL is AHMV10580D

3. GST registration numbers obtained by VISSL, as per the various states where the business operations of VICSL are located.

*III. Vodafone Idea Manpower Services Limited ("**VIMSL**")*

1. PAN of VIMSL is AABCI7775C

2. TAN of VIMSL is PNEI05151G

3. GST registration numbers obtained by VIMSL, as per the various states where the business operations of VIMSL are located.

III. Intellectual Property

For details on our intellectual property, see "*Our Business*" beginning on page 124.

IV. Material approvals yet to be obtained by our Company and Material Subsidiaries

(a) Approvals that have expired and which have been applied for by our Company and Material Subsidiaries

As at the date of this Red Herring Prospectus there are no material licenses and approvals which have expired and our Company has made any application for registration or renewal.

(b) Approvals that have expired and which have not been applied for by our Company and Material Subsidiaries

As at the date of this Red Herring Prospectus there are no material licenses and approvals which have expired and our Company has not made any application for registration or renewal.

(c) Approvals which are material and have been applied for by our Company and Material Subsidiaries

As at the date of this Red Herring Prospectus, there are no material licenses and approvals for which our Company has made any application for registration or renewal.

V. Details of approvals applied/ received in relation to the Objects of the Offer

For details regarding approvals required to be obtained by our Company in relation to setting up and expanding 4G and 5G sites, see "*Objects of the Offer*" beginning on page 75.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution of our Board at their meeting held on February 27, 2024 and a special resolution dated April 2, 2024 passed by our Shareholders. Our Board has approved this Red Herring Prospectus pursuant to their resolution dated April 11, 2024.

The Offer Price is ₹[●] per Equity Share and has been arrived at by our Company in consultation with the Book Running Lead Managers.

Our Company has applied to BSE and NSE for obtaining their respective in-principle approvals for listing of the Equity Shares under this Offer, and has received the in-principle approvals from BSE and NSE pursuant to their letters each dated April 8, 2024. For the purposes of this Offer, NSE shall be the Designated Stock Exchange.

Prohibition by SEBI or other governmental authorities

Our Company, Promoters, Directors, members of our Promoter Group, persons in control of our Company and persons in control of our Promoters, as applicable are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Directors and Promoters are not directors or promoters of any other company which has been debarred from accessing the capital markets by SEBI.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, and members of our Promoter Group, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to each of them as on the date of this Red Herring Prospectus.

Directors associated with the securities market

Except for Kumar Mangalam Birla, who is associated with Hindalco Industries Limited (Share Transfer Agent - Category II), none of our Directors are associated with the securities market in any manner including securities market related business and there are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for this Offer in accordance with the SEBI ICDR Regulations.

This Offer is being made through the Book Building Process in accordance with the SEBI ICDR Regulations wherein up to 50% of the Offer shall be available for allocation on a proportionate basis to QIBs.

Our Company is eligible to make a 'fast track further public offer' in accordance with Regulation 155 of the SEBI ICDR Regulations, which states as follows:

(a) The Equity Shares of our Company have been listed on BSE and NSE, for a period of at least three years immediately preceding the date of filing this Red Herring Prospectus with the RoC;

(b) The entire shareholding of the Promoter Group in our Company is held in dematerialised form as on the date of this Red Herring Prospectus;

(c) The average market capitalisation of public shareholding of our Company is at least ₹ 10,000 million;

(d) The annualised trading turnover of the Equity Shares of our Company during six calendar months immediately preceding the month of filing this Red Herring Prospectus with the RoC has been at least 2% of the weighted average number of Equity Shares listed during such six months period;

(e) The annualised delivery-based trading turnover of the Equity Shares during six calendar months immediately preceding the month of filing this Red Herring Prospectus with RoC has been at least 10% of the annualised trading turnover of the Equity Shares during such six months' period;

(f) Our Company has been in compliance with the equity listing agreement or the SEBI Listing Regulations, as applicable, for a period of at least three years immediately preceding the date of filing if this Red Herring Prospectus;

(g) Our Company has redressed at least 95% of the complaints received from the investors till the end of the quarter immediately preceding the month of filing this Red Herring Prospectus with the RoC;

(h) No show-cause notices, excluding adjudication proceedings for imposition of penalty, have been issued by SEBI and pending against our Company or its whole-time directors as on the date of this Red Herring Prospectus;

(i) Our Company, our Promoters, the members of the Promoter Group or our Directors have not settled any alleged violation of securities laws through the settlement mechanism with SEBI during the last three years immediately preceding the date of filing this Red Herring Prospectus with the RoC;

(j) The Equity Shares of our Company have not been suspended from trading as a disciplinary measure during last three years immediately preceding the date of filing this Red Herring Prospectus with the RoC;

(k) There is no conflict of interest between the Book Running Lead Managers and our Company or our Group Companies in accordance with the applicable regulations as on the date of filing this Red Herring Prospectus with the RoC; and

(l) There are no audit qualifications on the audited accounts of our Company in respect of the Financial Years for which such accounts are disclosed in this Red Herring Prospectus.

Our Company confirms that it is in compliance with the conditions specified in Regulations 103 and 104 of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 102 of the SEBI ICDR Regulations, as is set out below:

(a) Our Company or our Promoters, members of the Promoter Group, Directors are not debarred from accessing the capital markets by the SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) Our Company or Promoters or Directors are not Wilful Defaulters or Fraudulent Borrowers.

(d) None of our Promoters or Directors has been declared a fugitive economic offender (in accordance with the Fugitive Economic Offenders Act, 2018).

Further, in terms of Regulation 145(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, AXIS CAPITAL LIMITED, JEFFERIES INDIA PRIVATE LIMITED AND SBI CAPITAL MARKETS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS, AXIS CAPITAL LIMITED, JEFFERIES INDIA PRIVATE LIMITED AND SBI CAPITAL MARKETS LIMITED ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED APRIL 11, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS RED HERRING PROSPECTUS.

Disclaimer clause of BSE

"BSE Limited ("the Exchange") has given vide its letter dated April 8, 2024, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:-

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reasons be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer clause of NSE

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/C/2024/0411 dated April 8, 2024, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Disclaimer from our Company, the Promoters, Directors, the Book Running Lead Managers

Our Company, the Promoters, Directors and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website - www.myvi.in, or the websites of the members of our Promoter Group or our Subsidiaries, or our Group Companies, would be doing so at his or her own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement to be entered into among the Underwriters and our Company.

All information shall be made available by our Company, and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their respective constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to the Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No person outside India is eligible to bid for the Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus will be filed with Registrar of Companies, Ahmedabad at Gujarat. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to U.S. QIBs under Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "**U.S. QIBs**" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of the Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act unless made pursuant to Rule 144A under the U.S. Securities Act or another available exemption from the registration requirements of the U.S. Securities Act and in accordance with applicable securities laws of any state or other jurisdiction of the United States.

Eligible Investors

The Equity Shares are being offered and sold:

i. in the United States to investors that are U.S. QIBs in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act; and

ii. outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur;

and in each case who are deemed to have made the representations set forth immediately below.

Equity Shares offered and sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Red Herring Prospectus, the Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented and warranted to and agreed with our Company and the Book Running Lead Managers that it has received a copy of this Red Herring Prospectus and the Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;

4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred, only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act, (ii) in an "offshore transaction" complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act; or (iii) pursuant to another available exemption from the registration requirements of the U.S. Securities Act; and (B) in accordance with all applicable laws, including the state securities laws in the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser agrees that neither the purchaser, nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), nor any person acting on behalf of the purchaser or any of its affiliates (*as defined in Rule 405 of the U.S. Securities Act*), will make any "directed selling efforts" (as that term is defined in Regulation S under the U.S. Securities Act) in the United States with respect to the Equity Shares or any form of "general solicitation" or "general advertising" (*as defined in Regulation D under the U.S. Securities Act*) in connection with any offer or sale of the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND ACCORDINGLY, THE EQUITY SHARES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED (1) WITHIN THE UNITED STATES, SOLELY TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT OR (2) OUTSIDE THE UNITED STATES IN AN "OFFSHORE TRANSACTION" COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, OR (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER, IF AVAILABLE, OR (4) PURSUANT TO ANOTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED

STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 FOR RESALE OF ANY SUCH EQUITY SHARES. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THESE EQUITY SHARES MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE EQUITY SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK."

10. Our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. The purchaser acknowledges that our Company, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All other Equity Shares offered and sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Red Herring Prospectus, Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, and the Book Running Lead Managers that it has received a copy of this Red Herring Prospectus, Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of or other jurisdiction of the United States and accordingly, may not be offered, resold, pledged or transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to the Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A, or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

7. neither the purchaser nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, is acquiring the Equity Shares as a result of any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

8. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

    "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION

MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES."

9. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

10. the purchaser acknowledges that our Company, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Our Company, the Book Running Lead Managers and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Listing

The Equity Shares issued through this Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. NSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised. Applications have been made to the BSE and NSE for permission to deal in and for an official quotation of the Equity Shares. If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period in accordance with applicable law.

Consents

Consents in writing of our Directors, our Company Secretary and Compliance Officer, Legal Counsel to our Company, bankers to our Company, the Book Running Lead Managers, Registrar to the Offer, independent chartered accountant and consents in writing of the Syndicate Members, Escrow Collection Bank /Refund Bank / Public Offer Account Bank / Sponsor Banks, Monitoring Agency, to act in their respective capacities, have been obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under the Companies Act, 2013. Further, such consents have not been withdrawn up to the time of delivery of this Red Herring Prospectus and shall not be withdrawn up to the time of the delivery of the Prospectus to the RoC.

Experts to the Offer

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received written consent dated April 11, 2024 from S.R. Batliboi & Associates LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) auditors report dated May 25, 2023, May 10, 2022 and June 30, 2021, respectively on our Audited Consolidated Financial Statements for the Financial Years ended March 31, 2023, 2022 and 2021; (ii) limited review reports each dated April 4, 2024 on our Special Purpose Interim Condensed Consolidated Financial Statements for the nine month period ended December 31, 2023 and December 31, 2022; and (iii) their report dated April 4, 2024 on the statement of special tax benefits available to our Company, its shareholders and its Material Subsidiaries in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated April 11, 2024 from the independent chartered accountant, namely Suresh Surana & Associates LLP, Chartered Accountants, to include their name in this Red Herring Prospectus, as an "expert" as defined under Section 2(38) and Section 26(1)(a)(v) of the Companies Act, 2013 to the extent and in their capacity as the Independent Chartered Accountant and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Except as disclosed below, our Company has not undertaken any public issue or rights issue in the five years preceding the date of this Red Herring Prospectus.

Particulars	Details
Type of issue	Rights issue
Year of issue	2019
Size of the issue	₹249,998 million
Closing date	April 24, 2019
Date of allotment	May 4, 2019
Date of refunds	May 4, 2019
Date of listing on the stock exchanges	May 8, 2019
If the issue was at a premium or discount and the amount thereof	Issue price of ₹12.50 per Equity Share (at a premium of ₹2.50 per Equity Share)

All of the objects disclosed in the letter of offer for the aforesaid rights issue in 2019 have been achieved.

Performance vis-à-vis objects – Last one public / rights issue of subsidiaries and listed Promoters

Except for the rights issue of 22,073,935 partly paid-up equity shares of face value of ₹2 each undertaken by one of our listed Promoters, Grasim Industries Limited at a price of ₹1,812 per equity share aggregating up to ₹39,998 million to eligible equity shareholders in January 2024, none of our listed Promoters have undertaken any public issue or rights issue in the five years preceding the date of this Red Herring Prospectus. The achievement of the objects disclosed in the letter of offer for the aforesaid rights issue of Grasim Industries Limited is ongoing.

Further, none of our Subsidiaries are listed on any stock exchange.

Underwriting commission, brokerage and selling commission paid on previous issues of the Equity Shares in the last five years

No sum has been paid or is payable by our Company as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Red Herring Prospectus.

Capital issue by our Company and listed group companies, subsidiaries or associates during the previous three years

Our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus.

Our Subsidiaries and Associate are not listed on any stock exchanges. Except as disclosed below, none of our listed Group Companies in terms of Section 2 (52) of the Companies Act have undertaken capital issues during the previous three years. For further details, see "*Our Group Companies*" on page 199:

Particulars	Details
Aditya Birla Finance Limited	
Year of issue	2023
Type of issue (public/rights/composite)	Public issue of non-convertible debentures ("**NCDs**")
Amount of issue	₹20,000 million
Issue price	₹1,000
Current market price (on BSE)	Series I NCD - ₹1,007.00 Series II NCD - ₹877.20 Series III NCD - ₹1,005 Series IV NCD - ₹1,000 Series V NCD - ₹1,010 Series VI NCD - ₹1,045
Date of closure of issue	October 3, 2023
Date of allotment and credit of securities to dematerialised account of investors	October 9, 2023
Date of completion of the project, where object of the issue was financing the project	-
Rate of dividend paid	-
Aditya Birla Sun Life AMC Limited	
Year of issue	2021

Particulars	Details
Type of issue (public/rights/composite)	Initial public offer (through offer for sale)
Amount of issue	₹27,682.5 million
Issue price	₹712
Current market price	₹481.05 (on BSE) and ₹491.05 (on NSE)
Date of closure of issue	October 1, 2021
Date of allotment and credit of securities to dematerialised account of investors	October 7, 2021
Date of completion of the project, where object of the issue was financing the project	Not applicable
Rate of dividend paid	(i) ₹77.78 per share of ₹10 each, as interim dividend for Fiscal 2021 (January 25, 2021) (ii) ₹2.45 per share of ₹5 each, as final dividend for Fiscal 2021 (June 28, 2021) (iii) ₹5.6 per share of ₹5 each, as interim dividend for Fiscal 2022 (October 25, 2021) (iv) ₹5.85 per share of ₹5 each, as final dividend for Fiscal 2022 (July 21, 2022) (v) ₹5 per share of ₹5 each, as interim dividend for Fiscal 2023 (March 16, 2023) (vi) ₹5.25 per share of ₹5 each, as final dividend for Fiscal 2023 (August 11, 2023)

Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)

1. Axis Capital Limited

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited:

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Gopal Snacks Limited[!] [(1)]	6,500.00	401.00	March 14, 2024	350.00	-	-	-
2.	Jana Small Finance Bank Limited[(1)]	5,699.98	414.00	February 14, 2024	396.00	-5.23%, [+1.77%]	-	-
3.	Apeejay Surrendra Park Hotels Limited[@(2)]	9,200.00	155.00	February 12, 2024	186.00	+17.39%, [+3.33%]	-	-
4.	EPACK Durable Limited[(1)]	6,400.53	230.00	January 30, 2024	225.00	-19.96%, [+1.64%]	-	-
5.	Medi Assist Healthcare Services Limited[(1)]	11,715.77	418.00	January 23, 2024	465.00	+22.32%, [+3.20%]	-	-
6.	Azad Engineering Limited[(1)]	7,400.00	524.00	December 28, 2023	710.00	+29.06%, [-2.36%]	+153.72%, [+0.08%]	-
7.	Happy Forgings Limited[(2)]	10,085.93	850.00	December 27, 2023	1,000.00	+14.06%, [-1.40%]	+4.44%, [+2.04%]	-
8.	Muthoot Microfin Limited*[(1)]	9,600.00	291.00	December 26, 2023	278.00	-20.77%, [-0.39%]	-31.15%, [+2.10%]	-
9.	Inox India Limited[(1)]	14,593.23	660.00	December 21, 2023	933.15	+32.01%, [+1.15%]	+70.81%, [+1.62%]	-
10.	Flair Writing Industries Limited[(2)]	5,930.00	304.00	December 1, 2023	501.00	+14.69%, [+7.22%]	-8.63%, [+8.31%]	-

Source: www.nseindia.com and www.bseindia.com

(1)BSE as designated stock exchange

(2)NSE as designated stock exchange

! Offer price was ₹363.00 per equity share to eligible employees

@ Offer price was ₹148.00 per equity share to eligible employees

** Offer price was ₹ 277.00 per equity share to eligible employees*

Notes:

a. Issue size derived from prospectus/final post issue reports, as available.

b. The CNX NIFTY or S&P BSE SENSEX is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.

c. Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective Issuer at the time of the issue, as applicable.

d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-2025*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-2024	18	218,638.22	-	-	3	2	6	6	-	-	1	5	1	-
2022-2023	11	279,285.39	-	1	6	-	2	2	-	2	5	-	3	1

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.
Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Jefferies India Private Limited

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Jefferies India Private Limited:

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Entero Healthcare Limited	16,000.00	1,258.00^	February 16, 2024	1,149.50	-19.65% [+0.30%]	NA	NA
2.	Concord Biotech Limited	15,505.21	741.00*	August 18, 2023	900.05	+36.82% [+4.57%]	+76.23% [+2.36%]	+93.81% [+11.94%]
3.	Mankind Pharma Limited	43,263.55	1,080.00	May 9, 2023	1,300.00	+37.61% [+2.52%]	+74.13% [+6.85%]	+64.36% [+5.28%]
4.	KFin Technologies	15,000.00	366.00	December 29, 2022	367.00	-13.55% [-3.22%]	-24.56% [-6.81%]	-4.48% [+2.75%]
5.	Global Health Limited	22.055.70	336.00	November 16, 2022	401.00	+33.23% [-0.03%]	+35.94% [-3.47%]	+61.67% [-0.52%]

Source: www.nseindia.com and www.bseindia.com

Notes:

i. ^ - A discount of ₹ 119 per equity was offered to eligible employees bidding in the employee reservation portion.

*ii. * - A discount of ₹ 70 per equity was offered to eligible employees bidding in the employee reservation portion.*

iii. The S&P CNX NIFTY is considered as the benchmark index.

iv. Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.

v. Not Applicable – Period not completed

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Jefferies India Private Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024 – 2025	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023 – 2024	3	74,768.76	-	-	1	-	2	-	-	-	-	2	-	-
2022 – 2023	2	37.055.70	-	-	1	-	1	-	-	-	1	1	-	-

The information for each of the financial years is based on issues listed during such financial year.

3. SBI Capital Markets Limited

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by SBI Capital Markets Limited:

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	R K Swamy Limited(1) @	4,235.60	288.00	March 12, 2024	252.00	-	-	-
2.	Entero Healthcare Solutions Ltd(2) @	1,6000.00	1,258.00	February 16, 2024	1,245.00	-19.65% [+0.30%]	-	-
3.	Jana Small Finance Bank@	5,699.98	414.00	February 14, 2024	396.00	-5.23% [+1.77%]	-	-
4.	Medi Assist Healthcare Services Ltd@	11,715.77	418.00	January 23, 2024	465.00	+22.32% [+3.40%]	-	-
5.	Jyoti CNC Automation Limited#	10,000.00	331.00	January 16, 2024	370.00	+78.07% [-0.87%]	-	-
6.	Azad Engineering Limited@	7,400.00	524.00	December 28, 2023	710.00	+29.06% [-2.36%]	153.72% [+0.08%]	-
7.	Muthoot Microfin Limited(3) @	9,600.00	291.00	December 26, 2023	278.00	-20.77% [-0.39%]	-31.15% [+2.10%]	-
8.	Indian Renewable Energy Development Agency Limited#	21,502.12	32.00	November 29,2023	50.00	+204.06% [+8.37%]	+373.44% [+10.08%]	-
9.	Updater Services Ltd@	6,400.00	300.00	October 4, 2023	299.90	-13.72% [-1.76%]	+9.05%[+10.80%]	+6.77% [+12.92%]
10.	JSW Infrastructure Limited@	28,000.00	119.00	October 3, 2023	143.00	+41.34% [-2.93%]	+75.04% [+10.27%]	+106.30% [+12.42%]

Source: www.nseindia.com and www.bseindia.com.

Notes:

* *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days isa trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*

** *The information is as on the date of this document.*

* *The information for each of the financial years is based on issues listed during such financial year.*

@ *The S&P BSE SENSEX index is considered as the benchmark index, BSE being the designated stock exchange*

The Nifty 50 index is considered as the benchmark index, NSE being the designated stock exchange

1 *Price for eligible employee was ₹261.00 per equity share*

2 *Price for eligible employee was ₹1,139.00 per equity share*

3 *Price for eligible employee was ₹277.00 per equity share*

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by SBI Capital Markets Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-25*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	12	132,353.46	-	2	4	2	2	1	-	-	1	3	-	1
2022-23	3	228,668.02	-	1	2	-	-	-	-	1	1	-	1	-

* *The information is as on the date of this Red Herring Prospectus.*

Date of Listing for the issue is used to determine which financial year that particular issue falls into.

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as provided in the table below:

S. No.	Name of the Book Running Lead Managers	Website
1.	Axis Capital Limited	http://www.axiscapital.co.in
2.	Jefferies India Private Limited	www.jefferies.com
3.	SBI Capital Markets Limited	www.sbicaps.com

Stock Market Data of Equity Shares

For details see *"Stock Market Data for Equity Shares of our Company"* on page 575.

Redressal and disposal of investor grievances by our Company

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount towards the paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Managers where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount or the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock

Scenario	Compensation amount	Compensation period
	2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	
Delayed unblock for non – Allotted / partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Managers shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Book Running Lead Managers pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 56. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Bidders can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 15 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company has received 532 investor complaints during the three years preceding the date of this Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Red Herring Prospectus. No investor complaint in relation to our top five listed group companies is pending as on the date of this Red Herring Prospectus.

Our Company is registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES. Consequently, investor grievances are tracked online by our Company.

Our Company's Stakeholders' Relationship Committee is responsible for redressal of grievances of security holders of our Company. For further details on the Stakeholders' Relationship Committee, see "*Our Management – Committees of our Board – Stakeholders' Relationship Committee*" on page 161.

Exemptions from complying with any provision of securities laws, if any, granted by the SEBI

1. Our Company had filed an exemption application dated January 25, 2019 with SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations, seeking an exemption from classifying and disclosing Neerja Birla's (our Promoter Kumar Mangalam Birla's wife) parents and brothers (namely, the father Shambhukumar S. Kasliwal, the mother Rajkumari S. Kasliwal and the brothers Vikas S. Kasliwal, Nitin S. Kasliwal and Mukul S. Kasliwal, together referred to as the "**Identified Relatives**") and any body corporate(s) in which they hold 20% or more of the equity share capital or any firm or HUF in which they are partner / member, and any such body corporate(s) holding 20% or more of the equity share capital in other body corporate(s), or in case any of the Identified Relatives (in aggregate) holding 20% or more of the share of any firm or Hindu Undivided Family (collectively referred to as the "**Related Entities**"), as members of our Promoter Group in the letter of offer filed in respect of the rights issue undertaken by our Company in 2019. Pursuant to its letter dated February 15, 2019 bearing reference no. CFD/DIL-II/ADM/AB/OW/2019/4363/1, SEBI has granted an exemption in relation to the foregoing ("**2019 Exemption**"). Subsequently, our Company had sought a confirmation from the NSE, by way of a letter dated March 20, 2024, on the 2019 Exemption holding good for the Offer. The NSE by way of its communication dated April 3, 2024, has confirmed that, subject to certain conditions, the 2019 Application holds good for the Offer.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of this Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting their approval for the Offer, to the extent and for such time as these continue to be applicable.

The Offer

The Offer is by way of a fresh issue of Equity Shares by our Company.

Offer expenses

The expenses of the Offer include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal expenses, statutory advertisement, expenses, registrar and depository fees and listing fees. The Offer – related expenses shall be borne by our Company. For details, see "*Objects of the Offer – Offer Expenses*" on page 75.

Ranking of Equity Shares

The Equity Shares to be issued and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association and, upon being fully paid up, shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend and voting. In respect of the Equity Shares, Investors are entitled to dividend in proportion to the amount paid up and their voting rights exercisable on a poll shall also be proportional to their respective share of the paid-up equity capital of our Company. For further details, see "*Description of Equity Shares And terms of the Articles of Association*" beginning on page 691.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of the Companies Act, 2013, our Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. In respect of the Equity Shares, Bidders would be entitled to dividend in proportion to the amount paid up. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares And terms of the Articles of Association*" on pages 203 and 691, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹10, and the Offer Price is ₹ [●] per Equity Share. The Floor Price is ₹ [●] per Equity Share and at the Cap Price is ₹ [●] per Equity Share, being the Price Band. The Anchor Investor Offer Price is ₹ [●] per Equity Share. For further details, see "*Offer Procedure*" on page 675. Each Equity Share is being offered at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) in this Offer.

The Offer Price, the Price Band and the minimum Bid Lot will be decided by our Company in consultation with the Book Running Lead Managers and advertised in all editions of English national daily newspaper, Business Standard, all editions of Hindi national daily newspaper, Jansatta and regional edition of the Gujarati daily newspaper, Sandesh (Gujarati being the regional language of Gujarat, where our Registered Office is located) each with wide circulation, at least one Working Day prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid/Offer Closing Date.

At any given point of time there shall be only one denomination of Equity Shares, unless otherwise permitted by law.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, the Equity Shareholders shall have the following rights in proportion to amount paid-up on the Equity Shares:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and "e-voting", in accordance with the provisions of the Companies Act, 2013;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws, rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 2013, the SEBI Listing Regulations, our Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or sub-division, see "*Description of Equity Shares And terms of the Articles of Association*" on page 691.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of equity shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated January 29, 2007 amongst our Company, NSDL and Bigshare Services Private Limited.
- Tripartite agreement dated January 22, 2007 between our Company, CDSL and Bigshare Services Private Limited.

Market Lot

The Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Equity Shares in dematerialised mode is one Equity Share.

Listing and trading of the Equity Shares to be issued pursuant to this Offer

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued pursuant to this Offer shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Offer will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE through letter bearing reference number LO/FTFPO/CG/IP/11/2024-25 dated April 8, 2024 and from the NSE through letter bearing reference number NSE/LIST/C/2024/0411 dated April 8, 2024. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Offer will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 532822) and NSE (Scrip Code: IDEA) under the ISIN: INE669E01016. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Offer shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire subscription amount received/blocked. If there is a delay beyond 15 days, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to the Offer.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Offer.

Nomination facility to Bidders

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be Allotted in this Offer. Nominations registered with the respective DPs of the Bidders would prevail. Any Bidder holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

Our Company, in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Offer, in whole or in part thereof, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Managers through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, in case of the UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders and shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. The notice of the withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared.

Notwithstanding the foregoing, the Offer is also subject to (i) filing of the Prospectus with the RoC; and (ii) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment. If our Company, in consultation with the Book Running Lead Managers, withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a of Equity Shares, our Company shall file a fresh red herring prospectus, subject to provisions of the SEBI ICDR Regulations.

Bid/Offer programme

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
BID/OFFER OPENS ON	Thursday, April 18, 2024
BID/OFFER CLOSES ON	Monday, April 22, 2024
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, April 23, 2024
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Wednesday, April 24, 2024
Credit of Equity Shares to demat accounts of Allottees	On or about Wednesday, April 24, 2024
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Thursday, April 25, 2024

1. *Our Company may, in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*
2. *UPI mandate end time and date shall be at 5.00 p.m. on Bid/Offer Closing Date.*

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs to the extent applicable. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI* *master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.*

The above timetable is indicative and does not constitute any obligation or liability on our Company or the members of the Syndicate.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the Book Running Lead Managers, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Managers will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days or such other time from the Bid/Offer Closing Date as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) – For RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.5 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹0.5 million	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Modification of Bids by QIBs and Non-Institutional Bidders categories and modification/cancellation of Bids by RIBs#	Only between 10.00 a.m. and up to 5.00 p.m. IST

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders; and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIBs after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the Registrar to the Offer on a daily basis.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and in any case no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Monday to Friday (excluding any public/ bank holiday). Investors may please note that as per letter no. LIST/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Neither our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software or hardware system or otherwise or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Banks due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Our Company in consultation with the Book Running Lead Managers, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price provided that the Cap Price shall be at least 105% of the Floor Price.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Banks, as applicable.

Additionally, Bidders may be guided in the meantime by the secondary market prices.

Minimum Subscription

If our Company does not receive the minimum subscription of 90% of the Offer size on the Bid/Offer Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/Offer Closing Date, including through the devolvement of Underwriters, in accordance with the applicable laws, after the Bid/Offer Closing Date, or if the level of subscription falls below the threshold specified above on account of withdrawal of applications or after technical rejections or for any other reason whatsoever; or if the listing or trading permission are not obtained from either of the Stock Exchanges for the Equity Shares so offered under this Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received. If there is a delay in refunding the amount beyond four days, our Company shall pay interest at the rate of 15% per annum in accordance with the UPI Circulars.

Under subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 145(1) of SEBI ICDR Regulations failing which the entire Bid Amount shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest to the applicants in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Equity Share and hence, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through the Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Share capital of our Company and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 64 and except as provided in our Articles of Association, there are no restrictions on transfer or transmission of the Equity Shares. For details see "*Description of Equity Shares And terms of the Articles of Association*" on page 691.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹10 each at an Offer Price of ₹ [●] per Equity Share for cash aggregating up to ₹180,000 million.

The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non-Institutional Bidders	RIBs
Number of Equity Shares available for Allotment or allocation*(2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment or allocation	Not more than 50% of the Offer shall be allocated to QIB Bidders. However, up to 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion. The unsubscribed portion in the Mutual Fund portion will be available to QIBs	Not less than 15% of the Offer less allocation to QIB Bidders and RIBs.	Not less than 35% of the Offer, or the Offer less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. c) Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	The allotment to each NII shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to: a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bids exceeding ₹1.00 million. Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other category.	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For further details, see "*Offer Procedure*" beginning on page 675
Mode of Bid	ASBA only (excluding the UPI Mechanism) except for Anchor Investors(3)	ASBA only (including the UPI Mechanism for Bids up to ₹0.5 million)	ASBA only (including the UPI Mechanism)
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹0.2 million	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹0.2 million	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, (excluding the Anchor portion), subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits applicable to Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.2 million
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		

Particulars	QIBs[(1)]	Non-Institutional Bidders	RIBs
Who can apply[(4)]	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs registered with SEBI, state industrial development corporation, insurance companies registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹0.2 million in value
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(5)] **In case of other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism (for RIBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹ 0.20 million and up to ₹ 0.50 million, using the UPI Mechanism), that is specified in the ASBA Form during submission of ASBA Forms		

* *Assuming full subscription in the Offer.*

(1) *Our Company, in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum Allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.*

(2) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Regulation 129(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allotted on a proportionate basis to Qualified Institutional Buyers. Our Company in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which at least one-third shall be reserved for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders, in accordance with Regulation 129(1) of the SEBI ICDR Regulations, out of which (a) one third of such portion shall be reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; and (b) two third of such portion shall be reserved for applicants with Bids exceeding ₹1.00 million , provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.*

(3) *Anchor Investors are not permitted to use the ASBA process.*

(4) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(5) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Category, would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. For further details, see "*Terms of the Offer*" beginning on page 668.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by the UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act, 2013, relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹2,00,000 to ₹5,00,000 for all the individual investors applying in public issues.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory T+3 listing basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Red Herring Prospectus.*

Our Company, and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus.

Book Building Procedure

The Offer is being through the Book Building Process in accordance with Regulation 129(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from

Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; and (b) two third of such portion shall be reserved for applicants with Bids exceeding ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs, in accordance with the SEBI ICDR Regulations.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange and subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the CBDT dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Phased implementation of unified payments interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia*, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("**Previous UPI Circulars**") and the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular bearing number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase was extended till further notice. Under this phase, submission of the ASBA Form without UPI by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and has become applicable on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI. Accordingly, the Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory T+3 listing basis, subject to any circulars, clarification or notification issued by SEBI pursuant to the T+3 notification.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Offer will be made under UPI Phase III of the UPI Circular.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Further, pursuant to SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all RIBs applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

i. a syndicate member;

ii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);

iii. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); and

iv. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Managers.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid Amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective for issues opening on or after September 1, 2022.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

The UPI Bidders Bidding through the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application is available with the Book Running Lead Managers.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors**	White

* *Excluding electronic Bid cum Application Form.*

** *Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Managers. Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).*

The Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. The Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding through the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Banks, NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Offer. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to public offers opening on or after September 1, 2022:

a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;

b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5 pm on the initial public offer closure day;

d) The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Banks.

Participation by Promoters, Promoter Group, the Book Running Lead Managers, the Syndicate Members and persons related to Promoters/Promoter Group/the Book Running Lead Managers

The Book Running Lead Managers and the Syndicate Members shall not be allowed to purchase the Equity Shares in the Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Members may Bid for the Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers;

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers; or

(v) pension funds (registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013) sponsored by entities which are associates of the Book Running Lead Managers.

Persons related to the Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. However, a qualified institutional buyer who has any of the following rights in relation to our Company shall be deemed to be a person related to the Promoters or Promoter Group of our Company:

(i) rights under a shareholders agreement or voting agreement entered into with the Promoters or Promoter Group of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Managers" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the Book Running Lead Managers.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Asset management companies or custodians of Mutual Funds (including the asset management companies or custodians of Mutual Funds forming part of the Promoter Group ("**PG Mutual Funds**")) may make Bids and such Bids shall be subject to (i) specifically stating the names of the concerned schemes for which such Bids are made, and (ii) the investment in the Equity Shares, if Allotted, being in accordance with the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.

Apart from the above, the Bids by asset management companies or custodians of PG Mutual Funds shall be subject to (i) the Bid Amount being sourced from the money collected under the relevant scheme of the PG Mutual Funds, and (ii) the investment decision being made at the discretion of the asset management companies or custodians of the PG Mutual Funds, in accordance with the terms and conditions of the relevant scheme of such PG Mutual Funds. The Equity Shares Allotted, if any, to the PG Mutual Funds, shall form part of the 'public' shareholding of our Company in accordance with Rule 19(2)(b) of the SCRR.

Bids by Eligible Non-Resident Indians

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts. For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 758.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ", where XYZ is the name of the *Karta*. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the Book Running Lead Managers, reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022 ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24%, 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (*as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying*) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; (iv) such offshore derivative instruments are issued in accordance with the Consolidated FDI Policy; and (v) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the Book Running Lead Managers in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations, *inter alia,* prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI.

Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company, directly or through investment in the units of other AIFs. A category III AIF cannot invest more than 10% of the investible funds in one investee company, directly or through investment in the units of other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to a further public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof.

Bids by Banking Companies

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2. The Bid must be for a minimum of such number of the Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, and will be completed on the same day.

5. Our Company, in consultation with the Book Running Lead Managers will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9. The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% Equity Shares allotted to Anchor Investors shall be locked–in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

10. Neither the (a) Book Running Lead Managers (s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company or the Book Running Lead Managers are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Prospectus.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of the Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder Bidding through the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

7. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.

8. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

9. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;

10. Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

11. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

12. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in

terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

17. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

20. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

21. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

22. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;

23. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

24. The ASBA Bidders shall ensure that bids above ₹5,00,000 are uploaded only by the SCSBs;

25. Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

26. Ensure that the Demographic Details are updated, true and correct in all respects;

27. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

28. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Banks issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

29. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI pin. Upon the authorization of the mandate using his/her UPI pin, a UPI Bidder Bidding through UPI Mechanism shall

be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

30. UPI Bidders Bidding through the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

31. UPI Bidders using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;

32. Bids by Eligible NRIs for a Bid Amount of less than ₹2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹2,00,000 would be considered under the Non-Institutional Category for allocation in the Offer;

33. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019; and

34. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. of the Bid/ Offer Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;

2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

3. Do not Bid for a Bid Amount exceeding ₹0.2 million (for Bids by RIBs);

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

5. Do not Bid for the Equity Shares in excess of what is specified for each category;

6. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹0.5 million;

7. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;

8. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

9. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

11. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

12. Do not submit the Bid for an amount more than funds available in your ASBA account;

13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

14. Do not submit a Bid in case you are not eligible to acquire the Equity Shares under applicable law or your relevant constitutional documents or otherwise;

15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

16. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Red Herring Prospectus;

17. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

18. In case of ASBA Bidders (other than UPI Bidders using UPI Mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

19. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

20. Anchor Investors should not bid through the ASBA process;

21. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

22. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

23. Do not submit the GIR number instead of the PAN;

24. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

25. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

26. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);

27. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

28. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;

29. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

30. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

31. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

32. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

33. Do not Bid if you are an OCB;

34. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

35. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIBs Bidding through the UPI Mechanism.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount, the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹0.2 million;

13. Bids by persons who are not eligible to acquire the Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" on page 55.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through this Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The Allotment of the Equity Shares to applicants other than to the RIBs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

Subject to the availability of the Equity Shares in the respective categories, the allotment of the Equity Shares to each of the RIBs and NIIs shall not be less than the minimum Bid lot or the minimum application size, as the case maybe, and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis.

The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard mentioned in SEBI ICDR Regulations.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the Book Running Lead Managers will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

1. In case of resident Anchor Investors: "Vodafone Idea Limited-Anchor Resident Account"

2. In case of Non-Resident Anchor Investors: "Vodafone Idea Limited-Anchor NON-Resident Account"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid

Amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, Business Standard, all editions of Hindi national daily newspaper, Jansatta and regional edition of the Gujarati daily newspaper, Sandesh (Gujarati being the regional language of Gujarat, where our Registered Office is located) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, Business Standard, all editions of Hindi national daily newspaper, Jansatta and regional edition of the Gujarati daily newspaper, Sandesh (Gujarati being the regional language of Gujarat, where our Registered Office is located) each with wide circulation.

Signing of the Underwriting Agreement and Filing with the RoC

a) Our Company, and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.

b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013, for fraud involving an amount of at least ₹10,00,000 or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10,00,000 or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50,00,000 or with both.

Undertakings by our Company

Our Company undertakes the following:

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within three Working Days of the Bid/Offer Closing Date or within such other time period prescribed by SEBI will be taken;

- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013. the SEBI ICDR Regulations and other applicable laws for the delayed period;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;

- that if the Offer is withdrawn after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the RoC or the SEBI, as applicable, in the event a decision is taken to proceed with the Offer subsequently; and

- except for allotment of Equity Shares pursuant to the ESOS Scheme and potential conversion of outstanding OCDs convertible into applicable Equity Shares to ATC Telecom Infrastructure Private Limited, there will not be any further issue of Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Red Herring Prospectus with the RoC until the Equity Shares issued pursuant to the Offer have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be, other than in connection with the Offer.

Utilisation of Offer proceeds

All the monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

Further, details of all utilised and unutilised monies out of the proceeds of the Offer shall be disclosed and continued to be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised or invested.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

SECTION VIII - DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association are detailed below. Capitalized terms used in this section have the meaning given to them in the Articles of Association. Each provision below is numbered as per the corresponding article number in the Articles of Association.

PART I

INTERPRETATION

1. The regulations for the management of the Company and for the observance of the Members thereof and their representatives shall, subject to any exercise of the statutory powers by the Company with reference to the repeal or alterations or addition to its regulations by a Special Resolution as prescribed by the Companies Act, 2013, be such as are contained in the Articles set out herein below, and the regulations in Table F of Schedule I to the said Companies Act, 2013 shall not, except in respect of such of the matters for which no provisions exist in these Articles, apply to this Company. In the event of any conflict between Part I of the Articles of Association and Part II of the Articles of Association, the provisions of Part II of the Articles of Association shall prevail.

3. CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

(a) The authorised Capital of the Company shall be as stated in Clause V of the Memorandum of Association.

(b) Upon an acquisition, whether by merger, issue of Shares or otherwise by the Company of another body corporate, the Company may issue new Shares in its Equity Capital at par or at such premium as may be agreed by Shareholders.

(c) Subject to the provisions of Article 88(g) and Section 43 of the Act and the Rules, the Company may, with the approval of the Shareholders in a General Meeting, issue Shares with differential rights as to Dividend, voting or otherwise.

4. (a) The Company in a General Meeting, may, by Special Resolution and subject to the provisions of these Articles, from time to time, increase the authorized Capital by the creation of new Shares, such increase to be of such aggregate amount and to be divided into Shares of such respective amounts as the resolution shall prescribe.

Subject to the provisions of Sections 43, 47, 55 and 62 of the Act, the new Shares shall be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the General Meeting shall direct and if no direction be given, as the Board of Directors shall determine, and in particular, such Shares may be issued with a preferential or qualified right to Dividends and in the distribution of the assets of the Company and subject to the provisions of the said Sections with special or without any right of voting and subject to the provisions of Section 55 of the Act any preference Shares may be issued on the terms that they are liable to be redeemed.

(b) Whenever the Capital of the Company is increased under the provisions of this Article the Board of Directors shall comply with the provisions of Section 64 of the Act.

5. Except so far as otherwise provided by the conditions of issue or by these Articles, any Capital raised by the creation of new Shares, shall be considered as part of the original Capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting or otherwise.

6. (a) Subject to the provisions of these Articles, where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of Shares made for the first time after formation of the Company, whichever is earlier, it is proposed to increase the subscribed Capital of the Company by allotment of further Shares:

(i) Such further Shares shall be offered to the Persons who, as on the date of the offer, are holders of the equity Shares of the Company, in proportion, as nearly as circumstances admit to the Capital paid-up on those Shares at that date;

(ii) Such offer shall be made by a notice specifying the number of Shares offered and stipulating a time not being less than fifteen days and not more than thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

(iii) The offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person; and the notice referred to herein above shall contain a statement of this right.

Provided that the Directors may decline, without assigning any reason, to allot any Shares to any Person in whose favour any Member may renounce Shares offered to him; and

(iv) After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose of such Shares in such manner as the Board thinks most beneficial to the Company.

(b) Notwithstanding anything contained in the preceding sub-Article, the Company may by a Special Resolution offer further Shares to any Person or Persons either for cash or for consideration other than cash, and such Person or Persons may or may not include the Persons who at the date of the offer, are the holders of the equity Shares of the Company.

(c) Nothing contained in sub-Articles (a) and (b) of this Article 6 shall apply

(i) to the increase of the subscribed Capital caused by the exercise of an option attached to any Debentures issued or loans raised by the Company;

(ii) to the conversion of such Debentures or loans into Shares in the Company; or

(iii) to the subscription of Shares in the Company.

Provided that the terms of the issue of such Debentures or the terms of such loans include a term providing for such option and such term as may be mutually agreed upon before the issue of the Debentures or before the raising of the loans or is in conformity with the rules, if any, made by the Central Government in this behalf or by such authorities as may be laid down by the Central Government.

(iv) in the case of Debentures or loans, other than those Debentures issued to, or loans obtained from the Central Government or any institution specified by the Central Government in this behalf, has also been approved be a Special Resolution passed by the Company in a General Meeting before the issue of the Debentures or the raising of the loans.

(v) subject to the provisions of the Act, and these Articles, the Board of Directors may issue and allot Shares in the Capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any Shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than in cash, and if so issued, shall be deemed to be fully paid up or partly paid up Shares as the case may be.

(d) Nothing in sub-article (a)(iii) of Article 6 hereof shall be deemed:

(i) To extend the time within which the offer should be accepted; or

(ii) To authorize any Person to exercise the right of renunciation for a second time on the ground that the Person in whose favour the renunciation was first made has declined to take Shares comprised in the renunciation.

(e) Any Debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of Shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

7. (a) Subject to the provisions of Section 43, Section 55 and other applicable provisions, if any, of the Act and the Rules and the provisions of these Articles, the Company shall by a Special Resolution have power to issue or re-issue preference Shares / cumulative convertible preference Shares of one or more classes which are liable to be redeemed or converted to equity Shares, with such rights and on such terms and conditions that are prescribed in this behalf from time to time.

Provided that:

(i) No such Shares shall be redeemed except out of the profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of Shares made for the purposes of redemption;

(ii) No such Shares shall be redeemed unless they are fully paid;

(iii) The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's Securities Premium Account before the Shares are redeemed;

(iv) Where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of the profits which would otherwise have been available for Dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed; and the provisions of the Act relating to the reduction of the Capital of the Company shall, except as provided in Section 55 of the Act and the Rules apply as if the Capital Redemption Reserve Account were paid up Capital of the Company.

(b) Subject to the provisions of Section 55 of the Act and the Rules and subject to the provisions on which any Shares may have been issued, the redemption of preference Shares may be effected on such terms and in such manner as may be provided in these Articles or by the terms and conditions of their issue and subject thereto in such manner as the Directors may think fit.

(c) The redemption of preference Shares under the provisions of their issue by the Company shall not be taken as reducing the amount of its authorized Capital.

(d) Where in pursuance of this Article, the Company has redeemed or is about to redeem any preference Shares, it shall have the power to issue Shares up to the nominal amount of the Shares redeemed or to be redeemed as if those Shares had never been issued and, accordingly, the Capital of the Company shall not, for the purpose of calculating the fees payable under Section 403 of the Act, be deemed to be increased by the issue of Shares in pursuance of this Article.

Provided that where new Shares are issued before the redemption of the old Shares, the new Shares shall not, so far as relates to stamp duty, be deemed to have been issued in pursuance of this Article unless the old Shares are redeemed within one month of the issue of the new Shares.

(e) The Capital Redemption Reserve Account may, notwithstanding anything contained in this Article 7, be applied by the Company, in paying up unissued Shares of the Company to be issued to Members of the Company as fully paid bonus Shares.

8. The Company shall be at liberty at any time, either at one time or from time to time as the Company shall think fit, by giving not less than six months' previous notice in writing to the holders of the preference Shares, to redeem at par the whole part of the preference Shares, for the time being outstanding, by payment of the nominal amount thereof with Dividend calculated up to the date or dates notified for payment (and for this purpose the Dividend shall be deemed to accrue and be due from day to day) and in the case of redemption of part of the preference Shares the following provisions shall take effect:

(a) The Shares to be redeemed shall be determined by drawing of lots which the Company shall cause to be made at its Registered Office in the presence of at least one of the Directors; and

(b) Forthwith after every such drawing, the Company shall notify to the Shareholders whose Shares have been drawn for redemption, its intention to redeem such Shares by payment at the Registered Office of the Company at the time and on the date to be named against surrender of the certificates in respect of the Shares to be so redeemed and at the time and date so notified each such Shareholder shall be bound to surrender to the Company the Share certificates in respect of the Shares to be redeemed and thereupon the Company shall pay the amount payable to such Shareholders in respect of such redemption. The Shares to be redeemed shall cease to carry Dividend from the date named for payment as aforesaid. Where any such certificate comprises any Shares which have not been drawn for redemption, the Company shall issue to the holder thereof a fresh certificate therefor.

9. (a) The Company may (subject to the provisions of Sections 55 and 66 of the Act and the provisions of these Articles), from time to time by a Special Resolution, reduce its Capital and any Capital Redemption Reserve Account or Securities Premium Account and / or any other reserve in the nature of Capital in any manner for the time being authorized by law, and in particular Capital may be paid off on the footing that it may be called up again or otherwise.

(b) This Article 9 shall not derogate from any power the Company would have if it were omitted.

10. Subject to the provisions of Section 61 of the Act and these Articles, the Company in a General Meeting may, from time to time, by a Special Resolution alter the conditions of its Memorandum of Association so as to:

(a) increase its Capital by such amount as it thinks expedient by issuing new Shares;

(b) consolidate and divide all or any of its Capital into Shares of larger amount than its existing Shares; Provided that any consolidation and division which results in changes in the voting percentage of Members shall require the applicable approvals under the Act;

(c) convert all or any of its fully paid up Shares into stock; and reconvert that stock into fully paid up Shares of any denomination;

(d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association of this Company subject nevertheless to the provisions of the Act in that behalf and so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived, and the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of such Shares shall have some preference or special advantage as regards Dividend, capital or otherwise, over, or as compared with, the others or other; and

(e) cancel Shares which at the date of passing of the resolution in a General Meeting in that behalf have not been taken or agreed to be taken by any Person, and diminish the amount of its Capital by the amount of the Shares so cancelled.

11. (a) If the Company has:

(i) consolidated and divided its Capital into Shares of a larger amount than its existing Shares;

(ii) converted any Shares into stock;

(iii) reconverted any stock into Shares;

(iv) sub-divided its Shares or any of them;

(v) redeemed any redeemable preference Shares; or

(vi) cancelled any Shares otherwise than in connection with a reduction of Capital under Section 66 of the Act, the Company shall within one month after doing so, give notice thereof to the Registrar specifying as the case may be, the Shares consolidated, divided, converted, sub-divided, redeemed or cancelled or the stocks reconverted.

(b) The Company shall thereupon request the Registrar to record the notice and make any alterations which may be necessary in the Company's Memorandum or Articles or both.

12. Subject to the provisions of the Act and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and other guidelines issued in this context, the Company may at any time authorize the Board to create or implement one or more employee stock option plans or employee stock purchase plans, which may run simultaneously to any issue of Shares or securities to its employees and/or any other Persons whose contributions to the Company's performance including profitability is of material importance. Subject to applicable law, the Board may, at its discretion, create one or more trusts or other special purpose vehicles of any nature, and/or any other mechanism to implement one or more employee stock option plans or employee stock purchase plans and/or use the offices of any intermediaries to conceptualize, implement, manage, and/or administer any such schemes from time to time.

13. (a) Whenever the Capital, by reason of the issue of preference Shares, or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of Section 48 of the Act and these Articles, and whether or not the Company is being wound up, be varied, modified, commuted, affected or abrogated, or dealt with the consent in writing of the holders of at least three–fourths in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate Meeting of the holders of Shares of that class and all the provisions hereinafter contained as to a General Meeting shall, *mutatis mutandis*, apply to every such Meeting.

(b) This Article shall not derogate from any power the Company would have if this Article were omitted.

SHARES AND SHARE CERTIFICATES

14. The rights or privileges conferred upon the holders of the Shares of any class issued with preference or other rights, shall not unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied or modified or affected by the creation or issue of further Shares ranking *pari passu* therewith.

15. The provisions of Sections 43 and 47 of the Act in so far as the same may be applicable shall be observed by the Company.

16. Subject to the provisions of the Act and these Articles, the Shares (including any Shares forming part of any increased Capital of the Company) in the Capital of the Company for the time being shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of the same or any of them to such Persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provisions of Section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any Person or Persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the Capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call of Shares shall not be given to any Person or Persons without the sanction of the Company in the General Meeting.

17. The Board shall observe the restrictions as to allotment contained in Section 39 of the Act and shall cause to be made the return of allotment in accordance with Section 39 of the Act and the Rules.

18. In addition to and without derogating from the powers for that purpose conferred on the Board under Article 9 hereof and with the sanction of the Company in a General Meeting may, subject to the provisions of Section 62 of the Act, determine that any Shares (part of the original Capital or of any increased Capital of the Company) shall be offered to such Persons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Act) at a premium or at par or at a discount, as such General Meeting shall determine and with full power to give any Person/s (whether a Member or not) the option to call or be allotted Shares of any class of the Company either (subject to compliance with the provisions of Sections 52 and 53 of the Act) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting, or the Company in General Meeting may make any other provision whatsoever for the issue, allotment and disposal of any Shares.

19. The Company shall cause to be kept a Register of Members and an Index of Members in accordance with Section 88 of the Act and Register and Index of Debenture-holders in accordance with Section 88 of the Act. The Company shall be entitled to keep in any State or country outside India, a branch Register of Member resident in that State or country.

20. The Shares in the Capital shall be numbered progressively according to their several denominations, and except in the manner herein before mentioned, no Share shall be subdivided. Every forfeited or surrendered Share shall continue to bear the number by which the same was originally distinguished.

21. (a) An application signed by or on behalf of an applicant for Shares in the Company, followed by an allotment of any Share therein, shall be an acceptance of Shares within the meaning of these Articles.

(b) Every Person who thus or otherwise accepts any Shares and whose name is entered in the Register of Members shall, for the purposes of these Articles, be a Member.

22. The money, if any, which the Board of Directors shall, on the allotment of any Shares being made by it, required or direct to be paid by way of deposit, call or otherwise, in respect of the Shares so allotted, shall immediately on the insertion of the name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

23. Every Member shall pay to the Company the portion of the Capital represented by his Share or Shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times, and in such manner, as the Board of Directors shall, from time to time, in accordance with the Company's Regulations require or fix for the payment thereof.

24. (a) Where the Company issues Shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on those Shares shall be transferred to an account to be called “the Securities Premium Account” and the provisions of the Act relating to the reduction of the Capital of the Company shall except as provided in this Article, apply as if the Securities Premium Account were paid up Capital of the Company.

(b) The Securities Premium Account may, notwithstanding anything in sub-Article (a) above, be applied by the Company:

(i) in paying up unissued Shares of the Company to be issued to members of the Company as fully paid bonus Shares;

(ii) in writing off the preliminary expenses of the Company;

(iii) in writing off the expenses of or the commission paid or discount allowed on, any issue of Shares or Debentures of the Company;

(iv) in providing for the premium payable on the redemption of any redeemable preference Shares or of any Debenture of the Company; or

(v) for the purchase of its own shares or other securities under Section 68 of the Act.

25. If and whenever, as the result of issue of new or further Shares or any consolidation or subdivision of Shares, any Shares are held by Members in fractions, the Directors shall, subject to the provisions of the Act and the Articles and to the directions of the Company in a General Meeting, if any, sell those Shares, which Members hold in fractions, for the best price reasonably obtainable and shall pay and distribute to and amongst the Members entitled to such Shares in due proportion, the net proceeds of the sale thereof. For the purpose of giving effect to any such sale the Directors may authorize any Person to transfer the Shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

26. (a) Every Member or allottee of Shares shall be entitled, without payment, to receive one or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine; provided that such fee does not exceed the maximum fee agreed between the Company and the Stock Exchange) to several certificates, each for one or more of such Shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within fifteen days of the date of lodgment for transfer, transmission, sub-division, consolidation, renewal or endorsement of call of any of its Shares as the case may be. Every certificate of Shares shall be under the Seal of the Company, if any and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Directors may prescribe or approve.

(b) Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letters of advice or acceptance or letters of renunciation, or in cases of issue of bonus Shares.

Provided that if the letter of allotment is lost or destroyed, the Board may impose, such reasonable terms, if any, as it thinks fit as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence.

(c) For any further certificate the Board shall be entitled, but shall not be bound, to prescribe the charge not exceeding Rs. 50 (Rupees fifty) per certificate or such other limit as may be prescribed by the Act and the Rules.

27. (a) Any two or more joint allotees of a Share shall, for the purpose of this Article 27, be treated as a single Member, and the certificate of any Shares, which may be the subject of joint ownership may be delivered to any one of such joint owners on behalf of all of them and the company shall not be borne to issue more than one certificate and delivery of a certificate of Shares to one of several joint holders shall be sufficient delivery to all such holders.

(b) Subject to the provisions of the Act and the Rules or any statutory modification or reenactment thereof, for the time being in force, every such certificate shall be issued under the Seal, if any, which shall be affixed in the presence of (i) two Directors or Persons acting on behalf of the Directors under duly registered power of attorney and (ii) the Secretary or some other Person appointed by the Board for the purpose. The two Directors or their attorneys and the Secretary or other Person so appointed shall sign the Share certificate. Provided that if the Company does not have a Seal, the share certificate shall be signed by two directors or by a director and the Secretary. Provided further that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a Person other than a Managing Director or Whole-time Director.

(c) A Director may sign a Share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical material used for the purpose.

(d) Particulars of every Share certificate issued shall be entered in the Register of Members against the name of the Person to whom it has been issued indicating the date of issue and the amount paid up thereon.

(e) The Company shall comply with the provisions of Section 56 of the Act.

28. (a) No certificate of any Share or Shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the cages on the reverse for recording transfers have been duly utilized, unless the certificate in lieu of which it is issued is surrendered to the Company.

(b) The Company may charge such fee not exceeding that which may be agreed upon by the Company and the Stock Exchange per certificate, issued on splitting or consolidation of Share certificate except for marketable lots. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer or pursuant to a scheme of arrangement sanctioned by the National Company Law Tribunal or the Central Government.

(c) (i) Notwithstanding anything contained in the preceding Article, the Directors of the Company may in their absolute discretion refuse sub-division of Share certificates or Debenture certificates into denominations of less than the marketable lots except where such sub-division is required to be made to comply with a statutory provision or an order of a competent Court of law.

(ii) When a new Share certificate has been issued in pursuance of Article 28(a) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is “issued in lieu of share certificate No. .... subdivided/replaced/on consolidation of Shares”.

(iii) If a Share certificate is lost or destroyed, a new certificate in lieu thereof shall be issued only with the prior consent of the Board upon payment of such fees as may be agreed upon between the Company and the Stock Exchange, and on such terms, if any, as to evidence and indemnity and payment of out of pocket expenses incurred by the Company in investigating the evidence, as the Board thinks fit. The Company will issue such duplicate certificate within six weeks of notification of loss and receipt of proper indemnity.

(iv) When a new Share certificate has been issued in pursuance of Article 28(c)(iii) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is “duplicate issued in lieu of Share certificate No......”. The word “duplicate” shall be stamped or punched in bold letters across the face of the Share certificate.

(v) Where a new Share certificate has been issued in pursuance of Article 28(c)(i) or Article 28(c)(iii) of this Article, particulars of every such Share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating against the name(s) of the Person(s) to whom the certificate is issued, the number and date of issue of share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross references in the “Remarks” column.

(vi) Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulations or requirements of any Stock Exchange or the Rules or the rules made under Securities Contracts (Regulation) Act, 1956 or any other statutes or rules applicable in this behalf, including intimating the Stock Exchange within forty eight hours of receipt of information regarding loss of share certificates and issue of duplicate certificates, both by way of floppy disks and printed details.

29. (a) All blank forms to be used for issue of Share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board.

(b) The blank forms shall be consecutively machine numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or such other Person as the Board may appoint for the purpose.

(c) The Secretary or the Person aforesaid shall be responsible for rendering an account of these forms to the Board.

(d) The Managing Director of the Company, for the time being, or if the Company has no Managing Director, every Director of the Company and the Secretary, if any, shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of Share certificates, except the blank forms of Share certificates referred to in Article 29(a). All books referred to herein shall be preserved in good order permanently.

30. The provisions of the foregoing Articles relating to issue of certificates shall *mutatis mutandis* apply to the issue of certificates for any other securities including Debentures (except where otherwise provided by the Act) of the Company.

31. If any Share stands in the names of two or more Persons, the Person first named in the Register of Members shall, as regards receipt of Dividends or bonus, or service of notices and all other matters connected with the Company, except voting at Meetings, and the transfer of the Shares be deemed the sole holder; but the other joint holder(s) of the same shall not be relieved of his / their obligations in respect of payment of all installments and calls due on the Share and all incidents thereof in accordance with the Rules.

32. (a) Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall not be bound to recognize any benami, trust of equity or any equitable, contingent, future or partial interest in the Shares, or except only as is by these Articles otherwise expressly provided, any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the Persons who are from time to time, registered as the holders thereof; but the Board shall be at liberty, at its sole discretion, to register any Share in the joint names of any two or more Persons or the survivor or survivors of them.

(b) Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor (except in case where they are fully paid) or in the name of a Person of unsound mind, or in the name of any firm or partnership or trust.

33. Funds of the Company shall not be applied in the purchase of any Shares of the Company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any Shares in the Company or in its holding company, save as provided by Section 67 of the Act.

34. The Company may, by Special Resolution, purchase its own Shares or other securities, subject to such limits and on such terms and conditions specified under Sections 68 to 70 and other applicable provisions of the Act and the Rules.

35. The provisions of the Article under this heading shall *mutatis mutandis* apply to Debentures of the Company.

36. Dematerialisation of Securities

(a) Either the Company or the investor may exercise an option to issue, deal in, hold the securities (including Shares) with a Depository in electronic form and the certificate in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or re-enactment thereof.

(b) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing securities, rematerialize its securities held in the Depositories and / or offer its fresh securities in a dematerialised form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(c) Every Person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. If a Person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottees as the Beneficial Owner of the security.

(d) All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Section 89 and other applicable provisions of the Act, shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owner.

(e) (i) Notwithstanding anything to the contrary contained in the Act, or these Articles, a Depository shall be deemed to be registered owner for the purposes of effecting transfer of ownership of security on behalf of the Beneficial Owner.

(ii) Save as otherwise provided in (i) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every Person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.

(f) Except as ordered by any Court of competent jurisdiction or as required by any law, the Company shall be entitled to treat the Person whose name appears on the Register of Members as the holder of any Share or where the name appears as the Beneficial Owner of the Shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto in accordance with these Articles, on the part of any other Person whether or not it has express or implied notice thereof, but the Board shall be entitled at their sole discretion to register any Share in the joint names of any two or more Persons or the survivors or survivors of them.

(g) Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

(h) Upon receipt of certificates of securities on surrender by a Person who has entered into an agreement with the Depository through a Participant, the Company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly.

(i) If a Beneficial Owner seeks to opt out of a Depository in respect of any security, the Beneficial Owner shall inform the Depository accordingly.

The Depository shall on receipt of information as above make appropriate entries in its records and shall inform the Company.

The Company shall within thirty days of the receipt of intimation from the Depository and on fulfilment of such conditions and payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

(j) Notwithstanding anything in the Act, or these Articles, to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

(k) Except as specifically provided in these Articles, the provisions relating to joint holders of Shares, calls, lien on Shares, forfeiture of Shares and transfer and transmission of Shares shall be applicable to Shares held in Depository so far as they apply to Shares in physical form subject to the provisions of the Depository Act.

(l) Notwithstanding anything in the Act, or these Articles where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

(m) The Shares in the Capital shall be numbered progressively according to their several denominations provided, however, that the provision relating to progressive numbering shall not apply to the Shares of the Company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form. Except in the manner hereinabove mentioned, no Share shall be sub-divided. Every forfeited or surrendered Share held in material form shall continue to bear the number by which the same was originally distinguished.

(n) The Company shall cause to keep a Register and Index of Members and Register and Index of Debenture-holders in accordance with Section 88 of the Act, and the Depositories Act, with details of Shares and debentures held material and dematerialised forms in any media as may be permitted by law including in any form of electronic media. The Register and Index of Beneficial Owners maintained by a Depository under section 11 of the Depositories Act, shall be deemed to be Register and Index of Members and Register and Index of Debenture-holders, as the case may be, for the purpose of the Act. The Company shall have the power to keep in any state or country outside India a branch Register of Members resident in that State or country.

POWERS OF DIRECTORS

79. The Board of Directors shall not, except with the consent of the Company in General Meeting accorded by a Special Resolution:

(a) Sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

(b) Invest otherwise in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation.

(c) Borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of the Company's paid-up Capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

(d) Remit, or give time for the repayment of, any debt due from a Director.

(e) Dispose of shares in a material subsidiary of the Company which would reduce its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease to exercise control over the subsidiary.

(f) Sell, dispose of or lease assets amounting to more than twenty percent of the assets of a material subsidiary.

Explanation 1:- Every resolution passed by the Company in a General Meeting in relation to the exercise of the power referred to in sub-Article (c) of this Article 79 shall specify the total amount up to which money may be borrowed by the Board of Directors under sub-Article (c).

Explanation 2:- 'Material subsidiary' shall mean a subsidiary of the Company which the Company has disclosed to the Stock Exchange and in its annual report as being material.

80. The Board of Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of bonds, perpetual or redeemable, Debentures or debenture- stocks or any mortgage or charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled Capital for the time being.

81. Any bonds, Debentures, debenture-stocks or other securities issued or to be issued by the Company shall be under the control of the Board of Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company and in accordance with applicable provisions of the Act and Rules. Provided that bonds, Debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into Shares shall not be issued except with the sanction of the Company in General Meeting.

82. Debentures, debenture-stocks, bonds or other securities may be made assignable free from any equities between the Company and the Person to whom the same may be issued.

83. Any bonds, Debentures, debenture-stocks or other securities may be issued, subject to the provisions of the Act, and these Articles, at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, appoint of Directors and otherwise and subject to the following:

(a) The Company shall not issue any Debentures carrying voting rights at any Meeting of the Company whether generally or in respect of particular classes of business.

(b) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of the Act.

(c) Certain charges shall be void against the liquidators or creditors unless registered as provided in Section 77 of the Act and the Rules.

(d) The term `charge' shall include mortgage in these Articles.

(e) A contract with the Company to take up and pay for any Debentures of the Company may be enforced by a decree for specific performance.

(f) The Company shall, within six months after the allotment of any of its Debentures and within sixty days after the application for the registration of the transfer of any such Debentures or debenture-stocks have complete and have ready for delivery the certificate of all the Debentures and the certificates of all debenture-stocks allotted or transferred unless the conditions of issue of the Debentures or debenture-stocks otherwise provide. The expression transfer for the purpose of this Article 88(f) means a transfer duly stamped and otherwise valid and does not include any transfer which the Company is for any reason entitled to refuse to register and does not register.

(g) (i) A copy of the trust deed for securing any issue of Debentures shall be open for inspection to any Member or Debenture holder of the Company, in the same manner, to the same extent and on the payment of the same fees, as if it were the Register of Members of the Company; and

(ii) A copy of the trust deed shall be forwarded to any Member or Debenture holder of the Company, at the request, within seven days of the making thereof, on the payment of such fee as may be determined by the Board; provided that such fees shall not exceed the fees agreed between the Company and the Stock Exchange.

84. If any uncalled Capital of the Company is included in or charged by any mortgage or other security the Directors shall, subject to the provisions of the Act and these Articles, make calls on the Members in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or security is executed.

85. If the Directors or any of them or any other Person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or Person so becoming liable as aforesaid from any loss in respect of such liability.

86. (a) The provisions of the Act relating to registration of charges shall be complied with.

(b) In the case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

(c) Where a charge is created in India but comprises property outside India, the instrument creating or purporting to create the charge under Section 77 of the Act and the Rules or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situate, as provided by Section 77 of the Act and the Rules.

(d) Where any charge on any property of the Company required to be registered under Section 77 of the Act has been so registered, any Person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

(e) In respect of registration of charges on properties acquired subject to charge, the provisions of Section 79 of the Act shall be complied with.

(f) The Company shall comply with the provisions of the Act relating to particulars in case of Debentures entitling holders *pari passu*.

(g) The Company shall comply with the provisions of the Act in regard to registration of particulars of commission, allowance or discount paid or made, directly or indirectly, in connection with the debentures.

(h) The Company shall comply with the provisions of Section 78 of the Act as regards registration of particulars of every charge and of every series of debentures.

(i) As to modification of charges, the Company shall comply with the provisions of Section 79 of the Act.

(j) The Company shall comply with the provisions of Section 85 of the Act regarding keeping a copy of instrument creating charge at the Registered Office of the Company and comply with the provisions of Section 84 of the Act in regard to entering in the register of charges any appointment of receiver or manager as therein provided.

(k) The Company shall also comply with the provisions of Section 82 of the Act as to reporting satisfaction of any charge and procedure thereafter.

(l) The Company shall keep at its registered office a register of charges in the prescribed form and enter therein all charges specifically affecting any property of the Company and all floating charges on the undertaking or on any property of the Company.

(m) Any creditor or Member of the Company and any other Person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act and the Rules.

87. No notice of any trust, express or implied or constructive, shall be entered on the Register of Debenture-holders.

MEETINGS OF MEMBERS

88. (a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meeting in that year.

(b) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

(c) Nothing contained in the foregoing provisions shall be construed as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any Annual General Meeting may be held.

(d) Every Annual General Meeting shall be called for a time during business hours on a day that is not a public holiday, and shall be held either at the Registered Office of the Company or at some other place within the city or town in which the Registered Office of the Company is, for the time being, situated as the Board may determine and the notice calling the Meeting shall specify it as the Annual General Meeting.

(e) Every Member of the Company shall be entitled to attend every General Meeting either in Person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as such Auditor. No Person shall be permitted to act as a proxy for more than fifty Members or in respect of Shares aggregating more than ten per cent of the total Capital of the Company carrying voting rights. The proxy register with proxies and the Register of Directors' shareholdings shall remain open and accessible during the Meeting.

(f) At every Annual General Meeting, there shall be laid on the table the directors' report and audited statement of accounts and the Auditors' Report (if not already incorporated in the audited statement of accounts).

(g) A resolution of a General Meeting of the Shareholders shall be adopted by a simple majority of the Shares of Equity Capital entitled to vote at such Meeting (whether by show of hands, by poll or through electronic voting), unless a greater percentage is required by applicable law.

89. The Board shall cause to be prepared the annual return and balance sheet and profit and loss account and the consolidated financial statements required to be prepared under Section 129(3) of the Act and Article 212, and forward the same to the Registrar, in accordance with Sections 92 and 137 of the Act.

90. Section 98, Sections 101 to 107 and Section 109 of the Act with such adaptations and modifications, if any, as may be prescribed, shall apply with respect to Meetings of any class of Members or Debenture-holders of the Company in like manner as they apply with respect to General Meetings of the Company.

91. The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting. The Board shall at the requisition made by such number of Members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up Capital of the Company as on that date carries the right of voting.

92. If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

93. Any requisition so made by Members shall set out the matter or matters for the consideration of which the Meeting is proposed, shall be signed by the requisitionists, and shall be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.

94. If the Board does not, within twenty one days of the date of receipt of a valid requisition in regard to any matter, proceed to call a Meeting for the consideration of that matter on a day not later than forty five days from the date of receipt of such requisition, the Meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.

95. Any Meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible, as that in which Meeting are to be called by the Board.

96. (a) Twenty one days' notice of every General Meeting, Annual or Extra ordinary, and by whomsoever called, specifying the day, place and hour of the Meeting, and the general nature of the business to be transacted thereat, shall be given in the manner hereinafter provided, to such Persons as are under these Articles entitled to receive notice from the Company. Provided that, with the consent of the Members holding not less than ninety five per cent of such part of the paid up Capital of the Company as gives a right to vote at the Meeting, a Meeting may be convened by a shorter notice.

(b) In the case of an Annual General Meeting, any business other than (i) the consideration of the accounts, balance sheet and reports of the Board of Directors and Auditors, (ii) the declaration of a Dividend, (iii) the appointment of Directors in the place of those retiring, and (iv) the appointment of, and the fixing of the remuneration of, the Auditors, is to be transacted, and in the case of any other Meeting all business, shall be special, and there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of special business, including, in particular, the nature of the concern or interest, if any, therein of every Director and Key Managerial Personnel , if any, and their Relatives.

(c) Where any such item of business relates to, or affects any other Company, the extent of shareholding interest in that other Company of every Director and the Manager, if any, of the Company shall also be set out in such statement if the extent of such shareholding interest is not less than twenty per cent of the paid up Capital of that other Company.

(d) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

97. The accidental omission to give any such notice to, of the non-receipt of notice by any Member or other Person to whom it should be given shall not invalidate any proceedings at the Meeting.

98. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business, the general nature of which has not been mentioned in the notice upon which it was convened.

99. (a) Subject to the provisions of the Act, five Members present in Person shall be a quorum for a General Meeting.

(b) A body corporate, being a Member, shall be deemed to be personally present if represented in accordance with Section 113 of the Act.

100. (a) If the quorum is not present within half an hour from the time appointed for holding a General Meeting:

(i) the Meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; provided that in the case of an adjourned Meeting or of a change of day, time or place of meeting, the Company shall give not less than three days' notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the Office is situated; or

(ii) the Meeting if called by requisitionists under Article 91, shall stand cancelled.

(b) If at the adjourned Meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be the quorum.

101. (a) Subject to the provisions of these Articles, the Chairman of the Board of Directors shall preside as Chairman at every General Meeting, whether Annual or Extra-ordinary.

(b) If, at any Meeting the Chairman shall not be present within fifteen minutes of the time appointed for holding such Meeting, or shall decline to take the chair, then the Members present shall elect any other Director as Chairman, and if no Director be present or if all the Directors present at the Meeting decline to take the chair, then the Members present shall elect one of their number to be Chairman.

102. No business shall be discussed at any General Meeting except the election of Chairman, whilst the chair is vacant.

103. The Chairman may, with the consent of any Meeting at which a quorum is present, and shall, if so directed by the Meeting, adjourn the Meeting from time to time and from place to place.

104. No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

105. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting.

106. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

107. At any General Meeting, a resolution put to the vote of the Meeting shall, unless a poll is demanded under Section 109 of the Act or the voting is carried out electronically, be decided on a show of hands. declaration by the Chairman of the Meeting of the passing of a resolution or otherwise by show of hands under this Article 107 and an entry to that effect in the books containing the minutes of the Meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

108. In the case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairman shall, have a casting vote.

109. (a) If a poll is demanded as aforesaid, the same shall be taken at such time (not later than forty eight hours from the time when the demand was made) and place in the city or town in which the Registered Office of the Company is, for the time being, situate and either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

(b) The demand for a poll may be withdrawn, at any time, by the Persons who made the demand.

110. A Member may exercise his vote at a Meeting by electronic means in accordance with Section 108 of the Act (and the agreement between the Company and the Stock Exchange) and shall vote only once.

111. (a) Where a poll is to be taken, the Chairman of the Meeting shall appoint such number of scrutineers as he, in his sole discretion, deems fit to scrutinize the votes given on the poll and to report thereon to him.

(b) The Chairman shall have power, at any time, before the result of the poll is declared, to remove a scrutineer from office and fill the vacancy in the office of a scrutineer arising from such removal or from any other cause.

112. Any poll duly demanded on the election of a Chairman of a Meeting or on any question of adjournment shall be taken at the Meeting itself and without adjournment.

113. The demand for a poll, except on the questions of the election of the Chairman, and of an adjournment, shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTE OF MEMBERS

114. No Member shall be entitled to vote either personally, by proxy or electronically for another Member, at any General Meeting or at any Meeting of a class of Shareholders, either upon a show of hands, or upon a poll, in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, and has exercised, any right of lien.

115. A Member is not prohibited from exercising his voting on the ground that he has not held his Share or other interest in the Company for any specified prescribed period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the Article 114.

116. (a) Subject to the provisions of these Articles, and without prejudice to any special privileges or restrictions as to voting, for the time being attached to any class of Shares for the time being, forming part of the Capital of the Company, every Member, not disqualified by Article 114, shall be entitled to be present, and to speak and vote at such Meeting.

(b) Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

(i) on a show of hands, every Member present in person shall have one vote; and

(ii) on a poll, the voting rights of Members shall be in proportion to his share in the paid-up Capital of the Company.

Provided that if any preference share holder be present at any Meeting of the Company, save as provided in the second proviso to Section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting which directly affect the rights attached to his preference Shares.

117. (a) A body corporate may, if it is a Member of the Company, by a resolution of its board of directors or other governing body, authorize such person as it thinks fit to act as its representative at any General Meeting, or at any meeting of any class of Members of the Company.

(b) A person authorized by a resolution under Article 117(a) shall be entitled to exercise the same rights and powers, including the right to vote by proxy and by postal ballot, on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual Member of the Company.

118. If there be joint registered holders of any Shares, any one of such Persons may vote at any Meeting or may appoint another Person (whether a Member or not) as his proxy in respect of such Shares, as if he were solely entitled thereto and if more than one such joint holder be present at any Meeting either in person or by proxy, that one of the said Persons so present whose name stands higher on the Register of Members shall alone be entitled to speak and to vote

in respect of such Shares, but the other or others of the joint holders shall be entitled to be present at the Meeting.

119. Subject to the provisions of the Act and in accordance with these Articles, any Person entitled under the Articles pertaining to transmission to any Shares may vote at any General Meeting in respect thereof as if he was the registered holder of such Shares, provided that at least forty eight hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such Shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

120. (a) Subject to the provisions of these Articles, votes may be given by Members either in Person or by proxy.

(b) Any Member of the Company entitled to attend and vote at a Meeting of the Company shall be entitled to appoint any other Member as his proxy to attend and vote instead of himself. A Member (and in case of joint holders, all holders) shall not appoint more than one Person as proxy.

(c) In every notice called a meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself, and that proxy need not be a Member.

121. (a) The instrument appointing a proxy shall be in the form as specified in the Rules made under Section 105 of the Act and shall:

(i) be in writing; and

(ii) be signed by the appointee or his attorney duly authorized in writing or, if the appointee is a body corporate, be under its Seal, if any or be signed by an officer or an attorney duly authorised by it.

(b) The proxy so appointed shall not have any right to speak at the Meeting.

122. No Member present only by proxy shall be entitled to vote on a show of hands. The representative of a body corporate appointed in terms of Section 113 of the Act, however, shall have a vote on a show of hands.

123. (a) The President of India or the Governor of a State if he is a Member of the Company may appoint such Person as he thinks fit to act as his representative at any meeting of the Company or at any Meeting of any class of Members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

(b) A Person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a Member of such a Company and shall be entitled to exercise the same rights and powers (including the right to, vote by proxy) as the President or the Governor, as the case may be, could exercise, as a Member of the Company.

124. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of authority, shall be deposited at the office not less than forty eight hours before the time for holding the Meeting or adjourned Meeting at which the Person named in the instrument proposes to vote, or in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

125. Every instrument of proxy shall be in the form specified in the Rules and any other Rules made under Section 105 to the Act, or in a form as near thereto as circumstances admit.

126. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death, insanity, winding up of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given. Provided that no intimation in writing of such death, insanity, winding up, revocation or transfer shall have been received at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

127. No objection shall be raised to the qualification of the voter or to the validity of any vote, except at the Meeting or at the adjourned Meeting or on a poll at which such vote shall be given or tendered, and every vote whether given personally or by proxy, not disallowed at such Meeting or adjourned Meeting or poll shall be deemed valid for all purposes of such Meeting or poll whatsoever. Provided that, any such objection raised in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.

128. Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

129. The Chairman of any Meeting shall be the sole judge of the validity of every vote given or tendered at such Meeting.

The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

130. (a) The Company shall cause minutes of all proceedings of every meeting of every class of Shareholders or creditors' meeting and every resolution passed by postal ballot to be kept by making entries thereof in books kept for that purpose with their pages consecutively numbered within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot.

(b) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each Meeting in such book shall be dated and signed by the Chairman of the same Meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within this period, by a Director duly authorised by the Board for the purpose.

(c) The minutes of each Meeting shall contain a fair and correct summary of the proceedings thereat.

(d) All appointments of officers made at any of the Meetings aforesaid shall be included in the minutes of the Meeting.

(e) (i) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the Meeting:

(1) is, or could reasonably be regarded as defamatory of any Person;
(2) is irrelevant or immaterial to the proceedings; or
(3) is detrimental to the interest of the Company.

(ii) The Chairman of the Meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

(f) Any such minutes shall be kept in accordance with the provisions of the Act and shall be evidence of the proceedings recorded therein.

(g) (i) The books containing the minutes of the proceedings of any General Meeting shall be kept at the Office and shall be open, during business hours, for a period of two hours in the aggregate in each day, to the inspection of any Member without charge.

(ii) Any Member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board (which shall in no event exceed the fees agreed by the Company and the Stock Exchange), with a copy of any minutes referred to in Article 130(a).

131. The Board, and any Person(s) authorised by it, may take any action before the commencement of any General Meeting, or any Meeting of a class of Members in the Company, which they may think fit to ensure the security of the Meeting, the safety of the people attending the Meeting, and the future orderly conduct of the Meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the Meeting concerned shall be subject to such decision.

DIRECTORS

132. The persons hereinafter named shall be the first Directors, that is to say:

(a) Shri Aditya Vikram Birla;
(b) Shri Kumar Mangalam Birla; and
(c) Shri Mahesh Chandra Bagrodia.

133. (a) Until otherwise determined by a General Meeting and subject to Section 149 of the Act, and the provisions of these Articles, the number of Directors shall not be less than three and not more than fifteen.

(b) The majority Directors on the Board shall be resident Indian citizens.

134. (a) The Company shall in general, subject to the provisions of the Act, be entitled hereafter to agree with the Central or any State Government, Person, firm or corporation or any financial or lending Institution, the he or it shall have right to appoint his or its nominee(s) on the Board of the Company, upon such terms and conditions mutually agreed on.

135. Subject to the provisions of Section 152 of the Act, the number of Directors appointed under Article 134shall not exceed in the aggregate one-third of the total number of Directors for the time being in office.

136. (a) The Board of Directors shall be entitled to appoint an alternate Director to a Director who is not present in India for a period of not less than three months. No Person shall be appointed as an alternate Director for an independent Director unless he is qualified to be appointed as an independent Director under the provisions of the Act.

(b) An alternate Director appointed under this Article 136 shall vacate office if and when the original Director returns to such State in which meetings of the Board are ordinarily held.

(c) If the term of office of the original Director is determined before he so returns to that State, any provision in the Act or in these Articles for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the original Director, and not to the alternate Director.

(d) An alternate Director shall not hold office as such for a longer period than that permissible to the original Director in whose place he has been appointed.

137. (a) Subject to the provisions of Section 149 of the Act and the other applicable provisions of these Articles, the Board of Directors shall also have power any time and from time to time to appoint any person, other than a person who fails to get appointed as a Director in a General Meeting, as an additional Director, but so that the total number of Directors shall not, at any time exceed the maximum strength fixed for the Board by the Articles.

(b) Any Person so appointed as an additional Director shall remain in office only up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for the re-appointment at such Meeting subject to the provisions of the Act.

138. If the office of any Director appointed by the Company in General Meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy may, in default of and subject to these Articles, be filled by the Board of Directors at a meeting of the Board. The Director so appointed shall hold office only up to the date which the Director in whose place he is appointed would have held office if it had not been vacated.

139. No Director shall be required to hold any Shares as qualification Shares.

140. (a) At a General Meeting of the Company a motion shall not be made for the appointment of two or more Persons as Directors by a single resolution, unless a resolution that it shall be so made has first been agreed to by the Meeting without any vote being given against it.

(b) A resolution moved in contravention of Article 140(a) shall be void, whether or not objection was taken at the time of its being so moved. Provided that where a resolution so moved is passed, no provision for the automatic re-appointment of the retiring Director in default of another appointment shall apply, as herein before provided.

(c) For the purpose of this Article 140, a motion for approving a Person's appointment, or for nominating a Person for appointment, shall be treated as a motion for his appointment.

141. (a) A Person who is not a retiring Director shall be eligible for appointment to the office of Director at any General Meeting, if he or some Member intending to propose him has, not less than fourteen days before the Meeting, left at the Registered Office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office, as the case may be, to such member, if the Person succeeds in getting elected as a Director.

(b) The Company shall inform its Members of the candidature of a Person for the office of a Director or the intention of a Member to propose such Person as a candidate for that office, by serving individual notices on the Members not less than seven days before the Meeting. Provided that it shall not be necessary for the Company to serve individual notices upon the Members as aforesaid, if the Company advertises such candidature or intention, not less than seven days before the Meeting, in at least two newspapers circulating in the place where the Office of the Company is located, of which one is published in the English language and the other in the regional language of that place.

(c) Every Person (other than a Director retiring by rotation or otherwise or a Person who has left at the Office of the Company, a notice under Section 160 of the Act signifying his candidature for the office of Directors) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed.

142. A Person other than -

(a) A Director re-appointed after retirement by rotation or immediately on the expiry of his term of office; or

(b) An additional or alternate Director, or a Person filling a casual vacancy in the office of a Director under Section 161 of the Act, appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office; or

(c) A person named as a Director of the Company under its Articles as first registered,

shall not act as a Director of the Company unless he has, within thirty days of his appointment, signed and filed with the Registrar his consent in writing to act as such Director.

143. (a) The fee payable to a Director for attending a meeting of the Board or Committee thereof or a General Meeting shall be decided by the Board of Directors from time to time and shall not exceed Rs. 1,00,000 (Rupees one lakh) per meeting or such other limit as may be prescribed by the Act. The remuneration payable to a Director shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.

(b) Subject to the provisions of the Act, the Directors may be paid such further or additional remuneration, if any, as the Company in General Meeting shall, from time to time, determine, and such additional or further remuneration shall be divided among the Directors in such proportion and manner as the Board may, from time to time, determine, and in default of such determination shall be divided equally among the Directors entitled to remuneration.

(c) Subject to the provisions of the Act, if any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts, either by a fixed sum or otherwise, as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided.

144. The Board of Directors may allow and pay to any Director, who is not a resident of the place where the meetings of the Board or Committees thereof or General Meeting of the Company are held and who shall come to such place for the purpose of attending a meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for traveling, and other incidental expenses, in addition to his fee, if any, for attending such meeting as above specified, and if any Director be called upon to go or reside out of the ordinary place of his residence of the Company's business, he shall be entitled to be reimbursed all traveling and other expenses incurred in connection with the business of the Company.

145. The continuing Director(s) may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the continuing Director(s) may act for the purpose of increasing the number of Directors to that fixed for the quorum, or for summoning a General Meeting, but for no other purpose.

146. Subject to Section 167 of the Act, the office of a Director shall become vacant, if:

(a) he is found to be of unsound mind by a Court of competent jurisdiction;

(b) he applies to be adjudicated as an insolvent and his application is pending;

(c) he is an undischarged insolvent;

(d) he fails to pay any call made on him in respect of Shares of the Company held by him whether alone or jointly with others, within six months from the last date fixed for the payment of the call, unless the Central Government has, by notification in the Official Gazette, removed the disqualification incurred by such failure;

(e) he absents himself from all meetings of the Board held during a period of twelve months with or without seeking leave of absence of the Board;

(f) he becomes disqualified by an order of court under the provisions of the Act;

(g) he is removed in pursuance of Section 169 of the Act;

(h) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interest, in contravention of the provisions of Section 184 of the Act;

(i) he acts in contravention of Section 184 of the Act;

(j) he is convicted by a court of any offense involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; provided that the office shall be vacated by the Director even if he has filed an appeal against the order of such court;

(k) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.

147. (a) A Director of the Company, who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement entered into or a proposed contract or arrangement to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act. Provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into with any other company where any of the Directors of the Company holds or two or more of them together hold, not more than two per cent of the paid up Capital in any such other company.

(b) (i) In the case of a proposed contract or arrangement, the disclosure required to be made by a Director under Article 147(a) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he becomes so concerned or interested;

(iii) In the case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

(c) A Director shall give notice of his interests to the Company in the prescribed form at the first meeting of the Board of Directors in every financial year.

148. No Director shall as such interested Director, take any part in the discussion of, or vote on, any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote, and if he does vote, his vote shall be void. Provided however, that nothing herein contained shall apply to:

(a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;

(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely in his being a member holding not more than two per cent of its paid up Capital.

149. (a) The Company shall keep one or more Registers in accordance with Section 189 of the Act, and shall within the time specified therein, enter in such Register(s) the particulars of all contracts or arrangements to which Section 184 or Section 188 of the Act applies in the form prescribed by the Act and the Rules.

(b) The Registers shall be kept at the Office and shall be open to inspection at the Office and extracts may be taken there from and copies thereof may be required by any Member of the Company to the same extent, in the manner and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

150. Subject to the provisions of the Act and any other law for the time being in force, a Director may be or become a Director of any company promoted by the Company, or in which it may be interested as a vendor, Shareholder, or otherwise, and, subject to the provisions of the Act, no such Director shall be accountable for any benefits received as Director or shareholder of such other company.

151. (a) The Company shall keep at the Office a register containing the particulars of Directors, Managers, Secretaries, Key Managerial Personnel and other Persons mentioned in Section 170 of the Act and shall send to the Registrar, a return containing the particulars specified in such register and shall otherwise comply with the provisions of the said Section in all respects.

(b) The Company shall also keep at the Office a register in respect of the Shares or Debentures of the Company held by the Directors and Key Managerial Personnel as required by Section 170 of the Act, and shall otherwise duly comply with the provisions of the said Section in all respects.

152. (a) Every Director, Managing Director, Manager, Secretary or Key Managerial Personnel of the Company shall

immediately upon his appointment to any of the above offices in other body corporate, disclose to the Company the particulars relating to his office in the other body corporate or bodies corporate which are required to be specified under Section 170 of the Act and the Rules.

(b) Every Director and Key Managerial Personnel, shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of Section 170 of the Act and the Rules.

153. (a) The Company may (subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles) by passing a Special Resolution at the General Meeting remove any Director other than Special Directors or Debenture Directors before the expiry of his period of office.

(b) Special notice as provided by Section 115 of the Act shall be required of any resolution to remove a Director under this Article 153 or to appoint some other Person in place of a Director so removed at the meeting at which he is removed.

(c) On receipt of notice of a resolution to remove a Director under this Article 153, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is member of the Company) shall be entitled to be heard on the resolution at the meeting.

(d) Where notice is given of a resolution to remove a Director under this Article 153 and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and requests their notification to Members, the Company shall unless the representations are received by it too late for it to do so.

(i) In the notice of the resolution given to Members of the Company state the fact of the representations having been made, and

(i) Send a copy of the representation to every Member of the Company to whom notice of the Meeting is sent (whether before or after receipt of the representations by the Company), and if a copy of the representations, is not sent as aforesaid because they were received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representations be read out at the Meeting, provided that copies of the representations need not be sent or read out at the Meeting if so directed by the Court.

(e) Subject to the provisions of the other Articles hereof and in particular Article 151 hereof a vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board in pursuance of Section 161 of the Act be filled by the appointment of another Director in his stead by the Meeting at which he is removed, provided special notice of the intended appointment has been given under Article 153(b) hereof. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.

(f) If the vacancy is not filled under Article 153(e), it may be filled as a casual vacancy in accordance with the provisions, in so far as they may be applicable, of the said Article 136 and of Section 161 of the Act, and all the provisions of that Section shall apply accordingly;

Provided that the Director who was removed from office under this Article 153 shall not be re-appointed as a Director by the Board of Directors.

(g) Nothing contained in this Article 153 shall be taken:

(i) as depriving a Person removed thereunder of any compensation or damages payable to him in respect of the termination of his appointment as director or of any appointment terminating with that as director; or

(ii) as derogating from any power to remove a Director which may exist apart from this Article 153.

154. The continuing Directors may act notwithstanding any vacancy in the Board; but if so long as their number is reduced below the quorum prescribed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.

ROTATION OF DIRECTORS

155. Not less than two-third of the total number of Directors shall;

(a) be Persons whose period of office is liable to determination by retirement of Directors by rotation, and

(b) save as otherwise expressly provided in the Act, be appointed by the Company in General Meeting.

The remaining Directors shall, in default of and subject to any regulations in the Articles of the Company, also be appointed by the Company, in General Meeting. For the purposes of this Article 155 “total number of Directors” shall not include independent Directors on the Board, whether appointed under this Act or any other law for the time being in force.

156. (a) At every Annual General Meeting one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearer to one-third, shall retire from office.

(b) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between Persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot.

(c) At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other Person thereto.

(d) (i) If the place of the retiring Director is not so filled up and that meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place.

(ii) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless

(1) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
(2) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
(3) he is not qualified or is disqualified for appointment;
(4) a resolution, whether special or ordinary, is required for his appointment or re-appointment in virtue of any provisions of the Act; or

Explanation: In this Article the expression “Retiring Director” means Director retiring by rotation.

PROCEEDINGS OF DIRECTORS

157. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit and shall so meet at least once in every quarter and at least four such meetings shall be held in every calendar year and not more than one hundred and twenty days shall intervene between two consecutive meetings. The meetings of the Board may be called by the Company Secretary on instructions of any member of the Board or by any member of the Board or by the Chairman. The provisions of this Article 157 shall not be deemed to be contravened merely by reason of the fact that meetings of the Board, which had been called in compliance with the terms herein mentioned could not be held for want of quorum.

158. The participation of Directors in a meeting of the Board or a meeting of a Committee of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the provisions of the Act and the Rules.

159. (a) At least seven calendar days’ notice of every meeting of the Board shall be given in writing to every Director. Such notice shall be accompanied by the agenda setting out the business proposed to be transacted at the meeting of the Board, provided, however, that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent Director, if any, shall be present at the meeting. in case of absence of independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director, if any. Notice of Board Meetings to all Directors shall be given sent by hand delivery or by post or by electronic means to every Director at his address registered with the Company.

(b) The Board shall only transact the business set out in the agenda accompanying the notice to the Directors provided however that with the consent of the Board, any other business not set out in the agenda may be transacted.

160. The participation of directors in a meeting of the Board may be either in person or through video conferencing or other

audio visual means, as may be prescribed by the Act and the Rules, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time.

161. The quorum for a meeting of the Board shall be one-third of the total strength of the Board for the time being or three Directors whichever is higher, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this Article 161. Where a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday till the next succeeding day, which is not a national holiday, at the same time and place. If at the adjourned meeting also, there is no quorum, the Directors present at such adjourned meeting being not less than three in number shall constitute quorum for that particular meeting and the business as per the agenda already circulated to the Directors, in respect of the original meeting transacted by such Directors at such adjourned meeting shall be valid and binding.

162. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion which by or under the Act or the Articles or the Regulations of the Company are, for the time being, vested in or exercisable by the Board generally.

163. (a) The Board of Directors may create such Committees as it deems appropriate or as may be required by applicable law. Permanent invitees of the Committees, if any, shall be determined by the Board of Directors.

(b) The Board may, from time to time, dissolve or discharge any such Committee of the Board either wholly or in part and either as to Persons or purposes, but every Committee of the Board to be formed shall in the exercise of the powers so delegated conform to any regulations that may, from time to time, be imposed on it by the Board.

(c) All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purpose of their constitution but not otherwise shall have the like effect as is done by the Board.

164. The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto, and are not superseded by any regulations made by the Directors under Article 163. The Board may subject to the provisions of the Act from time to time fix the remuneration to be paid to any member or members of their body constituting a Committee appointed by the Board in terms of these Articles and may pay the same.

165. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

166. All acts done by any meeting of the Board or by a Committee of the Board, or by any Person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or Persons acting as aforesaid or that they or any of them were disqualified or that the appointment of any of them be terminated by virtue of any provisions contained in the Act in these Articles, be as valid as if every such Person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article 166 shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

167. (a) The Company shall cause minutes of all proceedings of every meeting of the Board and of every Committee of the Board to be kept by making entries thereof in books kept for that purpose with their pages consecutively numbered within thirty days of the conclusion of every such meeting.

(b) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each book shall be dated and signed by the Chairman of that meeting of the Board or of the Committee, as the case may be, or the Chairman of the next succeeding meeting of the Board or the Committee, as the case may be.

(c) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(d) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

(e) The minutes shall also contain details of:

(i) the names of Directors and other members of the Committee present at the meeting;

(ii) all orders made by the Board and any Committee of the Board;

(iii) all resolutions and proceedings of meetings of the Board; and

(iv) in the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from, or not concurring in, the resolution.

(f) Nothing contained in Articles 167(a) to 167(e) shall be deemed to require the inclusion in such minutes of any matter which, in the opinion of the Chairman of the Meeting:

(i) is, or could reasonably be regarded as defamatory of any Person;

(ii) is irrelevant or immaterial to the proceedings, or

(iii) is detrimental to the interest of the Company.

(g) The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this Article 167.

(h) Minutes kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

168. (a) The Directors shall cause to be kept at the registered office of the Company:

(i) A Register of the Directors, Managing Director, Manager and Secretary of the Company containing the particulars required by Section 170 of the Act;

(ii) A Register of Contracts with companies and firms in which the Directors are interested, containing the particulars required by Section 189 of the Act; and

(iii) A Register of Directors shareholding containing the particulars required by Section 170 of the Act; and

(iv) Other registers and indexes as required by the Act.

(b) The Company shall comply with the provisions of Sections 170, 189, 190 and other Sections of the Act with regard to the inspection of registers and furnishing copies or extracts so far as the same be applicable to the Company.

POWER OF DIRECTORS

169. The business of the Company shall be managed by the Board, and the Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other law or by the Memorandum of Association of the Company or by these Articles required to be exercised by the Company in a General Meeting, subject nevertheless to the provisions of the Act, any other law, or in the Memorandum of the Company or these Articles or any regulations, being not inconsistent therewith and duly made thereunder including regulations, made by the Company in a General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

170. (a) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.

(i) The power to make calls on Shareholders in respect of money unpaid on their Shares;
(ii) The power to authorize buy-back of securities of the Company under Section 68 of the Act;
(iii) The power to issue securities, including Debentures, whether in or outside India;
(iv) The power to borrow moneys;
(v) The power to invest the funds of the Company;
(vi) The power to grant loans or give guarantee or provide security in respect of loans;
(vii) The power to approve financial statements and the Directors' report;
(viii) The power to diversify the business of the Company;
(ix) The power to approve amalgamation, merger or reconstruction;
(x) The power to take over a company or acquire a controlling or substantial stake in another company;
(xi) The power to make political contributions;
(xii) The power to appoint or remove Key Managerial Personnel of the Company;
(xiii) To appoint internal auditors and secretarial auditor;

(xiv) The power to take note of appointment(s) or removal(s) of employees of the Company one level below the Key Managerial Personnel of the Company;

(xv) The power to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;

(xvi) The power to invite or accept or renew public deposits and related matters;

(xvii) The power to review or change the terms and conditions of public deposits; and

(xviii) The power to approve quarterly, half yearly and annual financial statements or financial results, as the case may be.

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in Articles 170(a)(iv), 170(a)(v) and 170(a)(vi) above on such condition as the Board may prescribe.

(b) Nothing in this Article shall be deemed to affect the right of the Company in a General Meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in items (i) to (xviii) of Article 170(a) above.

171. Without prejudice to the general powers conferred by Article 170 and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by the Act and these Articles, but subject to the restrictions contained in the other Articles hereof, it is hereby declared that the Directors shall have the following powers:

(a) to pay/reimburse the costs, charges, and expenses, preliminary and incidental to the incorporation, promotion, establishment and registration of the Company;

(b) to purchase or otherwise acquire for the Company any lands, buildings, machinery, premises, assets, hereditaments property, effects, rights or privileges, credits, royalties, bounties and goodwill of any Person, firm or company which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit, and in any such purchase or other acquisition accept such title as the Directors may believe or may be advised to be reasonably satisfactory;

(c) to pay and charge to the Capital account of the company any commission or interest lawfully payable thereat under the provisions of Section 40 of the Act;

(d) at their discretion, and subject to the provisions of the Act, to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partly, in cash or in Shares, stock, bonds, Debentures, debenture-stock, mortgages or other securities of the Company, and any such Shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, Debentures, debenture-stock, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled Capital or not so charged;

(e) to secure the fulfilment of any contract or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled Capital for the time being or in such manner as the Directors may think fit;

(f) to accept from any Member, so far as may be permissible by law, a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed;

(g) to appoint any Person to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purpose; and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees;

(h) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or its other employees or otherwise concerning the affairs of the Company, and also to compound and allow time for payment on satisfaction of any debts due, and of any claims or demands by or against the Company, and to refer any differences to arbitration, and to observe and perform any awards made thereon;

(i) subject to the provisions of the Act, to give in the name and on behalf of the Company such indemnities and guarantees as may be necessary;

(j) to act on behalf of the Company in all matters relating to bankrupts and insolvents;

(k) to make and give receipts, release, and other discharges for moneys payable to the Company and for the claims and demands of the Company;

(l) subject to the provisions of Sections 179, 180 and 186 of the Act, to invest and deal with any moneys of the Company upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and, from time to time, vary or realize such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name;

(m) to execute in the name and on behalf of the Company in favour of any Director or other Person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit; and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;

(n) to determine, from time to time, who shall be entitled to sign, on the Company's behalf, bills, promissory notes, receipts, acceptances, endorsements, cheques, Dividend warrants, releases, contracts, instruments and documents, and general correspondence, and to give the necessary authority for such purpose;

(o) subject to the provisions of the Act and the Rules, to provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and other Persons who are or were working for the Company delegated or seconded by any other organizations and the wives, widows and families or the dependents or connections of such Persons by building or contributing to the building of houses, dwellings, or by grants of money, pensions, gratuities, bonus, allowances or other payments; or by creating and from time to time subscribing or contributing to provident fund, including acceptance of transfer of money or from any other provident fund and any superannuation fund for being credited to the relevant fund created by the Company and to other associations, institutions, funds or trusts including any research and development organizations, training schools, by providing or subscribing or contributing towards research and development centres and places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Directors shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, educational, cultural, social and other institutions for objects which shall have any moral or other claims to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise;

(p) (i) before recommending any Dividend, to set aside, out of the profits of the Company such sums as they may think proper for depreciation in accordance with the provisions of the Act, or as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares) as the Board may, from time to time, think fit;

(ii) before the declaration of any dividend in any Financial Year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the Company; and

(iii) carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

(q) to distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company, and to give to any Director, officer or other Person employed by or working for the Company, a commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company;

(r) to effect, make and enter into, on behalf of the Company, all transactions, agreements and other contracts within the scope of the business of the Company; and to appoint, constitute and at their discretion, remove or dissolve any consultant, advisors and Committee(s) as they may from time to time think fit, and to determine their powers and duties and fix their remuneration;

(s) from time to time and at any time, to make such arrangements as the Directors may consider appropriate for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any Person(s) to be in charge of such offices;

(t) subject to Section 179 of the Act, from time to time, and at any time to appoint any Person and to delegate to the Person so appointed, any of the powers, authorities and discretion for the time being vested in the Directors; and to authorize any Person to fill up any vacancies therein and to act notwithstanding vacancies; and such appointment or delegation may be made on such terms, and subject to such conditions as the Directors may think fit, and the Directors may, at any time remove any Person so appointed, and may annul or vary any such delegation;

(u) at any time, and from time to time, by power of attorney to appoint any Person or Persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these presents) and subject to the provisions of Section 179 of the Act and for such period and subject to such conditions as the Directors may, from time to time, think fit, and any such appointment may (if the Directors think fit) be made in favour of any Person or in favour of any Company, or the Shareholders, Directors, nominees or Managers of any Company or firm or otherwise in favour of any fluctuating body of Persons whether nominated directly or indirectly by the Directors and any such power of attorney may contain such powers for the protection of convenience of Persons dealing with such attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;

(v) subject to Section 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;

(w) to purchase or otherwise acquire or obtain licence for the use of, and to sell, exchange or grant licence for the use of any trade mark, patent, invention or technical know-how;

(x) to undertake on behalf of the Company any payment of all rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned or to otherwise acquired by the Company, and to purchase the reversion or reversions, and otherwise to acquire the fee simple of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate;

(y) to improve, manage, develop, exchange, lease, sell, re-sell, and re-purchase, dispose of, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company has or may have interest;

(z) to let, sell or otherwise dispose of, subject to the provisions of Section 180 of the Act any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and accept payments of satisfaction for the same in cash or otherwise as they think fit;

(aa) from time to time to make, vary and repeal bye-laws, regulations and other rules, guidelines or instructions for regulating the business of the Company, its officials employees and other Persons having dealings with the Company;

(bb) to get insured and keep insured against loss or damage by fire or otherwise for such period and to such extend as they may think proper, all or any part of the building, machinery, goods, stores, produce and other movable property of the Company either separately or co-jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to assign, surrender or discontinue any policies of assurance effected in pursuance of this power; and

(cc) Subject to Section 179 of the Act, to open accounts with any bank or bankers or with any Company, firm or individual and to pay money into and draw money from any account from time to time as the Directors may think fit.

DECISIONS OF THE BOARD OF DIRECTORS

172. A resolution of the Board of Directors shall be adopted by the affirmative vote of the majority of the Directors present at a meeting, at which a quorum of the Board of Directors is present.

177. (a) The Company shall not appoint or employ, or continue the appointment or employment of, a Person as its Managing or Whole-time Director who;

(i) is an undischarged insolvent, or has, at any time, been adjudged an insolvent;
(ii) suspends, or has, at any time, suspended with his creditors, or makes, or has at any time made, a composition with them; or
(iii) is, or has at any time been convicted by a Court of an offense involving moral turpitude.

(b) If the Managing or Whole-time Director ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director or whole time Director, as the case may be, of the Company.

DIVIDENDS

182. The profits of the Company, subject to the provisions of these Articles, shall be divisible among the Members in proportion to the amount of Capital paid up or credited as paid up on the Shares held by them respectively but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such share shall rank for Dividend accordingly.

183. The Company, in General Meeting, may declare Dividends to be paid to Members according to their respective rights but no Dividend shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a lower Dividend.

184. No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act, or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both.

Provided that:

(a) if the Company has not provided for depreciation for any previous Financial Year or years, it shall, before declaring or paying any Dividend for any Financial Year, provide for such depreciation out of the profits of that Financial Year or out of the profits of any other previous Financial Year or years;

(b) if the Company has incurred any loss in any previous Financial Year or years, the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous Financial Year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Schedule II of the Act or against both.

Provided further that, no Dividend shall be declared or paid for any Financial Year out of the profits of the Company for that year arrived at after providing for depreciation as above, except after the transfer to the reserves of the Company of such percentage of its profits for that year as may be prescribed in accordance with Section 123 of the Act or such high percentage of its profits as may be allowed in accordance with that Section.

Provided further that, the Board may carry forward any profits which it may consider necessary not to divide, without setting them aside as reserve.

185. The Board may, from time to time, pay to the Members such interim Dividend as in its judgment the position of the Company justifies.

186. Where the Capital is paid in advance of the calls upon the footing that the same shall carry interest, such Capital shall not, whilst carrying interest, confer a right to participate in profits.

187. The Company shall pay Dividends in proportion to the amount paid up or credit as paid-up on some Shares than on others.

188. The Board may retain the Dividends payable upon Shares in respect of which any Person has become entitled to be a Member under Article 56 or any Person under that Article is entitled to transfer until such Person becomes a Member in respect of such Shares or shall duly transfer the same.

189. A waiver in whole or in part of any Dividend on any Share by any document (whether or not under Seal, if any) shall be effective only if such document is signed by the Member (or the Person entitled to the Share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

190. Any one of the several Persons who are registered as joint holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or other moneys payable in respect of such Share.

191. No Member shall be entitled to receive payment of any interest or Dividend or bonus in respect of his Share whilst any moneys may be due or owing from him to the Company in respect of such Share or otherwise, however, either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any Member all such sums of money so due from him to the Company.

192. (a) Unless otherwise directed, any Dividend payable in cash in respect of Shares may be paid by electronic mode, cheque or warrant payable only in India, or by a pay slip or receipt having the force of a cheque or warrant, sent through the post to the registered address of the Member or Person entitled, or in case of joint holders to that one of them first named in the Register of Members in respect of the joint holding.

(b) Every such cheque or warrant shall be made payable to the registered holder of Shares or to his order or to his bankers.

(c) Payment in any way whatsoever shall be made at the risk of the Person entitled to the money paid or to be paid. The Company shall not be liable or responsible for any cheque or warrants or payslip or receipt lost in transmission, or for any Dividend lost to the Member or Person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature on any payslip or receipt or the fraudulent or improper recovery of the Dividend by and other means. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

193. The Company shall pay the Dividend or send the cheque or warrant or given instructions for payment in electronic mode in respect thereof to the Member entitled to the payment of Dividend in accordance with the provisions of the law from the date of the declaration unless:

(a) where the Dividend could not be paid by reason of the operation of any law;
(b) where a Shareholder has given directions regarding the payment of the Dividend and those directions cannot be complied with;
(c) where there is a dispute regarding the right to receive the Dividend; or
(d where for any other reason, the failure to pay the Dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

194. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the Shares.

195. No unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by law, and such forfeiture, when affected, shall be annulled in appropriate cases, and the Company shall comply with the provisions of Section 124 of the Act, as applicable, in respect of such Dividend.

196. Unclaimed Dividends shall be transferred to the unpaid Dividend account of the Company as hereinafter provided:

(a) Where the Dividend has been declared but not paid but the warrant in respect thereof has not been posted, within thirty days from the date of the declaration to any Shareholder entitled to the payment thereof, the Company shall within seven days from the date of expiry of the said period of thirty days transfer the total amount of Dividend which remains unpaid or in relation to which no Dividend warrant has been posted within the said period of thirty days to a special account to be opened by the Company in that behalf in any Scheduled Bank to be called "Unpaid Dividend Account of "……".

A claim to any money so transferred to the general revenue account may be preferred to the Central Government by the Shareholders to whom the money is due.

(b) Any money transferred to the unpaid Dividend account of the Company in pursuance of sub-Article (a) hereof which remains unpaid or unclaimed for a period for seven consecutive years or more from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund;

(c) The Company shall, when making any transfer under Article 196(b) hereof to the general revenue account of the Central Government of any unpaid or unclaimed Dividend, furnish to such officer as the Central Government may appoint in this behalf a statement in the prescribed form setting forth in respect of all sums included in such transfer, the nature of the sums, the names and last known addresses of the Persons entitled to receive the sum, the amount to which each Person is entitled, and the nature of his claim thereto and such other particulars as may be prescribed by the Central Government.

197. Any General Meeting declaring a Dividend may, on the recommendations of the Board of Directors, make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the Dividend payable to him, and so that the call be made payable at the same time as the Dividend; and the Dividend may, if so arranged between the Company and the Members, be set off against the call.

198. No Dividend shall be payable except in cash. Provided that nothing in this Article 198 shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.

199. Subject to the rights of Persons, if any, entitled to Shares with special rights as to Dividends, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, Dividends may be declared and paid according to the amounts of the Shares. No amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article 199 as paid on the Share.

200. The Board may deduct from any Dividend payable to any Member all sums of money, if any, presently payable by

him to the Company on account of calls or otherwise in relation to the Shares of the Company.

201. No Dividend shall bear interest against the Company.

DOCUMENTS AND NOTICES

214. (a) A document or notice may be served or given by the Company on any Member or officer of the Company either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices in him or by electronic mail.

(b) Where a document or notice is sent by post, service of the documents or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice. Provided that where a Member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgment due and has deposited with the Company a sum, sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless, it is sent in the manner intimated by the Member, and such service shall be deemed to have been effected in the case of a notice of a Meeting, at the expiration of forty eight hours after the letter containing the documents or notice is posted, and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

(c) Where a document or notice is sent by electronic mail, the document or notice shall be deemed to have been delivered upon an electronic mail containing the document or notice being sent to the email address provided to the Company by the Member.

215. A document or notice advertised in a newspaper circulating in the neighbourhood of the Office shall be deemed to be duly served or sent on the day on which the advertisement appears, on every Member who has no registered address in India or has not supplied to the Company an address within India for the serving of document on or the sending of notices to him.

216. A document or notice may be served or given by the Company on or to the joint-holders of a Share / Debenture by serving or giving the document or notice on or to the joint-holder named first in the Register of Members/ Register of Debenture-holders in respect of the Share/Debenture.

217. A document or notice may be served or given by the Company on or to the Persons entitled to a Share in consequence of death, insolvency or winding up of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of deceased, official assignee, receiver or liquidator of the Member in insolvency or winding-up or by any like description, at the address, if any, in India, supplied for the purpose by the Persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death, insolvency or winding up had not occurred.

218. Documents of every General Meeting shall be served or given in the same manner hereinbefore authorized on or to every Member and to the Auditor or Auditors for the time being of the Company; and shall be served in the manner provided in Article 214 on every Person entitled to a share in consequence of the death, insolvency or winding up of a Member.

219. Every Person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such share, which previously to his name and address being entered on the register of Members, shall have been duly served on or given to the Person from whom he derives his title to such share.

220. Any document or notice to be served or given by the Company may be signed by any Director, Secretary or some Person duly authorized by the Board of Directors for such purpose and the signature may be written, printed or lithographed.

221. All documents or notice to be served or given by Members on or to the Company or any Officer thereof shall be served or given by sending the same to the Company or officer at the Registered Office by post under a certificate of posting or by registered post, or by leaving the same at its Registered Office.

222. A Notice may be served on the Registrar by sending it to him at his office by post under a certificate of posting or by registered post, or by delivering it to, or leaving it for him at his office.

Part II

1. OVERRIDING EFFECT

In the event of any conflict between Part I of the Articles of Association and Part II of the Articles of Association, the provisions of Part II of the Articles of Association shall prevail.

2. DEFINITIONS & INTERPRETATION

2.1. Definitions

Unless the context otherwise requires, the following words and terms shall have the meanings set forth below:

"**Acceptance Notice**" shall have the meaning given to it in Article 13.3.3;

"**Act**" means the Indian Companies Act, 2013 and shall include the provisions of the Indian Companies Act, 1956, to the extent the corresponding provision in the Indian Companies Act, 2013 has not been notified;

"**Affiliate**" of a Person means any other Person that directly or indirectly, through one or more intermediaries, (a) owns greater than 26% of the voting equity or interest of such Person or is similarly owned by such Person; and (b) Controls, is Controlled by, or is under common Control with, such first Person, and in the case of a natural Person, shall include his or her Relatives;

"**Agreed Shared Costs**" shall have the meaning as agreed, *inter alia*, among the Parties in the Implementation Agreement;

"**Big Four Accounting Firm**" shall mean any of (i) KPMG, (ii) Deloitte Touche Tohmatsu Limited (iii) Ernst and Young LLP, or (iv) PricewaterhouseCoopers, or any of their Indian associates and affiliates.

"**Board**" means the board of directors of the Company constituted in accordance with the Articles of Association from time to time;

"**Books and Records**" means all accounting, financial reporting, tax, business, marketing and corporate files, documents, instruments, papers, books, registers and records (statutory or otherwise) of the Company and its Subsidiaries, including technical records, financial statements, journals, deeds, manuals, minute books, customer and client lists, reports, files, documents, electronic information and operating data, contracts, memoranda of understanding and agreements, in whatever form;

"**Business**" means the provision of fixed and mobile telecommunications services to consumer and enterprise customers, including direct-to-consumer video and content services that are bundled with telecommunications services by the Company and its Subsidiaries in the Territory, and subject to amendment in accordance with Article 10 (*Reserved Matters*), any other business carried on by the Company and its Subsidiaries;

"**Business Day**" means a day other than Saturday and Sunday on which banks are open for normal banking business in London, United Kingdom, Mauritius, the Netherlands and Mumbai, India;

"**Business Plan**" means the detailed operating budget and the financial and strategic plan of the Company as prepared, approved and amended from time to time in accordance with the Articles of Association;

"**Call Option 1**" shall have the meaning given to it in Article 12.3.1(a);

"**Call Option 1 Equity Share Value**" means the Call Option 1 Equity Value divided by the sum of:

(a) the number of Equity Shares of the Company (on a fully diluted basis) as on the Effective Date;

(b) (without double counting) the number of Equity Shares issued pursuant to all Rights Recapitalisations occurring under Article 4; and

(c) the number of Equity Shares issued as bonus shares with respect to any of the Equity Shares falling within (a) or (b) above,

and adjusted in customary manner for any split or reverse-split made with respect to such Equity Shares on or after the date on which they were issued;

"**Call Option 1 Equity Value**" means, in relation to a Call Option 1 Notice, the amount that is equal to the sum of:

(a) Rs.945,524 million; and

(b) (without double counting) the aggregate of value of all gross consideration received or receivable by the Company pursuant to all Rights Recapitalisations occurring under Article 4 and before the date of that Call Option 1 Notice;

"**Call Option 1 Notice**" shall have the meaning given to it in Article 12.3.1(c);

"**Call Option 1 Period**" means a period of 36 (thirty six) months and one (1) Business Day from the Effective Date;

"**Call Option 1 Price**" shall have the meaning given to it in Article 12.3.1(c);

"**Call Option 1 Purchaser**" shall have the meaning given to it in Article 12.3.1(c);

"**Call Option 1 Shares**" shall have the meaning given to it in Article 12.3.1(c);

"**Call Option 2**" shall have the meaning given to it in Article 12.3.2(a);

"**Call Option 2 Notice**" shall have the meaning given to it in Article 12.3.2(d);

"**Call Option 2 Period**" shall have the meaning given to it in Article 12.3.2(a);

"**Call Option 2 Price**" shall have the meaning given to it in Article 12.3.2(e);

"**Call Option 2 Purchaser**" shall have the meaning given to it in Article 12.3.2(d);

"**Call Option 2 Shares**" shall have the meaning given to it in Article 12.3.2(b);

"**Call Option Cap**" means at any specified time, the number of Equity Shares that is equal to 50% of the Excess Equity Shares at such time (rounded down to the nearest whole Equity Share) (it being acknowledged that, at the end of the Effective Date, the Call Option Cap will not exceed 10.75% of the Share Capital);

"**Capped Options**" means Call Option 1, Call Option 2, Step Down Option 1 and the Rights Recapitalisation Call Option;

"**CEO**" means the chief executive officer of the Company, appointed from time to time in accordance with the Articles of Association;

"**CFO**" means the chief financial officer of the Company, appointed from time to time in accordance with the Articles of Association;

"**Chairperson**" shall have the meaning given to it in Article 5.7.1;

"**Charged Rights**" shall have the meaning given to it in Article 13A;

"**Charged Shares**" shall have the meaning given to it in Article 13A;

"**Circular Resolution**" shall have the meaning given to it in Article 5.8.1;

"**CoC Exercise Notice**" shall have the meaning given to it in Article 16.2.1;

"**CoC Notice**" shall have the meaning given to it in Article 16.1;

"**CoC Shareholder**" shall have the meaning given to it in Article 16.1;

"**CoC Shares**" shall have the meaning given to it in Article 16.2.1;

"Committee" shall have the meaning given to it in Article 5.4.1;

"**Company**" means Vodafone Idea Limited, a company incorporated under the laws of India having its registered office at Suman Tower, Plot No. 18, Sector 11, Gandhinagar, Gujarat 382011, India;

"**Competing Business**" means a business in the Territory that is the same as or substantially similar to the Business;

"**COO**" means the chief operating officer of the Company, appointed from time to time in accordance with the Articles of Association;

"**Control**" (including with correlative meaning, the terms "**Controlled by**" and "**under common Control**" with) means the right to appoint the majority of the directors or to control the management or policy decisions of a Person, exercisable by a Person or Persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner;

"**Deadlock**" shall have the meaning given to it in Article 14.1;

"**Deadlock Notice**" shall have the meaning given to it in Article 14.2;

"**Deed of Adherence**" means the deed of adherence set out in the Shareholders' Agreement;

"**Defaulting Promoter Group**" shall have the meaning given to it in Article 15.1.1;

"**Defaulting Shareholder Group**" shall have the meaning given to it in Article 15.2.1;

"**Diluted Group**" shall have the meaning given to it in Article 4.8.1;

"**Directors**" mean the members of the Board appointed in accordance with the Articles of Association;

"**Draft Revised Business Plan**" shall have the meaning given to it in Article 11.1;

"**Dynamo Agreement**" means the agreement between Vodafone Plc and Dynamo Finance Designated Activity Company dated 2 February 2019 (as amended from time to time);

"**EBITDA**" means the consolidated profit before tax of the Company as per the Financial Statements for that relevant period after adding back:

(a) any amount attributable to amortisation of intangible assets and goodwill, and depreciation of tangible assets;

(b) Finance Charges;

(c) items treated as exceptional;

(d) Integration Costs; and

(e) Agreed Shared Costs,

in each case, to the extent added, deducted or taken into account, as the case may be, in determining the consolidated profit before tax of the Company as per the relevant Financial Statements;

"**Effective Date**" means 31 August 2018;

"**Encumbrance**" (including with correlative meaning, "Encumber") means, (i) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any Person, or other agreement or arrangement having a similar effect (including any sale and leaseback agreement or arrangement and any sale and repurchase agreement or arrangement), including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under applicable Law, (ii) any proxy for exercising voting rights issued to any third party, power of attorney issued to any third party for transferring and/or exercising any rights, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any Person, and (iii) any adverse claim as to title, possession or use;

"**Enforced Entity**" shall have the meaning given to it in Article 13.2.3A;

"**Enforcement Event**" shall have the meaning given to it in the Dynamo Agreement (and any material amendment to the definition of "Enforcement Event" in the Dynamo Agreement after 2 February 2019 which adversely affects the ICL Group Shareholders shall require the prior written consent of the ICL Group Shareholders, such consent not to be unreasonably withheld, conditioned or delayed)

"**Equal Offer Notice**" shall have the meaning given to it in Article 12.6.3(a);

"**Equal Offer Period**" shall have the meaning given to it in Article 12.6.3(b);

"**Equal Shareholding Date**" means the first date on which the number of Excess Equity Shares becomes zero;

"**Equity Shares**" means fully-paid up equity shares issued from time to time forming part of the Share Capital;

"**Event of Default**" shall have the meaning given to it in Article 15.2.1;

"**Excess Equity Shares**" means, at any specified time and subject to Articles 4.6, 12.1.1, and 12.3.2(i), the number of Equity Shares that is equal to the greater of:

(a) zero; and

(b) (i) the Shareholding of the Vodafone Group Shareholders at such time minus (ii) the Shareholding of the ICL Group Shareholders at such time;

"**Excluded Financial Investor**" means any Financial Investor:

(a) where 33% or more of that Financial Investor's assets under management comprise an equity holding in a single Person that conducts a business that is similar to the Business within or outside the Territory; or

(b) whose Investment Manager is Controlled by a Person who conducts a business that is similar to the Business within or outside the Territory;

"**Extended RCO Period**" shall have the meaning given to it in Article 4.7.1(c);

"**Facility Agreement**" means the facility agreement between inter alios Dynamo Finance Designated Activity Company and HSBC Bank plc as agent, among others, dated 2 February 2019 (as amended from time to time);

"**Fair Market Value**" means the Volume Weighted Average Market Price for a period of three (3) months preceding the Relevant Date, as traded on the Recognised Stock Exchange where the maximum volume of trading in the Equity Shares of the Company is recorded during the three-month period prior to the Relevant Date;

"**Finance Charges**" means, for any relevant period, the aggregate amount of interest, commission, fees, discounts, prepayment penalties or premiums, Forex Losses or Gains (if net losses) and other finance payments in respect of Financial Indebtedness whether accrued, paid or payable in respect of that relevant period, net of any treasury income (representing income from investing surplus cash in securities as per the treasury policy of the Company), or interest or similar income and Forex Losses or Gains (if net gains) whether accrued, received or receivable, and:

(a) including the interest element of leasing and hire purchase payments;
(b) including the mark to market gains or losses, whether realised or unrealised, on foreign exchange rate and interest rate derivative financial instruments; and
(c) including any amounts in the nature of interest payable in respect of any shares other than ordinary equity share capital;

"**Financial Indebtedness**" means any borrowings or indebtedness for or in respect of:

(a) moneys borrowed;
(b) accrued interest payable;
(c) any interest bearing amount raised by acceptance under any acceptance credit, bill acceptance or bill endorsement facility or dematerialised equivalent;
(d) any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or any similar instrument;
(e) the amount of any liability in respect of any finance lease;
(f) receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis);
(g) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing under Ind AS;
(h) any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account); and
(i) shares which are expressed to be redeemable or shares or instruments convertible into shares (other than compulsorily convertible instruments),

provided in each case that there shall be no double-counting of any indebtedness;

"**Financial Investor**" means any organisation (including banks, insurance companies, hedge funds, endowment funds, pension funds, sovereign wealth funds and other financial institutions) engaged in the business of holding and managing assets (including securities) or wealth management, for and on behalf of its clients, other than an Excluded Financial Investor;

"**Financial Statements**" means in relation to the Company the consolidated quarterly financial statements of the Company and its Subsidiaries prepared under Ind AS;

"**Financial Year**" means the Company's fiscal year beginning on 1 April of each calendar year and ending on 31 March of the immediately succeeding calendar year, or such other period as the Board or the Shareholders, as the case may be, determine in accordance with applicable Law;

"**Financier**" means any Agent, Security Agent or Lender (as such terms are defined in the Facility Agreement) under the Facility Agreement from time to time and any agent, attorney, delegate, receiver or trustee of or for such Agent, Security Agent or Lender;

"**First Refusal Right**" shall have the meaning given to it in Article 13.3.1;

"**Forex Losses or Gains**" means the net foreign exchange gains or losses with respect to Financial Indebtedness denominated in currency other than INR;

"**General Meeting**" shall have the meaning given to it in Article 6.1;

"**GIL**" shall have the meaning given to it in Article 9.2.1(b);

"**Governmental Authority**" means any national, regional or local government or governmental, administrative, fiscal, judicial, or government-owned body of any nation or any of its ministries, departments, secretariats, agencies or any legislative body, commission, authority, court or tribunal or entity, and shall include any authority exercising jurisdiction over any Person;

"**Group**" means, (i) the ICL Group and/or the Vodafone Group, as the context may require, (ii) in relation to the Company, the Company and its Subsidiaries, and (iii) in relation to any other company, means that company and any Affiliate of that company;

"**Higher Number**" shall have the meaning given to it in Article 4.3.2(ii)(A);

"**Higher Shareholder**" shall have the meaning given to it in Article 12.6.3;

"**ICL Bank**" shall have the meaning given to it in Article 4.3.2(ii);

"**ICL CoC Period**" shall have the meaning given to it in Article 16.2.1;

"**ICL CoC Price**" means an amount equal to the Vodafone Purchase Price;

"**ICL Confirmation Notice**" shall have the meaning given to it in Article 12.2.2(b);

"**ICL Financier**" means any agent, security agent or lender under and ICL Financing Agreement;

"**ICL Financing Arrangement**" means an arrangement between (i) KMB and/ or any ICL Group Shareholder and (ii) any lender or group of lenders, the purpose of which is to finance, from 20 March 2017, the participation of any ICL Group Shareholder in a Rights Recapitalisation or other equity fund raising by the Company or any acquisitions of Equity Shares by KMB and/or any ICL Group Shareholder from any Vodafone Group Shareholder;

"**ICL Group**" means the ICL Group Shareholders and their respective Affiliates, excluding the Company and its Subsidiaries;

"**ICL Group Directors**" shall have the meaning given to it in Article 5.2.2(a);

"**ICL Group Shareholders**" shall mean (i) Grasim Industries Limited, (ii) Pilani Investments and Industries Limited, (iii) Hindalco Industries Limited, (iv) Birla TMT Holdings Private Limited, (v) Elaine Investments Pte Ltd, (vi) Oriana Investments Pte Ltd, and (vii) IGH Holdings Private Limited, together with any Affiliates that execute a Deed of Adherence;

"**ICL Opposition Notice**" shall have the meaning given to it in Article 12.2.1(a);

"**ICL Surplus Shareholding**" means the Equity Shares representing the following percentage of Share Capital: (i) the percentage Shareholding of the ICL Group Shareholders at the end of the Effective Date (on a fully diluted basis) minus (ii) 26.0%;

"**Implementation Agreement**" means the Implementation Agreement dated 20 March 2017, as amended, among, inter alia, the ICL Group Shareholders, the Vodafone Group Shareholders, the Company and the Vodafone Confirming Party;

"**Ind AS**" means Indian Accounting Standards as notified by Ministry of Corporate Affairs, Government of India;

“**Indian Competitor**” means: (a) any Person, including its Affiliates, engaged in a Competing Business; or (b) any Person who holds, directly and/or indirectly through its Affiliates, 26% (twenty six percent) or more in, and is categorised as a promoter of, a Person referred to in (a) above;

“**Integration Costs**” means costs incurred on or after the Effective Date in connection with the combination of the Company and Vodafone India Limited as agreed, *inter alia*, among the Parties in the Implementation Agreement, which would not have been incurred otherwise;

“**Intellectual Property**” means all domestic and foreign intellectual property rights, including with respect to all patents, patent applications, and trademarks, service marks, trade names, trade dress, logos, corporate names, brand names, domain names, all copyrights, designs and mask works, and all registrations, applications and renewals in connection therewith, and software and all website content (including text, graphics, images, audio, video and data) and trade secrets, confidential business information and other proprietary information;

“**Investment Bank**” means a Category I merchant banker registered with the Securities and Exchange Board of India;

“**Investment Manager**” in respect of any Person, means any general partner, investment manager or other person who controls the investment decisions of such Person;

“**KMB**” means Kumar Mangalam Birla, an individual residing in India;

“**Law**” means any statute, law, ordinance, rule, regulation, press note, notification, circular, order, writ, injunction, directive, judgment or decree issued by any Governmental Authority;

“**Leverage Ratio**” means, at any time, the ratio of the Net Financial Debt to LTM EBITDA, each of which shall have been determined with reference to the same time;

“**Leverage Ratio Trigger**” is met in the case where the then current Leverage Ratio is above:

(a) 6:1 in the financial year ended 31 March 2018;

(b) 5.75:1 in the first quarter of the financial year ended 31 March 2019;

(c) 5.5:1 in the second quarter of the financial year ended 31 March 2019;

(d) 5.25:1 in the third quarter of the financial year ended 31 March 2019; or

(e) 5:1 in the fourth quarter of the financial year ended 31 March 2019 or at any time thereafter;

“**Lower Number**” shall have the meaning given to it in Article 4.3.2(ii)(A);

“**LTM EBITDA**” means, at any time, the EBITDA (by reference to the Financial Statements) for the 12 (twelve) months up to the end of the most recent calendar quarter ended 31 March, 30 June, 30 September or 31 December. Where LTM EBITDA requires EBITDA to be determined for periods prior to the Effective Date, EBITDA for these periods shall be taken from the Financial Statements and the Vodafone Financial Statements and aggregated;

“**Net Assets**” means, at any time in relation to a Person, the aggregate of its assets (excluding intangible assets) less the aggregate of its liabilities (other than share capital and reserves, and provisions against intangible assets), in each case calculated on a consolidated basis in accordance with applicable accounting standards;

“**Net Assets Threshold**” means Rs.167,375 million;

“**Net Financial Debt**” means, at any time, the aggregate amount of all obligations of the Company for or in respect of Financial Indebtedness at that time but:

(a) deducting the aggregate amount of cash and cash equivalent investments held by the Company at that time; and

(b) deducting the aggregate amount of interest receivable by the Company at that time,

and so that no amount shall be included or excluded more than once;

“**New Qualifying Shareholder**” shall have the meaning given to it in Article 13.2.3 or 13.2.3A, as applicable;

“**Non-Diluted Group**” shall have the meaning given to it in Article 4.8.1;

"**Non-Equal Shareholder**" shall have the meaning given to it in Article 12.6.3;

"**Non-transferring Shareholder**" shall have the meaning given to it in Article 13.3.2;

"**Offered Shares**" shall have the meaning given to it in Article 13.3.2;

"**Offer Period**" shall have the meaning given to it in Article 13.3.3;

"**Option Transfer**" shall have the meaning given to it in Article 12.7.1;

"**Party**" means any of the ICL Group Shareholders, the Vodafone Group Shareholders and the Company in its capacity as a party to the Shareholders' Agreement;

"**Permitted Security**" shall have the meaning given to it in Article 13A;

"**Person**" means any individual, general or limited partnership, corporation, limited liability company, joint stock company, trust, joint venture, unincorporated organisation, association or any other entity, including any Governmental Authority, or any group consisting of two (2) or more of the foregoing;

"**Promoter Group**" means the Vodafone Group Shareholders collectively and/or the ICL Group Shareholders collectively, as the context may require;

"**Proposed Transferee**" shall have the meaning given to it in Article 13.3.1;

"**Public Shareholder**" means any Person holding Public Shareholding;

"**Public Shareholding**" means, with respect to the Company, its public shareholding (as defined under rule 2(e) of the Securities Contracts (Regulation) Rules, 1957);

"**Qualifying Threshold**" means 13% of the Share Capital, provided that, solely for purposes of calculation of the percentage of the Qualifying Threshold and determination of whether any Shareholding meets the Qualifying Threshold, any outstanding employee stock options granted by the Company after the Effective Date shall not be taken into account and the effect of such options on the Share Capital shall be disregarded:

"**RCO Notice**" shall have the meaning given to it in Article 4.7.1(b);

"**RCO Period**" shall have the meaning given to it in Article 4.7.1;

"**RCO Price**" means, if the Vodafone Group Shareholders elect to Transfer Equity Shares: (i) on a Recognised Stock Exchange, the higher of the maximum price per Equity Share permitted under Law for such Transfer without the approval of any Governmental Authority (or if applicable Law does not prescribe a price, the per share Fair Market Value) and the subscription price per share for the Rights Recapitalisation; and (ii) in an off-exchange Transfer, the higher of the maximum price per Equity Share permitted under Law for such Transfer without the approval of any Governmental Authority (or if applicable Law does not prescribe a price, the per share Fair Market Value) and the subscription price per share for the Rights Recapitalisation;

"**RCO Purchaser**" shall have the meaning given to it in Article 4.7.1(b);

"**RCO Shares**" shall have the meaning given to it in Article 4.7.1;

"**RCO Withholding Computation**" shall have the meaning given to it in Article 4.7.1(g);

"**Recognised Stock Exchange**" means any stock exchange where the Equity Shares are listed;

"**Relative**" with respect to a natural Person, shall have the meaning given to the term in the Act;

"**Relevant Date**" means, for the purpose of determination of the Fair Market Value in: (i) Article 4.7.1(b), the date of the RCO Notice; (ii) Article 16, the date of the CoC Notice; and (iii) the context of Relevant India Telecom Equity Value, the earlier of the date of public announcement of and the date of execution of binding documentation for a Vodafone Permitted Group Sale Disposal or a Vodafone Restricted Group Sale Disposal, as applicable;

"**Relevant Holdco Equity Value**" means, in relation to: (i) item (a) of the definitions of Vodafone Permitted Group Sale Disposal and Vodafone Restricted Group Sale Disposal, the aggregate proportionate equity value of the entities or assets proposed to be included within such transaction, as derived from the agreed consideration for such transaction; and (ii) item (b) of the definitions of Vodafone Permitted Group Sale Disposal and Vodafone Restricted Group Sale Disposal, the aggregate proportionate equity value of the entities proposed to be included within such transaction as derived from a valuation opinion prepared by any one of the Persons specified in **Schedule 1** selected by the Vodafone Group by a draw of lots in the presence of an authorised representative of the ICL Group Shareholders;

"**Relevant India Telecom Equity Value**" means, with respect to Shareholder(s) proposed to be included within a Vodafone Permitted Group Sale Disposal or a Vodafone Restricted Group Sale Disposal, the equity value of the Company based on the Fair Market Value multiplied by the percentage Shareholding of such Shareholder(s);

"**Remaining ICL Shareholders**" shall have the meaning given to it in Article 16.2.1;

"**Remote Participation**" shall have the meaning given to it in Article 5.9.1;

"**Representatives**" means, with respect to any Person, its directors, officers, employees, consultants, agents, investment bankers, financial advisors, legal advisors, accountants, other advisors and authorised representatives;

"**Reserved Matters**" has the meaning given to it in Article 10;

"**Rights Cure Period**" shall have the meaning given to it in Article 17.3.2;

"**Rights Recapitalisation**" shall have the meaning given to it in Article 4.3;

"**Rights Recapitalisation Call Option**" shall have the meaning given to it in Article 4.7.1;

"**Rights Recapitalisation Cap**" means with respect to any Rights Recapitalisation, the lower of: (a) the number of new Equity Shares subscribed for by the Vodafone Group Shareholders in excess of the new Equity Shares to which they are entitled and (b) the number of new Equity Shares to which the ICL Group Shareholders were entitled under the Rights Recapitalisation but for which they did not subscribe;

"**Rights Recapitalisation Notice**" shall have the meaning given to it in Article 4.3;

"**Shareholder**" means any Person who holds Equity Shares in the Company;

"**Shareholding**" means, with respect to:

(a) any Person as a Shareholder, at any time, that Person's total direct and indirect shareholding in the Company; and

(b) a group of Persons directly and indirectly holding shares in the Company, the aggregate of the total direct and indirect shareholding of each Person in the group in the Company without any duplication or double counting of shareholdings among such Persons,

in each case, on a fully diluted basis (except that solely for purposes of determination of whether any Shareholding meets the Qualifying Threshold, any outstanding employee stock options granted by the Company after the Effective Date shall not be taken into account and the effect of such options shall be disregarded), it being understood that the indirect shareholding of any such Person in the Company means the voting interest held indirectly by such Person through its subsidiaries. Shareholding shall refer to the number of Equity Shares or the percentage of Share Capital, as the context may require;

"**Share Capital**" means the equity share capital of the Company on a fully diluted basis. For the purposes of Article 10.4 (*Reserved Matters*), Share Capital shall mean share capital of the Company on a fully diluted basis; However, solely for purposes of calculation of the Qualifying Threshold and determination of whether any Shareholding meets the Qualifying Threshold and threshold specified in Article 9.2.2, any outstanding employee stock options granted by the Company after the Effective Date shall not be taken into account and the effect of such options on the Share Capital shall be disregarded;

"**Shareholders' Agreement**" means the Shareholders' Agreement dated 20 March 2017, as amended and restated on 3 May 2019, by and among the ICL Group Shareholders, the Vodafone Group Shareholders, the Company, KMB and the Vodafone Confirming Party;

"**Step Down 1 Excess Shareholding**" shall have the meaning given to it in Article 12.4;

"**Step Down Option 1**" shall have the meaning given to it in Article 12.4;

"**Step Down Option 1 Period**" shall have the meaning given to it in Article 12.4;

"**Step Down Option 2 Period**" shall have the meaning given to it in Article 12.5;

"**Step Down Share Value**" means, as of a particular date, the Step Down Value divided by the number of Equity Shares of the Company (on a fully diluted basis) as on the date of the Transfer of Equity Shares in accordance with Article 12.5;

"**Step Down Value**" means, in relation to a proposed Transfer of Equity Shares in accordance with Article 12.5, the amount that is equal to the sum of:

(a) US$14,123 million;

(b) the aggregate of value of all gross consideration, whether in cash or otherwise, received or receivable by the Company in respect of each and every allotment of Equity Shares (or securities convertible into or exchangeable for Equity Shares), or grant of rights to subscribe for or otherwise acquire Equity Shares, in each case occurring between the date of the Shareholders' Agreement and the date of that proposed Transfer of Equity Shares;

(c) the aggregate value of all gross consideration, whether in cash or otherwise, received or receivable by the Company and/or a Subsidiary in respect of each and every allotment of equity shares in a Subsidiary (or securities convertible into or exchangeable for equity shares in a Subsidiary), or grant of rights to subscribe for or otherwise acquire equity shares in a Subsidiary (excluding any allotment or grant to the Company or another Subsidiary that is wholly owned by the Company), in each case occurring between the date of the Shareholders' Agreement and the date of that proposed Transfer of Equity Shares,

and for the purpose of this definition: (i) any adjustment to the gross consideration received or receivable by the Company or such Subsidiary occurring or liable to occur after such allotment or grant shall be disregarded and (ii) the total amount of the maximum gross consideration receivable shall be brought into account for the purpose of this definition notwithstanding that all or any part of it is deferred or contingent);

"**Subsidiary"** means a subsidiary of the Company;

"**Tag-Along Right**" shall have the meaning given to it in Article 13.4.1;

"**Tag Exercise Notice**" shall have the meaning given to it in Article 13.3.3;

"**Tagged Shares**" shall have the meaning given to it in Article 13.4.3;

"**Takeover Code**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

"**Target Group**" shall have the meaning as agreed, *inter alia*, among the Parties in the Implementation Agreement;

"**Target Leverage Ratio**" means a Leverage Ratio of: (i) 4.5:1 during the financial years ended 31 March 2018 and 31 March 2019 and (ii) 4:1 at any time thereafter;

"**Tax**" means any tax payable under the Indian Income-tax Act, 1961, as amended;

"**Terms**" shall have the meaning given to it in Article 4.3.2(i);

"**Territory**" means India;

"**Third Banker**" shall have the meaning given to it in Article 4.3.2(ii)(C);

"**Third Number**" shall have the meaning given to it in Article 4.3.2(ii)(C)(a);

"**Transferring Shareholder**" shall have the meaning given to it in Article 13.3.1;

"**Transfer**" means to transfer, assign, pledge or otherwise alienate or dispose of, in any way, any Equity Shares, or any rights relating to such Equity Shares, and "**Transferred**" shall be construed accordingly;

"**Transfer Embargo**" means any prohibition on the Transfer of any Equity Shares pursuant to an order of a Governmental Authority issued in respect of any Party;

"**Transfer Notice**" shall have the meaning given to it in Article 13.3.2;

"**Trigger Event**" shall have the meaning given to it in the Dynamo Agreement (and any material amendment to the definition of "Trigger Event" in the Dynamo Agreement after 2 February 2019 which adversely affects the ICL Group Shareholders shall require the prior written consent of the ICL Group Shareholders, such consent not to be unreasonably withheld, conditioned or delayed);

"**Ultimate Parent**" in relation to any Person, means the Person (if any) which is not itself subject to Control but which has Control of that first Person, either directly or through a chain of Persons each of which has Control over the next Person in the chain (being, as at the date of the Shareholders' Agreement, Vodafone Plc in the case of the Vodafone Group Shareholders);

"**Underwriting Promoter Group**" shall have the meaning given to it in Article 4.3.2(ii);

"**Vodafone Bank**" shall have the meaning given to it in Article 4.3.2(ii);

"**Vodafone Confirmation Notice**" shall have the meaning given to it in Article 12.2.1(b);

"**Vodafone Confirming Party**" means Vodafone International Holdings B.V., a company incorporated under the laws of The Netherlands and having its registered office at Rivium Quadrant 173, 2909 LC Capelle aan den IJssel, The Netherlands;

"**Vodafone Direct Spin-off Disposal**" means a demerger or spin off (effected by a solvent reconstruction or otherwise) of the entire Shareholding held by the Vodafone Group Shareholders on a *pro rata* basis to the shareholders of the Ultimate Parent;

"**Vodafone Financial Statements**" means the consolidated financial statements of Vodafone India Limited and its subsidiaries prepared for group reporting purposes under IFRS;

"**Vodafone Group**" means the Vodafone Group Shareholders and their respective Affiliates, excluding the Company and its Subsidiaries;

"**Vodafone Group Directors**" shall have the meaning given to it in Article 5.2.2;

"**Vodafone Group Shareholders**" shall mean (i) Al-Amin Investments Ltd., (ii) Asian Telecommunication Investments (Mauritius) Ltd., (iii) CCII (Mauritius) Inc, (iv) Euro Pacific Securities Ltd., (v) Mobilvest (vi) Prime Metals Ltd., (vii) Trans Crystal Ltd., (viii) Vodafone Telecommunications (India) Ltd., (ix) Omega Telecom Holdings Private Limited, (x) Telecom Investments India Private Limited, (xi) Jaykay Finholding (India) Private Limited, and (xii) Usha Martin Telematics Limited, together with any Affiliates that execute a Deed of Adherence and in each case, a Vodafone Group Shareholder shall cease to be a Vodafone Group Shareholder upon (a) ceasing to be a member of the Vodafone Plc Group and/or (b) enforcement of Permitted Security over the Charged Shares and/or the Charged Rights of (i) such Vodafone Group Shareholder and/or (ii) a direct or indirect holding company of such Vodafone Group Shareholder;

"**Vodafone Opposition Notice**" shall have the meaning given to it in Article 12.2.2(a);

"**Vodafone Permitted Group Sale Disposal**" means: (a) a transfer of shares, voting rights, assets or any economic interest in a Vodafone Group Shareholder(s) or an entity(ies) within the chain(s) of entities between a Vodafone Group Shareholder(s) and its Ultimate Parent; or (b) a demerger or spin off (effected by a solvent reconstruction or otherwise) involving the transfer or distribution of shares in any entity within the chain(s) of entities between the Vodafone Group Shareholders and their Ultimate Parent on a *pro rata* basis to the shareholders of the Ultimate Parent, in each case, where the Relevant India Telecom Equity Value represents 33% or less of the Relevant Holdco Equity Value;

"**Vodafone Permitted Transactions**" shall have the meaning given to it in Article 16.6;

"**Vodafone Plc**" means, as at the date of the Shareholders' Agreement, Vodafone Group Plc, a company incorporated under the laws of England with its registered office at Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, and shall instead mean, if applicable in the future, any company which becomes the holding company of Vodafone Group Plc provided that:

(a) such holding company (directly or indirectly) owns 100% of the previous Vodafone Plc's share capital (excluding any treasury shares);

(b) such holding company is listed on a recognised stock exchange; and

(c) the shareholders of such holding company when it becomes the holding company of the previous Vodafone Plc, include all or substantially all of the shareholders of the previous Vodafone Plc immediately prior to such event;

"**Vodafone Plc Group**" means Vodafone Plc and its Affiliates from time to time (excluding, for the avoidance of doubt, the Company and its Subsidiaries from time to time and the members of the ICL Group from time to time);

"**Vodafone Plc Shareholder Approval**" shall mean the approval (by means of an ordinary resolution) of the shareholders of Vodafone Plc at a general meeting of Vodafone Plc;

"**Vodafone Purchase Price**" means (a) the lower of: (i) the minimum price per Equity Share under Law for Transfers on a Recognised Stock Exchange and (ii) the minimum price per Equity Share permitted under Law for an off-exchange Transfer, in each case, without the approval of any Governmental Authority in respect of Transfers of Equity Shares by the resident to the non-resident; or (b) if applicable Law does not prescribe a price, the per share Fair Market Value;

"**Vodafone Restricted Group Sale Disposal**" means: (a) a transfer of shares, voting rights, assets or any economic interest in a Vodafone Group Shareholder(s) or an entity(ies) within the chain(s) of entities between a Vodafone Group Shareholder(s) and its Ultimate Parent; or (b) a demerger or spin off (effected by a solvent reconstruction or otherwise) involving the transfer or distribution of shares in any entity within the chain(s) of entities between the Vodafone Group Shareholders and their Ultimate Parent on a *pro rata* basis to the shareholders of the Ultimate Parent, in each case, where the Relevant India Telecom Equity Value represents more than 33% of the Relevant Holdco Equity Value but "Vodafone Restricted Group Sale Disposal" shall not include any transfer or distribution referred to in (a) or (b) where such transfer or distribution is as a result of the occurrence of a Trigger Event or an Enforcement Event under the Dynamo Agreement and is effected in accordance with the terms of the Dynamo Agreement;

"**Vodafone Sale Price**" means (a) the higher of (i) the maximum price per Equity Share permitted under Law for Transfers on a Recognised Stock Exchange and (ii) the maximum price per Equity Share permitted under Law for an off-exchange Transfer, in each case, without the approval of any Governmental Authority in respect of Transfers of Equity Shares by the non-resident to the resident; or (b) if applicable Law does not prescribe a price, the per share Fair Market Value;

"**Vodafone Surplus Shareholding**" means the Equity Shares representing the following percentage of Share Capital: (i) the percentage Shareholding of the Vodafone Group Shareholders at the end of the Effective Date (on a fully diluted basis) minus (ii) 45.1%;

"**Volume Weighted Average Market Price**" means the product of the number of Equity Shares traded on a Recognised Stock Exchange and the closing price of each Equity Share divided by the total number of Equity Shares traded on the Recognised Stock Exchange;

"**Voting Default**" shall have the meaning given to it in Article 15.1.1; and

"**Withholding Computation**" shall have the meaning given to it in Article 12.3.3.

3. ARTICLES AND OTHER MATTERS

3.1 Articles of Association

3.1.1 The rights of the Promoter Groups in the Company shall be governed by, and enforceable against each of them, in accordance with the terms of the Articles. The Promoter Groups shall perform and comply with, and pursuant to exercise of their voting and other rights, ensure that the Company performs and complies with, all of their respective obligations under the Articles.

3.1.2 The Company shall take all necessary steps to amend and alter the Articles from time to time to reflect any changes made to the Shareholders' Agreement in accordance with the terms thereof from time to time.

3.1.3 In the event of any ambiguity or discrepancy between the provisions of the Shareholders' Agreement and the Articles of Association, the provisions of the Shareholders' Agreement shall prevail. The Company shall take all necessary steps to amend and alter the Articles of Association from time to time to resolve any such ambiguity or discrepancy.

3.2 Promoters

Based on their Shareholding and rights under the Shareholders' Agreement on the Effective Date, each ICL Group Shareholder and each Vodafone Group Shareholder shall be categorised as a "*promoter*" of the Company.

3.3 Subsidiaries

3.3.1 The Company shall, and each Promoter Group shall procure that the Company shall, cause each Subsidiary to take all actions necessary to amend the articles of association of such Subsidiary to include (a) the governance provisions set forth in the Articles of Association (including with respect to board representation, quorum requirements and Reserved Matters), and (b) a provision stating that no resolution shall be adopted by the board or shareholders of such Subsidiary unless it is in compliance with the articles of association of such Subsidiary and the Shareholders' Agreement.

3.3.2 With respect to each Subsidiary, the Company shall procure the appointment of the maximum permissible number of directors nominated, and such number of independent directors as may be required under applicable

Law from among the Persons recommended for appointment, by each Promoter Group, in the same proportion as is applicable to the constitution of the Board in Article 5.2.

3.3.3 If and to the extent the Promoter Groups have not exercised their respective rights with respect to nomination of directors to the boards of the Subsidiaries, the Board shall have the power to select the proposed directors of the Subsidiaries.

3.3.4 All resolutions to be considered by the shareholders of the Subsidiaries shall be subject to prior consideration by and approval of the Board in accordance with the Articles of Association.

3.3.5 The Company shall exercise its voting rights in each Subsidiary (in its capacity as a shareholder of such Subsidiary) in accordance with the Articles of Association. The Company shall vote in favour of only those resolutions which have been approved by the Board in accordance with the Articles of Association and shall vote against such resolutions which have not been so approved.

4. FUNDING

4.1 It is the intention of the Promoter Groups and the Company that the Company is self-funding and that the Company and its Group should be capable of financing their activities on a standalone basis.

4.2 Neither Promoter Group shall be obliged to provide any funding, whether in the form of equity or debt, to the Company or its Group, except for the purposes of Article 9.2.2 in the case of the ICL Group Shareholders.

4.3 If the Leverage Ratio Trigger is met, either Promoter Group may give written notice to the other Promoter Group and the Company directing the Company to implement a rights issue (a “Rights Recapitalisation”, and such notice, a “Rights Recapitalisation Notice”) in order to reduce the Leverage Ratio to the Target Leverage Ratio as soon as reasonably practicable. If a Rights Recapitalisation Notice is given after 31 March 2019:

4.3.1 Within 15 (fifteen) Business Days of receipt of the Rights Recapitalisation Notice, each Promoter Group shall give written notice to the Company and to the other Promoter Group as to whether it is willing to underwrite the Rights Recapitalisation in proportion to its Shareholding relative to the total Shareholding.

4.3.2 If:

(i) each Promoter Group gives such notice that it is willing to so underwrite the Rights Recapitalisation, the pricing (being a discount to the then current market price), timing and other terms of the Rights Recapitalisation (the “Terms”) shall, subject to Article 4.3.3, be as the Promoter Groups shall agree;

(ii) only one Promoter Group gives such notice that it is willing to so underwrite the Rights Recapitalisation (such Promoter Group being the “Underwriting Promoter Group”), the Terms shall be in accordance with the recommendation of an Investment Bank which is selected by both Promoter Groups. If the Promoter Groups are unable to agree on the selection of an Investment Bank within five (5) Business Days of the notice specified above, each Promoter Group shall promptly appoint one Investment Bank, each of whom shall determine the pricing of the Rights Recapitalisation (“ICL Bank” and “Vodafone Bank”) and the following procedure shall apply:

(A) the higher of the prices determined by the Vodafone Bank and the ICL Bank shall be the “Higher Number” and the lower of the prices determined by the Vodafone Bank and the ICL Bank shall be the “Lower Number”;

(B) if the Higher Number is not more than 110% of the Lower Number, the price will be the arithmetic average of such two numbers;

(C) if the Higher Number is more than 110% of the Lower Number, a third Investment Bank shall promptly be appointed by the Board from among the Investment Banks listed in Schedule 1 (“Third Banker”) by a draw of lots to determine the pricing of the Rights Recapitalisation and the price of the Rights Recapitalisation shall be:

(a) the Higher Number, if the price determined by the Third Banker (“Third Number”) is greater than the Higher Number;

(b) the Lower Number, if the Third Number is less than the Lower Number;

(c) the arithmetic average of the Third Number and the other number (Higher Number or Lower Number) that is closer to the Third Number, if the Third Number falls within the range between (and including) the Lower Number and the Higher Number; or

(d) the Third Number, if the Lower Number and the Higher Number are equally close to the Third Number.

Further, the Underwriting Promoter Group shall be entitled to underwrite all or part of the proportion of the Rights Recapitalisation which the other Promoter Group has not agreed to underwrite and/or procure that one or more Investment Banks underwrites all or a part of the proportion which the other Promoter Group has not agreed to underwrite on such terms as the Underwriting Promoter Group chooses; or

(iii) neither Promoter Group gives such notice, the Rights Recapitalisation shall only proceed if there is a decision of the Board to do so, and in such case the Board shall decide the Terms, it being understood that such decision shall be a Reserved Matter.

4.3.3 If Article 4.3.2(i) applies and the Promoter Groups are unable to agree on the Terms within fifteen (15) Business Days of delivery of notices under Article 4.3.2(i), the Terms shall be in accordance with the recommendation of an Investment Bank which is selected by both Promoter Groups. If the Promoter Groups are unable to agree on the selection of an Investment Bank within five (5) Business Days of the expiration of the 15-Business Day period mentioned above, the Vodafone Group Shareholders shall appoint the Vodafone Bank and the ICL Group Shareholders shall appoint the ICL Bank, and the procedure set out in Article 4.3.2(ii) shall apply *mutatis mutandis*.

4.3.4 All costs, fees and other expenses of the Investment Bank(s) appointed pursuant to this Article 4.3 shall be borne by the Company.

4.4 The Company shall proceed with and promptly implement any Rights Recapitalisation in accordance with this Article 4. Regardless of whether it agrees to underwrite the Rights Recapitalisation, each Promoter Group shall take all steps necessary to procure that the Company proceeds with and promptly implements any Rights Recapitalisation in accordance with this Article 4 (except pursuant to Article 4.9).

4.5 To the extent required by applicable Law, any participation by the Promoter Groups in a Rights Recapitalisation shall be subject to compliance by the Company with the minimum public shareholding, if any, prescribed under applicable Law.

4.6 **Calculation of Excess Equity Shares following a Rights Recapitalisation**

In any Rights Recapitalisation, if the Vodafone Group Shareholders (or their nominated Affiliates) subscribe to a higher percentage of their entitlement than the ICL Group Shareholders (or their nominated Affiliates), the number of Equity Shares subscribed to by the Vodafone Group Shareholders shall, to the extent it relates to the greater relative participation of the Vodafone Group Shareholders in the Rights Recapitalisation, be excluded from the Shareholding of the Vodafone Group Shareholders for calculating the Excess Equity Shares to the extent of such higher relative participation. It is clarified that Equity Shares acquired by the ICL Group Shareholders (or their nominated Affiliates) under Article 4.7 shall be considered for the purposes of calculating the Excess Equity Shares, as per the preceding sentence.

4.7 **Rights Recapitalisation Call Option prior to the Equal Shareholding Date**

4.7.1 If, at any time prior to the Equal Shareholding Date, the percentage Shareholding of the ICL Group Shareholders is diluted pursuant to their non-participation or partial participation in a Rights Recapitalisation under this Article 4, then for a period of six (6) months from the date of completion of the relevant Rights Recapitalisation (the "**RCO Period**"), the ICL Group Shareholders shall have the right to acquire from the Vodafone Group Shareholders, directly or through their Affiliates, such number of Equity Shares not exceeding the Rights Recapitalisation Cap (the "**RCO Shares**") in the manner set forth in this Article 4.7 (the "**Rights Recapitalisation Call Option**"), provided that the Shareholding of the Vodafone Group Shareholders does not fall below the Qualifying Threshold pursuant to the exercise of such right:

(a) The Rights Recapitalisation Call Option may be exercised only once during the RCO Period.

(b) The ICL Group Shareholders may exercise the Rights Recapitalisation Call Option by issuing a written notice to the Vodafone Group Shareholders (the "**RCO Notice**"), which shall specify: (i) the identity of the purchaser(s) (the "**RCO Purchaser(s)**"); (ii) certification that the RCO Purchaser(s) is an ICL Group Shareholder or an Affiliate of an ICL Group Shareholder; and (iii) the number of RCO Shares.

(c) The Vodafone Group Shareholders shall, at their sole discretion, determine: (i) the identity of the Vodafone Group Shareholder(s) that shall Transfer the RCO Shares to the RCO Purchaser and the number of Equity Shares that each such Vodafone Group Shareholder will Transfer; (ii) whether such Transfer shall occur on a Recognised Stock Exchange or off-exchange; and (iii) the RCO Price, and shall, within five (5) Business Days of the receipt of the RCO Notice, notify the foregoing details (in writing) to the RCO Purchaser. Notwithstanding anything contained in the Articles of Association, no Vodafone Group Shareholder shall be required to Transfer any RCO Shares to the RCO Purchaser at a price less than the RCO Price. If applicable Law does not permit the RCO Purchaser to pay the RCO Price to the Vodafone Group Shareholders for the purchase of the RCO Shares during the RCO Period without the approval of a Governmental Authority, then at the option of the Vodafone Group Shareholders, (i) Clause 25.14.2 of the Shareholders Agreement shall apply or (ii) the RCO Period shall be extended for a period of three (3) months (the "**Extended RCO Period**").

(d) For the purposes of the sale and purchase of the RCO Shares, the RCO Purchaser and the relevant Vodafone Group Shareholders shall execute a share purchase agreement in the form set out in the Shareholders' Agreement. Such share purchase agreement, the Shareholders' Agreement and such other terms as may be mutually agreed shall be the sole terms which govern the sale and purchase of the RCO Shares.

(e) The consummation of the sale and purchase of the RCO Shares shall be completed within 10 (ten) Business Days of the date of receipt of the RCO Notice by the Vodafone Group Shareholders (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the date of the RCO Notice).

(f) The ICL Group Shareholders shall ensure that the exercise of the Rights Recapitalisation Call Option does not result in any requirement to make a public announcement of an open offer with respect to the Company under the Takeover Code.

(g) The ICL Group Shareholders and the Vodafone Group Shareholders shall jointly appoint a Big Four Accounting Firm, or if no Big Four Accounting Firm is able or willing to act, another accounting firm of international standing, to provide:

(i) a certificate confirming (i) the RCO Price; and (ii) whether any Taxes are required to be withheld with respect to the sale and purchase of the RCO Shares, if such certificate is required under applicable Law; and

(ii) an opinion on computation of capital gains Taxes in connection with (a) above along with the necessary supporting documents in respect of cost of acquisition of the RCO Option Shares,

(together, the "**RCO Withholding Computation**"). The Vodafone Group Shareholders shall promptly provide any information required by the appointed accounting firm for purposes of issue of such certificate and shall confirm to the ICL Group Shareholders that such information is true and correct. On the date of completion of the Transfer of the RCO Shares, the RCO Purchaser shall pay the RCO Price to the relevant Vodafone Group Shareholders after withholding or deduction of any Tax required pursuant to the RCO Withholding Computation. All costs, fees and other expenses of the accounting firm appointed for the purposes of provision of the RCO Withholding Computation shall be borne equally by each Promoter Group.

(h) The ICL Group Shareholders and the Vodafone Group Shareholders shall execute all such documents, take all such actions and shall render all such assistance to each other as may be reasonably required to complete the Transfer of the RCO Shares.

4.7.2 If:

(a) the ICL Group Shareholders have issued one or more RCO Notices and have acquired the RCO Shares specified therein up to the Rights Recapitalisation Cap pursuant to Article 4.7.1, the ICL Group Shareholders shall, for a period of three (3) months from the date of the last such acquisition, be entitled to acquire from the market such number of Equity Shares out of the entitlement of the ICL Group Shareholders that were subscribed to by the Public Shareholders (for avoidance of doubt, in excess of the Public Shareholders' entitlement) in the Rights Recapitalisation;

(b) the ICL Group Shareholders have issued one or more RCO Notices but, due to restrictions under applicable Law, have been unable to acquire all of the RCO Shares specified therein up to the Rights Recapitalisation Cap during the RCO Period and the Extended RCO Period pursuant to Article 4.7.1(c), the ICL Group Shareholders shall, for a period of three (3) months from the expiration of the Extended RCO Period, be entitled to acquire from the market (i) any remaining RCO Shares as well (ii) as such number of Equity Shares out of the entitlement of the ICL Group Shareholders that have been subscribed to by the Public Shareholders (for avoidance of doubt, in excess of the Public Shareholders' entitlement) in the Rights Recapitalisation; or

(c) the Rights Recapitalisation Cap is zero, the ICL Group Shareholders shall, for a period of six (6) months from the date of completion of the relevant Rights Recapitalisation, be entitled to acquire from the market such number of Equity Shares out of the entitlement of the ICL Group Shareholders that have been subscribed to by the Public Shareholders (for avoidance of doubt, in excess of the Public Shareholders' entitlement) in the Rights Recapitalisation.

4.8 Dilution pursuant to a Rights Recapitalisation after the Equal Shareholding Date

4.8.1 At any time after the Equal Shareholding Date, if the percentage Shareholding of any Promoter Group is diluted (the "**Diluted Group**") to a level below the Shareholding of the other Promoter Group (the "**Non-Diluted Group**") pursuant to its non-participation or partial participation in a Rights Recapitalisation under this Article 4, then the Diluted Group shall, for a period of six (6) months of the date of completion of the relevant Rights Recapitalisation, have the right to acquire Equity Shares from the market, directly or through its Affiliates, to equalise its Shareholding with the Non-Diluted Group.

4.8.2 The Diluted Group shall ensure that the exercise of its rights under Article 4.8.1 does not result in any requirement to make a public announcement of an open offer with respect to the Company under the Takeover Code.

4.9 Initial Rights Recapitalisation Period

4.9.1 During the period from the Effective Date until 31 March 2019, if any Promoter Group seeks to implement a Rights Recapitalisation, it shall notify the other Promoter Group in writing. Within a period of 30 (thirty) days of such notice, the Promoter Groups shall discuss, in good faith, whether the Company requires additional equity capital taking into account the performance of and outlook for the Company at that time and the expected timing for realisation of synergies pursuant to the combination of the Company and Vodafone India Limited.

4.9.2 If the Promoter Groups cannot agree whether the Company requires additional equity capital within the 30-day period specified in Article 4.9.1, the matter shall be referred to the chief executive officer of Vodafone Plc and the group chairperson of the ICL Group for their consideration, and such persons shall be required to resolve the matter within 30 (thirty) days of the reference.

4.9.3 In the event such representatives of the Promoter Groups are unable to resolve such matter within the 30-day period specified in Article 4.9.2, the Promoter Groups shall jointly appoint an Investment Bank to advise the Board on the Terms of the Rights Recapitalisation proposed pursuant to Article 4.9.1. If the Promoter Groups are unable to agree on the selection of an Investment Bank within five (5) Business Days of the expiration of the 30-day period specified in Article 4.9.2, an Investment Bank shall promptly be appointed by the Board from among the Investment Banks listed in Schedule 1 by draw of lots.

4.9.4 The Board shall consider the Terms of the Rights Recapitalisation proposed by the Investment Bank appointed by the Promoter Groups or by draw of lots, as applicable, and the Rights Recapitalisation shall proceed only if there is a decision of the Board to do so by a simple majority vote, it being understood that such decision shall not be a Reserved Matter.

4.9.5 All costs, fees and other expenses of the Investment Bank(s) appointed pursuant to this Article 4.9 shall be borne by the Company.

5. BOARD OF DIRECTORS OF THE COMPANY

5.1 Authority of the Board

Subject to the provisions of the Articles of Association and applicable Law, the Board shall be responsible for the management of the Company. The Board shall give due consideration to the views of Committees, however, the Board shall be responsible for taking final decisions on matters considered by such Committees. The approval of the Shareholders will be obtained for such matters as may be required under applicable Law or pursuant to the Articles of Association.

5.2 Composition of the Board

5.2.1 The Board shall consist of twelve (12) Directors as follows:

(a) three (3) nominee Directors of the ICL Group Shareholders;

(b) three (3) nominee Directors of the Vodafone Group Shareholders; and
(c) six (6) independent Directors,

in each case, appointed in accordance with this Article 5.2.

5.2.2 Subject to Article 17.3, each Promoter Group shall be entitled, by notice in writing to the Company (with a copy to the other Promoter Group), to require the Company to:

(a) appoint three (3) Directors nominated by it (the "Vodafone Group Directors" and the "ICL Group Directors", as applicable); and
(b) appoint three (3) independent Directors from among the persons recommended by it for such appointment.

5.2.3 To the extent the entitlement of any Promoter Group to nominate Directors and/or recommend persons for appointment as independent Directors is extinguished pursuant to any provision of the Articles of Association, such entitlement shall be transferred to the other Promoter Group and the entitlement of such other Promoter Group pursuant to Article 5.2.2 shall be increased automatically, provided that the Shareholding of such other Promoter Group is equal to or higher than the Qualifying Threshold and such other Promoter Group has rights under this Article 5.2.

5.2.4 If, at any time, the entitlement of any Promoter Group to nominate Directors and/or recommend persons for appointment as independent Directors is extinguished pursuant to any provision of the Articles of Association, then such Promoter Group shall procure that an appropriate number of Directors nominated or recommended for appointment by that Promoter Group shall resign and vacate office as promptly as practicable.

5.3 Qualification

The Directors shall not be required to hold any qualification Equity Shares.

5.4 Board Committees

5.4.1 Subject to Article 17.3, the Board shall constitute and determine the terms of reference of committees of the Board (each, a "Committee") to the extent required under applicable Law, including an audit committee, a nomination and remuneration committee, a stakeholders' relationship committee, a risk management committee and a corporate social responsibility committee.

5.4.2 Each Committee shall include:

(a) such number of independent Directors as may be required under applicable Law from among the Persons recommended for appointment by the Promoter Groups; and
(b) the maximum permissible number of ICL Group Directors and Vodafone Group Directors,

in each case, in the same proportion as is applicable to the constitution of the Board in Article 5.2.

5.4.3 The provisions of this Article 5, including with respect to conduct of meetings, quorum and manner of approval of business, and Article 10, as they apply to the Board, shall apply *mutatis mutandis* to Committees. If any Committee cannot agree on any matter, the Committee shall refer the matter to the Board.

5.5 Removal of Directors; Casual Vacancy

5.5.1 Each Promoter Group shall be entitled, by notice in writing to the Company (with a copy to the other Promoter Group and the concerned Director), to require any Director nominated by it to be removed from such position and the Company and the Promoter Groups shall promptly take steps for the removal of such Director in accordance with such request. In the event of such removal or if any Director nominated by a Promoter Group ceases to hold office for any other reason, such Promoter Group shall be entitled to require the Company to appoint another Director in his or her place pursuant to Article 5.2.2, as promptly as practicable.

5.5.2 In the event that an independent Director appointed from among the persons recommended by any Promoter Group ceases to hold office as a Director for any reason, such Promoter Group shall be entitled to recommend another person in his/her place.

5.5.3 Except as set forth in Article 5.2.4, the removal of a Director nominated by a Promoter Group or an independent Director appointed from among the persons recommended by any Promoter Group shall be subject to the prior written consent of such Promoter Group.

5.6 Notice of Board Meetings

5.6.1 A Board meeting may be called by the Chairperson or any two (2) other Directors by giving notice in writing to the company secretary of the Company, who shall convene a Board meeting within ten (10) days of such notice.

5.6.2 A notice of a Board meeting shall (i) be in English; (ii) specify a reasonably detailed written agenda specifying the date, time and agenda of such Board meeting; (iii) include copies of all papers relevant for such Board meeting; and (iv) be sent via e-mail and in addition via courier. Unless waived in writing by at least one (1) Vodafone Group Director and at least one (1) ICL Group Director, no discussion, action, vote or resolution with respect to any item not included in the agenda of any meeting shall be taken at any meeting of the Board.

5.7 Chairperson of the Board

5.7.1 Subject to Article 17.3, the ICL Group Shareholders shall have the right to appoint the group chairperson of the ICL Group (or his successor) as the chairperson of the Company ("Chairperson"). The Chairperson shall chair all meetings of the Board that he attends.

5.7.2 In the absence of the Chairperson at a meeting of the Board, the Board shall appoint the chairperson from among the Directors present for such meeting of the Board.

5.7.3 In case of equality of votes, the Chairperson or any other person acting as chairperson at a meeting of the Board shall not have a second and casting vote.

5.8 Resolution by Circulation

5.8.1 Any resolution that is not required to be considered only at a Board meeting under applicable Law may be adopted by circulation by the Board, and such written resolution, if approved, shall be filed with the minutes of proceedings of the Board along with all the documents/information circulated with it ("Circular Resolution").

5.8.2 Subject to Article 10 (*Reserved Matters*), no Circular Resolution shall be deemed to have been duly passed by the Board, unless the resolution has been circulated in draft in accordance with the Act, together with the necessary papers required for considering the resolution, and approved in writing by a majority of the Directors as are entitled to vote on the resolution.

5.9 Remote Participation

Subject to the provisions of the Act:

5.9.1 the Directors may participate in a Board meeting by way of video conference or conference telephone or similar equipment ("Remote Participation") designed to allow the Directors to participate equally in the Board meeting; and

5.9.2 a Board meeting held by Remote Participation shall be valid so long as a quorum in accordance with Article 5.10 is achieved pursuant to the Directors being able to participate in such Board meeting through video conference, telephone conference or similar equipment.

5.10 Quorum

The quorum for a meeting of the Board, duly convened and held, including by Remote Participation, shall be one-third of the total number of Directors or two (2) Directors, whichever shall be higher. Provided however that, no quorum as aforesaid shall be validly constituted, and no business at any Board meeting shall be transacted, unless at least one (1) ICL Group Director and one (1) Vodafone Group Director are present at the commencement of such meeting and throughout its proceedings (unless this requirement has been expressly waived in writing by the relevant Promoter Group). In the absence of a valid quorum at a duly convened Board meeting, the Board meeting shall be automatically adjourned to the same day in the next week at the same time. The quorum at such adjourned Board meeting shall, notwithstanding anything to the contrary contained hereinabove, be one-third of the total number of Directors or two (2) Directors, whichever shall be higher and all business transacted thereat shall be regarded as having been validly transacted, provided, however, that no Reserved Matters shall be discussed or transacted at any such adjourned Board meeting unless at least one (1) ICL Group Director and at least one (1) Vodafone Group Director are present at the commencement of such adjourned meeting and throughout its proceedings.

5.11 Voting

5.11.1 At any Board meeting, each Director may exercise one (1) vote.

5.11.2 Subject to Article 10 (*Reserved Matters*), all business arising at any Board meeting shall be approved by a resolution passed by a majority of the Directors present and voting at such meeting.

5.11.3 In case of equality of votes while voting on a resolution not pertaining to a Reserved Matter, the relevant resolution shall be referred to the chief executive officer of Vodafone Plc and the group chairperson of the ICL Group for their consideration and decision. In the event such representatives of the Promoter Groups are unable to resolve such matter, then *status quo* shall prevail.

5.11.4 Each Promoter Group shall use all reasonable endeavours to ensure that at least one (1) Director nominated by it shall attend each Board meeting.

5.12 Observers at the Board Meeting

The CEO and the CFO shall attend meetings of the Board as observers. In addition, the Board shall be entitled to invite any employees or advisors of the Company to attend meetings of the Board as observers or for such other purpose as it may deem fit.

5.13 Compliance

The Company shall, and each Promoter Group shall procure that the Company shall, comply with the Articles of Association, including Article 5. Each Promoter Group shall exercise its votes in relation to all the Equity Shares held by it and take all other actions necessary to ensure compliance with the Articles of Association, including Article 5.

6. SHAREHOLDERS MEETINGS

6.1 General Meetings of Shareholders

The Chairperson of the Board shall be the chairperson of the meeting of the Shareholders ("General Meeting"). In the absence of the Chairperson, the Directors present shall select the chairperson from among themselves for such General Meeting.

6.2 Quorum

Quorum at the General Meeting shall comprise of such number of Shareholders to be present in person as required under applicable Law, provided, however that, no quorum as aforesaid shall be validly constituted, and no business at any General Meeting shall be transacted, unless at least one (1) duly authorised representative of the ICL Group Shareholders and at least one (1) duly authorised representative of the Vodafone Group Shareholders are present at the commencement of such meeting and throughout its proceedings (unless this requirement has been expressly waived in writing by the relevant Promoter Group). In the absence of a valid quorum at a duly convened General Meeting, the General Meeting shall be adjourned to the same day in the next week at the same time and place or such other date, time and place as the Board may determine. In the absence of a valid quorum at such adjourned General Meeting, the Shareholder(s) present in person thereat shall, notwithstanding anything to the contrary herein contained, constitute the quorum and all business transacted thereat shall be regarded as having being validly transacted, provided, however that, no Reserved Matters shall be discussed or transacted at any such adjourned General Meeting unless at least one (1) representative of the ICL Group Shareholders and at least one (1) representative of the Vodafone Group Shareholders are present at the commencement of such adjourned meeting and throughout its proceedings.

7. KEY EMPLOYEES

Subject to Article 17.3:

7.1 The appointment of the CEO and the COO shall require the approval of both Promoter Groups (and the ICL Group Directors and the Vodafone Group Directors, as applicable) in accordance with Article 10;

7.2 Either Promoter Group may at any time, by giving written notice to the other Promoter Group and the Company, require the dismissal from the Company of the CEO or the COO. Upon receipt of such notice, the Company shall effect such dismissal as soon as reasonably practicable and each Promoter Group shall take all steps necessary to effect such dismissal; and

7.3 The Vodafone Group Shareholders shall have the right to appoint or dismiss the CFO by giving written notice to the ICL Group Shareholders and the Company. Upon receipt of such notice, the Company shall effect such appointment or dismissal as soon as reasonably practicable and each Promoter Group shall take all steps necessary to effect such appointment or dismissal.

8. UNDERTAKINGS OF THE COMPANY

8.1 The Company hereby undertakes and covenants to the Promoter Groups as follows:

8.1.1 the Company shall not recognise or register any Transfer of Equity Shares unless effected in accordance with the provisions of the Articles of Association;

8.1.2 the Company shall maintain prudent insurance, including directors' and officers' liability insurance, with a well-established and reputable insurer(s) in accordance with current industry practice from time to time against all risks usually insured against by companies carrying on the same business as or a business similar to the Company;

8.1.3 the Company and its Group, at all times, shall keep and maintain proper, complete and accurate proper Books and Records in accordance with Ind AS and applicable Law;

8.1.4 the Company shall procure that its Group's Books and Records, as required, are duly audited by the auditors annually as soon as possible after the end of each Financial Year and as required from time to time pursuant to applicable Law;

8.1.5 the Company shall use all reasonable endeavours to obtain and maintain in full force and effect all approvals, consents or licences necessary for the conduct of the Business and comply with all material applicable Law in the conduct of its business;

8.1.6 subject to applicable Law, the Company shall provide such information to the Promoter Groups as may be required by any member of their Group for any statutory filings under applicable Law or any other general financial reporting of their Group;

8.1.7 the Company shall take all steps promptly to protect the Intellectual Property rights it or its Group owns or lawfully uses. The Company shall immediately notify the relevant Promoter Group upon becoming aware of any infringement of Intellectual Property rights of such Promoter Group;

8.1.8 the Company shall, and shall ensure that during the course of performance of their duties, the management of the Company shall, at all times, provide equal treatment to the Shareholders except as set forth in the Articles of Association;

8.1.9 no Shareholder, Director, officer, employee, agent or any of their respective delegates shall take any action purporting to commit the Company or a Subsidiary in relation to any of the Reserved Matters unless such Reserved Matter has been approved in accordance with Article 10;

8.1.10 the Company and its Group shall comply with such corporate policies and procedures, including in relation to anti-bribery and anti-corruption, insider dealing and data and privacy protection, as shall have been adopted in a form agreed, *inter alia*, among the Parties and effective as of the Effective Date; and

8.1.11 subject to Article 10 (*Reserved Matters*), if the Company or any member of its Group procures any products or services from any member(s) of a Promoter Group, the contract or arrangements entered into with respect to such products or services will be entered into on an arms' length basis and in accordance with applicable Law.

9. UNDERTAKINGS OF THE OTHER PARTIES

9.1 Each Promoter Group hereby undertakes and covenants to the other Promoter Group and the Company as follows:

9.1.1 the Directors nominated by it shall:

(a) not wilfully or unreasonably fail to attend a Board meeting in order to prevent the transaction of business at that Board meeting; and

(b) exercise their rights to ensure compliance with the Articles of Association by the relevant Promoter Group and the Company;

9.1.2 the members of the relevant Promoter Group shall, including through their duly authorised representatives, proxies or agents at General Meetings, exercise votes in respect of the Equity Shares held by them to ensure compliance with the Articles of Association by the relevant Promoter Group and the Company;

9.1.3 if any shareholders' resolution contrary to the terms of the Articles of Association is proposed, the relevant Promoter Group shall vote against such resolution;

9.1.4 if any shareholders' resolution is adopted or rejected otherwise than in accordance with the terms of the Articles of Association, the relevant Promoter Group shall cooperate with the other Promoter Group and the Company to convene another General Meeting or issue a fresh notice for a shareholders' vote;

9.1.5 if any proposal that is a Reserved Matter is approved and/or implemented in contravention of the Articles of Association, it shall exercise all rights and powers available to it, including voting and causing the ICL Group Directors or the Vodafone Group Directors, as applicable, to vote in favour of, any subsequent resolutions of the Board or the Shareholders, to procure that the position which prevailed prior to such proposal having been approved and/or implemented is restored;

9.1.6 it shall not Transfer, or cause to be Transferred, any Equity Shares held by such Promoter Group except in accordance with the Articles of Association; and

9.1.7 it shall not undertake any acquisition that results in any requirement to make a public announcement of an open offer with respect to the Company under the Takeover Code.

9.2 ICL Group

9.2.1 So long as any ICL Group Shareholder (or any Affiliate thereof) holds Equity Shares:

(a) KMB hereby undertakes and covenants to the Vodafone Group Shareholders and the Company that: (i) he shall, as a Shareholder, comply with the terms of the Articles of Association; (ii) he shall, and shall do everything within his power to cause the ICL Group Shareholders to (by way of his and his Affiliates' direct and indirect shareholding in the ICL Group Shareholders or otherwise), comply with the Articles of Association and vote the Equity Shares held by him and them to implement the provisions of the Articles of Association; (iii) he shall, directly or through his Affiliates, continue to be a promoter of each ICL Group Shareholder; and (iv) he shall own at least 26% of the share capital of each ICL Group Shareholder, either directly or through his Affiliates. If any of (iii) or (iv) is not satisfied in respect of any ICL Group Shareholder, the Shareholding of such ICL Group Shareholder shall be excluded for the purpose of determining whether the ICL Group Shareholders hold the Qualifying Threshold;

(b) the ICL Group Shareholders hereby undertake and covenant to the Vodafone Group Shareholders and the Company that Grasim Industries Limited ("GIL") and Aditya Birla Nuvo Limited (if not yet merged with GIL) shall remain ICL Group Shareholders;

(c) GIL undertakes that it shall, on an annual basis (within 60 (sixty) days of the end of its financial year), provide a confirmation to the Vodafone Group Shareholders that its Net Assets are equal to at least the Net Assets Threshold; and

(d) the ICL Group Shareholders undertake that if the Net Assets of GIL fall below the Net Assets Threshold, GIL's Shareholding shall immediately be transferred to an Affiliate that satisfies the Net Assets Threshold in accordance with Article 13.2.1.

9.2.2 Until 31 March 2020, the ICL Group Shareholders shall ensure that their Shareholding does not fall below 26% of the Share Capital.

9.3 Vodafone Confirming Party

The Vodafone Confirming Party hereby undertakes and covenants to the ICL Group Shareholders and the Company that so long as any Vodafone Group Shareholder holds Equity Shares:

9.3.1 it shall ensure that the Vodafone Group Shareholders shall comply with the Articles of Association and shall vote the Equity Shares held by them to implement the provisions of the Articles of Association;

9.3.2 it shall, on an annual basis (within 60 (sixty) days of the end of its financial year), provide a confirmation to the ICL Group Shareholders that its Net Assets are equal to at least the Net Assets Threshold; and

9.3.3 if at any time its Net Assets fall below the Net Assets Threshold, it shall procure that an Affiliate that satisfies the Net Assets Threshold will immediately replace it as the Vodafone Confirming Party by executing a deed of adherence that shall require compliance with its obligations under the Articles of Association.

For the avoidance of doubt, this Article 9.3 shall cease to apply in respect of an entity which ceases to be a Vodafone Group Shareholder pursuant to the Shareholders' Agreement and the Articles of Association.

9.4 Holding of Equity Shares

Save as permitted under Articles 13.2.2A, 13A and 13C, to the extent required by applicable Law, the Vodafone Group Shareholders shall hold Equity Shares that are subject to the Call Option 1 and the Call Option 2 for the prescribed time period, if any, for the exercise of such call options.

10. RESERVED MATTERS

10.1 No action shall be taken by the Company or any member of its Group in relation to any matter enumerated in Article 10.4 (each, a "Reserved Matter"): (i) without the affirmative vote of at least one (1) ICL Group Director and at least one (1) Vodafone Group Director present and voting if the matter is placed before a Board meeting and without the prior written approval of at least one (1) ICL Group Director and at least one (1) Vodafone Group Director if the matter is placed before the Board through a Circular Resolution; and (ii) if the matter is placed before the Shareholders at a General Meeting or otherwise, without the affirmative vote of all ICL Group Shareholders and all Vodafone Group Shareholders.

10.2 In relation to any Reserved Matter that requires the approval of the Shareholders pursuant to the Act or the Articles of Association, such matter shall not be placed before the Shareholders until it has been approved by the Board in accordance with the Articles of Association. If a Reserved Matter has been approved by the Board pursuant to Article 10.1 and then placed before the Shareholders, each member of the Promoter Groups shall be required to vote in favour of it in their capacity as a Shareholder.

10.3 If a resolution for any matter that is a Reserved Matter is proposed directly by any Public Shareholder for the consideration of the Shareholders in a General Meeting pursuant to the Act, which matter has not previously been considered and approved by the Board then, unless both of the Promoter Groups agrees (in writing) to vote in favour prior to the General Meeting, each Promoter Group shall be required to vote against it at the General Meeting.

10.4 The following matters shall be the Reserved Matters under the Articles of Association:

10.4.1 any amendment to the memorandum of association of the Company or the Articles of Association;
10.4.2 any change to the rights attaching to any class of shares in the Company;
10.4.3 any consolidation, sub-division, reclassification or cancellation of any Share Capital (or share premium or other reserve);
10.4.4 any redemption, reduction or buy-back of any Share Capital;
10.4.5 the issue or allotment of any Share Capital or the creation of any option or right to subscribe or acquire, or convert any security into, any Share Capital, including pursuant to employee stock option schemes, other than as permitted pursuant to Article 4;
10.4.6 liquidation or dissolution of the Company or the filing of a petition for winding up by the Company or the making of any arrangement with creditors generally or any application for an administration order or for the appointment of a receiver or administrator;
10.4.7 merger, amalgamation, demerger, reorganisation or restructuring of the Company, including pursuant to a scheme of arrangement under the Act;
10.4.8 any dividend policy which has effect during the Term and any change in the dividend policy or treasury policy of the Company;
10.4.9 declaration or payment of any dividend in any manner inconsistent with the dividend policy of the Company;
10.4.10 incurrence of any financial indebtedness in excess of Rs.70 billion or the variation or termination of any agreement for the raising of any such indebtedness (including early repayment) other than in accordance with the Company's treasury policy;
10.4.11 entering into any derivatives transactions, other than in accordance with the Company's treasury policy;
10.4.12 the adoption of any new Business Plan or any amendment to any current Business Plan, or the approval or ratification of any departure from the current Business Plan;
10.4.13 acquisition or disposal of any shares, assets (including receivables and financial assets), business, business organisation or division in any manner in excess of Rs.2 billion in a single transaction or series of related transactions (other than in accordance with the Company's treasury policy);
10.4.14 entry into (or the amendment, variation or termination of) any partnership, joint venture or profit-sharing agreement other than any arrangements entered into in the ordinary course of the Business;
10.4.15 entry into any agreement for the procurement of materials and/or services where the value of the contract over its term exceeds Rs.1 billion;
10.4.16 entry into (or the amendment or variation of) any related party transaction the value of which exceeds Rs.250 million in aggregate;
10.4.17 the appointment of the CEO and the COO;
10.4.18 any material change to the nature or scope of the Business;
10.4.19 any change to the name or key brands or branding strategy of the Business (including any decision to cease using the Idea or Vodafone brands), or any step to implement any such change;
10.4.20 any change in the size of the Board;
10.4.21 any change in statutory auditors or accounting policies;
10.4.22 authorising, or committing or agreeing to take, any of the foregoing actions; and

10.4.23 the effecting of any of the above matters by any member of the Company's Group (as if references to the Company were to such member).

11. BUSINESS PLAN

11.1 The Company shall procure that the executive management of the Company shall prepare a Business Plan which is submitted to the Board to replace the existing Business Plan (each, a "Draft Revised Business Plan") as follows:

11.1.1 by no later than six (6) months prior to the end of the Financial Year commencing after the Effective Date, comprising a financial and strategic plan for a period of five (5) years from the commencement of the following Financial Year;

11.1.2 by no later than 70 (seventy) days prior to the end of each Financial Year commencing after the Effective Date, an update of the plan prepared in accordance with Article 11.1.1 above and a detailed monthly operating budget for the 12 (twelve) months comprising the next Financial Year,

in the same format as the initial business plan in effect on or immediately after the Effective Date or in such other format as has been approved in accordance with Article 10 (*Reserved Matters*).

11.2 Each Draft Revised Business Plan submitted to the Board in accordance with Article 11.1 shall address, but not be limited to, the items and subject matter of the initial business plan in effect on or immediately after the Effective Date.

11.3 The Draft Revised Business Plan referenced in Article 11.1.2 shall be finalised by the executive management of the Company prior to the start of the period to which it relates. Promptly following such finalisation, such Draft Revised Business Plan shall be considered, and subject to Article 10 (*Reserved Matters*), adopted as the Business Plan, by the Board. The Board shall use all reasonable endeavours to approve the Business Plan referenced in Article 11.1.2 prior to the start of the last month of the Financial Year.

11.4 In the event that a Draft Revised Business Plan is not approved and adopted as the Business Plan by the Board, the Company will continue to operate in accordance with the most recent approved Business Plan. In the event that the most recent approved Business Plan does not cover the next applicable period under Article 11.1.2, the Company shall be operated in accordance with the most recently approved Business Plan, adjusted to reflect the percentage change in the consumer price index (as published by the Government of India) for the relevant period.

11.5 The executive management of the Company shall present to the Board a comparison of the Company's actual operating performance with the Business Plan on a quarterly basis, in a format agreed with the Promoter Groups.

12. TERMS OF EQUALISATION

12.1 The provisions of this Article 12 shall apply until the earlier of: (i) the Equal Shareholding Date; and (ii) the expiration of nine (9) years and one (1) Business Day from the Effective Date, except as set forth in this Article 12.1:

12.1.1 The Vodafone Group Shareholders shall promptly notify the ICL Group Shareholders and the Company (in writing) of any imposition and cessation of a Transfer Embargo to which they are subject. If a Call Option 1 Notice or a Call Option 2 Notice is issued and, if one or more Vodafone Group Shareholders are subject to a Transfer Embargo as a result of which the Call Option 1 Shares or the Call Option 2 Shares, as the case may be, cannot be Transferred to the Call Option 1 Purchaser(s) or the Call Option 2 Purchaser(s) within the time periods set out in Article 12.3, the Promoter Groups shall complete the Transfer of such Equity Shares promptly upon cessation of the Transfer Embargo, provided that in the event that the Transfer Embargo is in force upon the expiration of twelve (12) months from the date of the Call Option 1 Notice or the Call Option 2 Notice, as applicable, the ICL Group Shareholders shall have the right to withdraw such notice. Following such withdrawal, the Vodafone Group Shareholders shall not have any obligation to Transfer the Call Option 1 Shares or the Call Option 2 Shares, as applicable, to the Call Option 1 Purchaser(s) or the Call Option 2 Purchaser(s), as applicable, and the Call Option 1 Shares or the Call Option 2 Shares, as applicable, shall be excluded from the calculation of Excess Equity Shares and, for the avoidance of doubt, shall not be subject to the voting restrictions under Article 12.2.

12.1.2 During the Step Down Option 1 Period or the Step Down Option 2 Period, if one or more Vodafone Group Shareholders are subject to a Transfer Embargo, the Step Down Option 1 Period and the Step Down Option 2 Period, as applicable, shall be deemed to be extended by the duration of the Transfer Embargo.

12.1.3 The provisions of Article 12.2 shall apply to any Excess Equity Shares: (a) in respect of which a Call Option 1 Notice or Call Option 2 Notice has been issued and that are subject to a Transfer Embargo until the earlier of (i) withdrawal of the Call Option 1 Notice or the Call Option 2 Notice, as applicable, by the ICL Group Shareholders and (ii) completion of the Transfer pursuant to the exercise of the Call Option 1 or the Call Option 2, as applicable, upon cessation of the Transfer Embargo as set out in Article 12.1.1; and (b) during any extension of the Step Down Option 1 Period and/or the Step Down Option 2 Period, as applicable, pursuant to Article 12.1.2.

12.2 **Voting rights in Excess Equity Shares**

Subject to Articles 15.1.3, 15.2.4 and 17.3:

12.2.1 **ICL Opposition Notice**

(a) If the ICL Group Shareholders intend to oppose any resolution(s) at a General Meeting or through postal ballot, they shall, within five (5) Business Days of receipt of the notice for the General Meeting or postal ballot, send a written notice to the Vodafone Group Shareholders and the Company specifying the resolution(s) which they intend to oppose (the "**ICL Opposition Notice**").

(b) Within five (5) Business Days of receipt of the ICL Opposition Notice, the Vodafone Group Shareholders shall inform the ICL Group Shareholders and the Company (in writing) of the number of Excess Equity Shares they hold at the time and whether they intend to oppose any resolution(s) specified in the ICL Opposition Notice ("**Vodafone Confirmation Notice**").

(c) The Vodafone Group Shareholders shall waive, and shall not exercise, the voting rights attached to the Excess Equity Shares in relation to the resolution(s) specified in the ICL Opposition Notice unless the Vodafone Confirmation Notice specifies the intention of the Vodafone Group Shareholders to vote against any such resolution(s), in which case the Vodafone Group Shareholders shall exercise their voting rights attached to the Excess Equity Shares to vote against such resolution(s).

12.2.2 **Vodafone Opposition Notice**

(a) If the Vodafone Group Shareholders intend to oppose any resolution(s) at a General Meeting or through postal ballot, they shall, within five (5) Business Days of receipt of the notice for the General Meeting or postal ballot, send a written notice to the ICL Group Shareholders and the Company specifying the resolution(s) they intend to oppose and the number of the Excess Equity Shares they hold at the time (the "**Vodafone Opposition Notice**").

(b) Within five (5) Business Days of the receipt of the Vodafone Opposition Notice, the ICL Group Shareholders shall inform the Vodafone Group Shareholders and the Company (in writing) whether they intend to oppose any resolution(s) specified in the Vodafone Opposition Notice ("**ICL Confirmation Notice**").

(c) The Vodafone Group Shareholders shall waive, and shall not exercise, the voting rights attached to the Excess Equity Shares in relation to the resolution(s) specified in the Vodafone Opposition Notice unless the ICL Confirmation Notice confirms the intention of the ICL Group Shareholders to vote against any such resolution(s), in which case the Vodafone Group Shareholders shall exercise their voting rights attached to the Excess Equity Shares to vote against such resolution(s).

12.2.3 If no ICL Opposition Notice or Vodafone Opposition Notice is received in respect of a shareholders' resolution, each Promoter Group shall exercise its vote in favour of such resolution at a General Meeting or through postal ballot in respect of all the Equity Shares held by it.

Any vote by the Vodafone Group Shareholders in respect of the Excess Equity Shares in violation of this Article 12.2 (*Voting rights in Excess Equity Shares*) shall be invalid, null and *void ab initio*, and the Company shall not recognise or give effect to such vote in respect of the resolution(s) to which the ICL Opposition Notice or the Vodafone Opposition Notice, as applicable, relates.

12.3 **Equalisation Call Options**

12.3.1 **Call Option 1**

(a) During the Call Option 1 Period, the ICL Group Shareholders shall have the right to acquire from the Vodafone Group Shareholders, directly or through their Affiliates, such number of Equity Shares that is equal to or less than the Call Option Cap, in the manner set forth in this Article 12.3.1 ("**Call Option 1**").

(b) Call Option 1 may be exercised a maximum of four (4) times during the Call Option 1 Period, each time in compliance with the provisions of this Article 12.3.1. For the avoidance of doubt, the number of Equity Shares that may be purchased by the ICL Group Shareholders pursuant to each exercise of the Call Option 1 shall not exceed the Call Option Cap at the time of such exercise.

(c) The ICL Group Shareholders may exercise Call Option 1 by issuing a written notice to the Vodafone Group Shareholders (a "**Call Option 1 Notice**"), which shall specify: (i) the identity of the purchaser(s) (the "**Call Option 1 Purchaser(s)**"); (ii) certification that the Call Option 1 Purchaser(s) is an ICL Group Shareholder or an Affiliate of an ICL Group Shareholder (iii) the number of Equity Shares the Call Option 1 Purchaser(s) wishes to acquire (the "**Call Option 1 Shares**"); and (iv) the price payable for such Call Option 1 Shares, which shall be equal to the product of the Call Option 1 Equity Share Value and the number of Call Option 1 Shares (the "**Call Option 1 Price**").

(d) The Vodafone Group Shareholders shall, at their sole discretion, determine the identity of the Vodafone Group Shareholder(s) that shall Transfer the Call Option 1 Shares to the Call Option 1 Purchaser(s) and shall, within five (5) Business Days of the receipt of the Call Option 1 Notice, notify the details thereof (in writing) to the Call Option 1 Purchaser(s) together with the number of Equity Shares that each such member will Transfer. Notwithstanding anything contained in the Articles of Association, no Vodafone Group Shareholder shall be required to Transfer any Call Option 1 Shares to the Call Option 1 Purchaser(s) at a price less than the Call Option 1 Price.

(e) For the purposes of the sale and purchase of the Call Option 1 Shares, the Call Option 1 Purchaser(s) and the relevant Vodafone Group Shareholder(s) shall execute a share purchase agreement in the form set out in the Shareholders' Agreement. Such share purchase agreement, the Shareholders' Agreement and such other terms as may be mutually agreed shall be the sole terms which govern the sale and purchase of the Call Option 1 Shares.

(f) Subject to Article 12.1, the consummation of the sale and purchase of any Call Option 1 Shares shall be completed within ten (10) Business Days of the date of receipt of a Call Option 1 Notice by the Vodafone Group Shareholders (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from, or make any necessary filing with, any Governmental Authority or seek any Vodafone Plc Shareholder Approval in accordance with Article 12.7, provided that such extended period shall be no longer than 12 (twelve) months from the date of the Call Option 1 Notice).

(g) The ICL Group Shareholders shall ensure that the exercise of Call Option 1 does not result in any requirement to make a public announcement of an open offer with respect to the Company under the Takeover Code.

12.3.2 **Call Option 2**

(a) During a period of one (1) year following the expiration of the Call Option 1 Period ("**Call Option 2 Period**"), the ICL Group Shareholders shall have the right to acquire from the Vodafone Group Shareholders, directly or through their Affiliates, such number of Equity Shares that is equal to or less than the Call Option Cap, in the manner set forth in this Article 12.3.2 ("**Call Option 2**").

(b) Within seven (7) Business Days of the commencement of the Call Option 2 Period, the ICL Group Shareholders shall notify the Vodafone Group Shareholders (in writing) of the precise number of Equity Shares, if any, that the ICL Group Shareholders will acquire from the Vodafone Group Shareholders pursuant to the exercise of Call Option 2 during the Call Option 2 Period (the "**Call Option 2 Shares**"). If such notice is not given within such time period, Call Option 2 shall cease to be capable of exercise and shall lapse. If such notice is given within such time period, the ICL Group Shareholders must acquire the Call Option 2 Shares strictly in accordance with this Article 12.3.2.

(c) Call Option 2 is required to be exercised only once during the Call Option 2 Period.

(d) The ICL Group Shareholders may exercise Call Option 2 by issuing a written notice to the Vodafone Group Shareholders ("**Call Option 2 Notice**"), which shall specify: (i) the identity of the purchaser(s) (the "**Call Option 2 Purchaser(s)**"); and (ii) certification that the Call Option 2 Purchaser(s) is an ICL Group Shareholder or an Affiliate of an ICL Group Shareholder.

(e) The Vodafone Group Shareholders shall, at their sole discretion, determine the identity of the Vodafone Group Shareholder(s) that shall Transfer the Call Option 2 Shares to the Call Option 2 Purchaser(s) and shall, within five (5) Business Days of the receipt of the Call Option 2 Notice, notify the details thereof (in writing) to the Call Option 2 Purchaser(s) together with the number of Equity Shares that each such member will Transfer. The price payable for the Call Option 2 Shares shall be equal to the product of the Vodafone Sale Price (determined on the date of the Transfer) and the number of Call Option 2 Shares (the "**Call Option 2 Price**"). Notwithstanding anything contained in the Articles of Association, no Vodafone Group Shareholder shall be required to Transfer any Call Option 2 Shares to the Call Option 2 Purchaser(s) at a price less than the Vodafone Sale Price.

(f) For the purposes of the sale and purchase of the Call Option 2 Shares, the Call Option 2 Purchaser(s) and the relevant Vodafone Group Shareholder(s) shall execute a share purchase agreement in the form set out in the Shareholders' Agreement. Such share purchase agreement, the Shareholders' Agreement and such other terms as may be mutually agreed shall be the sole terms which govern the sale and purchase of the Call Option 2 Shares.

(g) Subject to Article 12.1, the consummation of the sale and purchase of the Call Option 2 Shares shall be completed within 10 (ten) Business Days of the date of receipt of the Call Option 2 Notice by the Vodafone Group Shareholders (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority or seek any Vodafone Plc Shareholder Approval in accordance with Article 12.7, provided that such extended period shall be no longer than 12 (twelve) months from the date of the Call Option 2 Notice).

(h) The ICL Group Shareholders shall ensure that the exercise of Call Option 2 does not result in any requirement to make a public announcement of an open offer with respect to the Company under the Takeover Code.

(i) If, following the issue of a notice to the Vodafone Group Shareholders pursuant to Article 12.3.2(b), the ICL Group Shareholders fail to exercise the Call Option 2 for all of the Call Option 2 Shares within the Call Option 2 Period, the Call Option 2 Shares shall not be included in the Shareholding of the Vodafone Group Shareholders for purposes of calculation of the Excess Equity Shares and, for the avoidance of doubt, shall not be subject to the voting restrictions under Article 12.2.

12.3.3 In respect of each exercise of Call Option 1 and the exercise of Call Option 2, the Vodafone Group Shareholders and the ICL Group Shareholders shall jointly appoint a Big Four Accounting Firm, or if no Big Four Accounting Firm is able or willing to act, another accounting firm of international standing, to provide:

(a) a certificate confirming (i) the Call Option 1 Price or the Call Option 2 Price, as applicable; and (ii) whether any Taxes are required to be withheld with respect to the sale and purchase of the Call Option 1 Shares or the Call Option 2 Shares, as applicable, if such certificate is required under applicable Law; and

(b) an opinion on computation of capital gains Taxes in connection with (a) above along with the necessary supporting documents in respect of cost of acquisition of the Call Option 1 Shares or the Call Option 2 Shares, as applicable,

(together, the "**Withholding Computation**"). The Vodafone Group Shareholders shall promptly provide any information required by the appointed accounting firm for purposes of issue of such certificate and shall confirm to the ICL Group Shareholders that such information is true and correct. All costs, fees and other expenses of the accounting firm appointed for the purposes of provision of the Withholding Computation shall be borne by the Call Option 1 Purchaser or the Call Option 2 Purchaser, as applicable.

12.3.4 The Call Option 1 Purchaser or the Call Option 2 Purchaser, as applicable, shall pay the Call Option 1 Price or the Call Option 2 Price, as applicable, without withholding or deduction of any Tax unless required by the Withholding Computation. If any such withholding or deduction is required pursuant to the Withholding Computation, the Call Option 1 Purchaser or the Call Option 2 Purchaser, as applicable, shall, at the time of payment of the Call Option 1 Price or the Call Option 2 Price, as applicable, pay to the Vodafone Group Shareholders such additional amount as will ensure that the Vodafone Group Shareholders receives the same total amount that they would have received if no such withholding or deduction had been required. If any sum payable by the Call Option 1 Purchaser or the Call Option 2 Purchaser, as applicable, to the Vodafone Group Shareholders pursuant to Articles 12.3.1 and 12.3.2 is required by applicable Law to be brought into charge to Tax in the hands of the Vodafone Group Shareholders, then the Call Option 1 Purchaser or the Call Option 2 Purchaser, as applicable, shall pay such additional amount as shall be required to ensure that the total amount paid, less the Tax chargeable on such amount (or which would be chargeable but for the use or set-off of any Tax relief of the recipient), is equal to the amount that would be payable if the sum payable by the Call Option 1 Purchaser or the Call Option 2 Purchaser, as applicable, were not required by applicable Law to be brought into charge to Tax in the hands of the Vodafone Group Shareholders.

12.3.5 It is clarified that any Tax benefits or refunds accruing to or received by the Vodafone Group Shareholders following completion of a Transfer of the Call Option 1 Shares and/ or the Call Option 2 Shares in respect of such Transfer shall promptly be transferred to the Call Option 1 Purchaser or the Call Option 2 Purchaser, as applicable, up to the maximum amount of the payment received by the Vodafone Group Shareholders from the Call Option 1 Purchaser or the Call Option 2 Purchaser, as applicable, under Article 12.3.4.

12.3.6 The Parties shall undertake all reasonable endeavours to ensure that the Transfers of Call Option 1 Shares and the Call Option 2 Shares, as applicable, is completed in a Tax efficient manner. The Vodafone Group Shareholders shall ensure that the Call Option 1 Shares and the Call Option 2 Shares will be Transferred by Vodafone Group Shareholders that are tax residents of Mauritius or India.

12.3.7 The ICL Group Shareholders and Vodafone Group Shareholders shall execute all such documents, take all such actions and shall render all such assistance to each other as may be reasonably required to complete the Transfer of the Call Option 1 Shares and the Call Option 2 Shares.

12.4 **Step Down Option 1**

If the Equal Shareholding Date has not occurred by the expiration of the Call Option 2 Period, then the Vodafone Group Shareholders shall, during a period of three (3) years of the expiration of the Call Option 2 Period (the "**Step Down Option 1 Period**"), sell and Transfer to such Persons as the Vodafone Group Shareholders may (subject to Article 13) choose and which Persons do not execute a Deed of Adherence in terms of Article 13, that part of their combined holding of Equity Shares as is in aggregate equal to the lower of:

(a) the number of Excess Equity Shares as at the expiration of the Call Option 2 Period; and
(b) 10% of the Share Capital as at the expiration of the Call Option 2 Period,

(as applicable, the "**Step Down 1 Excess Shareholding**"), together with any Equity Shares to the extent attributable to any split, reverse-split, bonus issue or any similar corporate action with respect to the Step Down 1 Excess Shareholding during the period starting at the commencement of the Step Down Option 1 Period and ending at the time of each relevant disposal pursuant to this Article 12.4 ("**Step Down Option 1**").

12.5 **Step Down Option 2**

If the Equal Shareholding Date has not occurred by the expiration of the Step Down Option 1 Period, then the Vodafone Group Shareholders shall, within a period of two (2) years of the expiration of the Step Down Option 1 Period (the "**Step Down Option 2 Period**"), sell and Transfer to such Persons as the Vodafone Group Shareholders may (subject to Article 13) choose and which Persons do not execute a Deed of Adherence in terms of Article 13, all remaining Excess Equity Shares at the expiration of Step Down Option 1 Period (together with any Equity Shares to the extent attributable to any split, reverse-split, bonus issue or any similar corporate action with respect to such Excess Equity Shares since the commencement of the Step Down Option 2 Period), provided that in the judgment of the Vodafone Group, acting reasonably, that:

12.5.1 market conditions are conducive for such sale;

12.5.2 the valuation that can be achieved for such sale is not lower than the product of the Step Down Share Value and the number of Equity Shares proposed to be Transferred; and

12.5.3 the ratio of (i) the proposed sale consideration per share multiplied by the number of Equity Shares of the Company (on a fully diluted basis) plus the Net Financial Debt of the Company, in each case, on the date of the proposed Transfer to (ii) the LTM EBITDA as of the date of the Transfer, is higher than 6.5:1.

12.6 **Standstill**

12.6.1 Neither Promoter Group shall be permitted to Transfer any Equity Shares to any Person during the Call Option 1 Period except pursuant to Article 4.7 (*Rights Recapitalisation Call Option prior to the Equal Shareholding Date*), 12.3.1 (*Call Option 1*), 13.2.1 *(Transfer to Affiliates*), 13.2.2A, 13.6A (Transfer of Vodafone Surplus Shareholding), 13.6B (Transfer of ICL Surplus Shareholding), 13A (Vodafone Group Permitted Security), 13B (ICL Group Permitted Security), 13C (Permitted Sales) or 16 (*Change in Control*).

12.6.2 The Vodafone Group Shareholders shall not be permitted to Transfer any Call Option 2 Shares during the Call Option 2 Period except pursuant to (i) Article 12.3.2 (*Call Option 2*); (ii) 13.2.1 *(Transfer to Affiliates*), subject to Articles 9.4 and 12.3.6 and any subsequent Transfer pursuant to Call Option 2 being no less favourable to the Call Option 2 Purchaser than if made by the transferring Vodafone Group Shareholder; (iii) 13.2.2A; (iv) 13 A (Vodafone Group Permitted Security); (v) 13B (ICL Group Permitted Security); (vi) 13C (Permitted Sales); or (vii) Article 16.3.2.

12.6.3 Following the expiration of the Call Option 2 Period, any Promoter Group which holds lesser Equity Shares ("**Non-Equal Shareholder**") than the other Promoter Group ("**Higher Shareholder**") shall have the right to acquire such number of Equity Shares as would entitle the Non-Equal Shareholder to equalise its Shareholding with the Higher Shareholder in the manner set out in this Article 12.6.3:

(a) The Non-Equal Shareholder shall first make a written offer to the Higher Shareholder to purchase Equity Shares from the Higher Shareholder at a specified price ("**Equal Offer Notice**").

(b) If the Higher Shareholder declines, partially accepts or fails to respond to the Equal Offer Notice within ten (10) Business Days of receipt of the Equal Offer Notice ("**Equal Offer Period**"), then the Non-Equal Shareholder shall have the right to acquire all of or, if the Higher Shareholder partially accepts the Equal Offer Notice, of the remaining, Equity Shares as specified in the Equal Offer Notice from the market at or below the price specified in the Equal Offer Notice within 30 (thirty) days of the expiry of the Equal Offer Period.

(c) If the Higher Shareholder accepts the Equal Offer Notice (in writing), in full or part, within the Equal Offer Period, the Non-Equal Shareholder and the Higher Shareholder shall complete the Transfer of Equity Shares agreed to be Transferred within 10 (ten) days of the expiration of the Equal Offer Period (such 10-day period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the expiration of the Equal Offer Period).

(d) For giving effect to the Transfer contemplated in this Article 12.6.3, the Parties shall execute a share purchase agreement in the form set out in the Shareholders' Agreement and all such documents, take all such actions and shall render all such assistance to each other as may be reasonably required to complete the Transfer. Such share purchase agreement, the Shareholders' Agreement and such other terms as may be mutually agreed shall be the sole terms which govern the sale and purchase of the Equity Shares contemplated in this Article 12.6.3.

12.7 **Cap**

12.7.1 Subject to Article 12.7.3, if a disposal of any Equity Shares by the Vodafone Group Shareholders pursuant to the Capped Options (an "**Option Transfer**") would, immediately following that Option Transfer, result in the total consideration received by the Vodafone Group Shareholders for all Option Transfers exceeding Rs.830 billion, the Vodafone Group Shareholders may (but shall not be obliged to) procure that Vodafone Plc shall, within a reasonable timeframe, seek Vodafone Plc Shareholder Approval for any such Option Transfer.

12.7.2 Subject to Article 12.7.3, if:

(a) Vodafone Plc does not seek Vodafone Plc Shareholder Approval for such Option Transfer within 60 (sixty) days of exercise of the Capped Option; or

(b) the ordinary resolution to approve any such Option Transfer is not passed by the shareholders of Vodafone Plc within 90 (ninety) days of the exercise of Capped Option,

the consideration for that Option Transfer shall be limited such that, immediately following that Option Transfer, the total consideration received by the Vodafone Group Shareholders for all Option Transfers shall not exceed Rs.830 billion.

12.7.3 The Vodafone Group Shareholders may disapply Article 12.7.1 and 12.7.2 by written notice to the ICL Group Shareholders within seven (7) days of the exercise of a Capped Option, in which case Article 12.7.1 and Article 12.7.2 shall cease to apply in respect of such Capped Option with immediate effect and the consummation of a Transfer of Equity Shares pursuant to the exercise of:

(a) Call Option 1 at the Call Option 1 Price, in accordance with Article 12.3; and/or

(b) Call Option 2 at the Call Option 2 Price, in accordance with Article 12.3, and/or

(c) the Rights Recapitalisation Call Option at the RCO Price, in accordance with Article 4.7,

(as applicable) or under Step Down Option 1, shall not require Vodafone Plc Shareholder Approval.

12.8 If either Promoter Group Transfers Equity Shares to a New Qualifying Shareholder, such New Qualifying Shareholder shall be liable to comply with this Article 12 instead of such Promoter Group, unless the Promoter Group continues to hold Equity Shares, in which case:

(a) both the New Qualifying Shareholder and such Promoter Group shall be liable to comply with this Article 12 as one block; but

(b) where any of the Vodafone Group Shareholders has become a New Qualifying Shareholder pursuant to Article 13.2.3A or has transferred Equity Shares to a New Qualifying Shareholder pursuant to Article 13.2.2A or an enforcement of Permitted Security, the Shareholding of the New Qualifying Shareholders and the Vodafone

Group Shareholders shall be treated, for the purposes of this Article 12, as one block (but, for the avoidance of doubt, the rights, obligations, covenants and undertakings of the Vodafone Group Shareholders, on the one hand, and the New Qualifying Shareholder, on the other hand, shall be several and not joint or joint and several) and the Shareholding of the Vodafone Group Shareholders shall be applied first (i) in determining the Excess Equity Shares and the Equity Shares the subject of the Equal Offer Notice and (ii) for the purposes of executing the Call Option 1, the Call Option 2, the Step Down Option 1 or the Step Down Option 2.

13. TRANSFER OF SHARES

13.1 The Equity Shares held by the Promoter Groups shall only be transferable in the manner provided in the Articles of Association. A member of a Promoter Group may Transfer its Equity Shares in a manner otherwise than in accordance with the Articles of Association with the prior written consent of the other Promoter Group and provided that such Transfer is completed within 30 (thirty) days of receipt of such written consent (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the date of receipt of the written consent), failing which, fresh written consent will be required. Any Transfer of Equity Shares by a member of a Promoter Group which is not in accordance with the Articles of Association shall be null and *void ab initio* and the Company shall not recognise or give effect to such Transfer or recognise any votes in respect of such Equity Shares until the Transfer is reversed (if already effected).

13.2 Permitted Transfers

13.2.1 Transfers to Affiliates

(a) A member of a Promoter Group may Transfer all or some of the Equity Shares held by it to an Affiliate, subject to such Affiliate executing a Deed of Adherence and upon giving prior written notice to the other Promoter Group. The Affiliate must be under an obligation, given in favour of the Company and the other Promoter Group, to re-Transfer the Equity Shares to the original transferring Promoter Group member or another Affiliate of the original transferring Promoter Group member immediately, if it ceases to be an Affiliate of that original transferring Promoter Group member.

(b) Following a Transfer of Equity Shares to an Affiliate: (i) the original transferring Promoter Group member (but not a subsequent transferor in a series of Transfers to Affiliates) shall, at the option of the non-transferring Promoter Group, remain a Party to the Shareholders' Agreement and shall be jointly and severally liable with the transferee and the other members of the relevant Promoter Group under the Shareholders' Agreement as a member of the relevant Promoter Group; and (ii) the transferee shall be included as a member of the relevant Promoter Group for the purposes of the Articles of Association. Without prejudice to Article 9.2.1(d) and other provisions of the Articles of Association, Article 13.2.1(b)(i) shall not apply with respect to an *inter se* Transfer of Equity Shares between members of a Promoter Group who are Parties on the date of the Shareholders' Agreement;

13.2.2 Transfers to Third Parties

Following the expiration of the Call Option 1 Period and subject to Article 12.6.2 in respect of the Vodafone Group Shareholders, any member of a Promoter Group shall be entitled to Transfer its Equity Shares to:

(a) any Financial Investor, provided that such Transfer will not result in the transferee (together with its Affiliates) owning more than 10% (ten percent) of the Share Capital; and

(b) subject to Articles 13.3 (*Right of First Refusal*) and 13.4 (*Tag-Along Right*):

(i) any Financial Investor which will result in the transferee (together with its Affiliates) owning more than 10% (ten percent) of the Share Capital; and

(ii) any Person other than a Financial Investor.

13.2.2A Notwithstanding anything to the contrary contained in the Articles of Association but subject to Article 13.5 (Prohibited Transfer), a Vodafone Group Shareholder shall be entitled to Transfer any of its Equity Shares to any Person where it is required to do so as a result of the occurrence of a Trigger Event or an Enforcement Event under and in accordance with the terms of the Dynamo Agreement. The relevant Vodafone Group Shareholder shall notify (in writing) the ICL Group Shareholders of any proposed Transfer of its Equity Shares under this Article 13.2.2A within five (5) Business Days of being notified under the Dynamo Agreement that it is required to undertake a Transfer of its Equity Shares as a result of the occurrence of a Trigger Event or an Enforcement Event. For the avoidance of doubt, neither Article 13.3 nor Article 13.4 shall apply to any Transfer of Equity Shares made in accordance with this Article 13.2.2A.

13.2.3 Notwithstanding anything to the contrary contained in the Articles of Association, any transferee of any

Equity Shares that is not a member of a Promoter Group shall not execute a Deed of Adherence and shall not be entitled to any rights under Articles 5 (*Board of Directors of the Company*), 6 (*Shareholders Meetings*), 7 (*Key Employees*) and 10 (*Reserved Matters*) unless such transferee's Shareholding (together with its Affiliates) pursuant to a Transfer under Article 13.2.2(b), Article 13.2.2A or Article 13A will be equal to or more than the Qualifying Threshold (such transferee, a "New Qualifying Shareholder"). A New Qualifying Shareholder shall be required to execute a Deed of Adherence pursuant to which it shall become a party to the Shareholders' Agreement and be entitled to rights of the transferor Promoter Group under Articles 5 (*Board of Directors of the Company*), 6 (*Shareholders Meetings*), 7 (*Key Employees*) and 10 (*Reserved Matters*), provided that if the New Qualifying Shareholder's Shareholding (together with its Affiliates) will be equal to or more than the Qualifying Threshold and the transferor's Shareholding (together with its Affiliates) is also equal to or more than the Qualifying Threshold, the New Qualifying Shareholder (together with its Affiliates) shall not be entitled to any rights under Article 5 (*Board of Directors of the Company*), 6 (*Shareholders Meetings*), 7 (*Key Employees*) or 10 (*Reserved Matters*) and the transferor (together with its Affiliates) shall continue to be entitled to rights under Articles 5 (*Board of Directors of the Company*), 6 (*Shareholders Meetings*), 7 (*Key Employees*) and 10 (*Reserved Matters*). If a subsequent Transfer of Equity Shares results in the transferor's Shareholding (together with its Affiliates) being less than the Qualifying Threshold and the New Qualifying Shareholder's Shareholding (together with its Affiliates) being equal to or more than the Qualifying Threshold, the New Qualifying Shareholder shall, from the time of such Transfer, be entitled to rights under Articles 5 (*Board of Directors of the Company*), 6 (*Shareholders Meetings*), 7 (*Key Employees*) and 10 (*Reserved Matters*) in substitution for the transferor.

13.2.3A. Notwithstanding anything to the contrary contained in the Articles of Association, if any Vodafone Group Shareholder ceases to be a Vodafone Group Shareholder as a result of the enforcement of Permitted Security (an "Enforced Entity"), such Enforced Entity shall not execute a Deed of Adherence and shall not be entitled to any rights under Articles 5 (Board of Directors of the Company), 6 (Shareholders Meetings), 7 (Key Employees) and 10 (Reserved Matters) unless such Enforced Entity's Shareholding (together with its Affiliates) pursuant to such enforcement of Permitted Security is, immediately following such enforcement, equal to or more than the Qualifying Threshold (such Enforced Entity, a "New Qualifying Shareholder"). A New Qualifying Shareholder shall be required to execute a Deed of Adherence pursuant to which it shall become a party to the Shareholders' Agreement and be entitled to rights of the Vodafone Group Shareholders under Articles 5 (Board of Directors the Company), 6 (Shareholders Meetings), 7 (Key Employees) and 10 (Reserved Matters), provided that if the New Qualifying Shareholder's Shareholding (together with its Affiliates) will be equal to or more than the Qualifying Threshold and the Shareholding of any remaining Vodafone Group Shareholders (together with their Affiliates), if any, is also equal to or more than the Qualifying Threshold, the New Qualifying Shareholder (together with its Affiliates) shall not be entitled to any rights under Article 5 (Board of Directors of the Company), 6 (Shareholders Meetings), 7 (Key Employees) or 10 (Reserved Matters) and the relevant Vodafone Group Shareholders (together with its Affiliates) shall continue to be entitled to rights under Articles 5 (Board of Directors of the Company), 6 (Shareholders Meetings), 7 (Key Employees) and 10 (Reserved Matters). If a subsequent Transfer of Equity Shares or enforcement of Permitted Security results in the Shareholding of the remaining Vodafone Group Shareholders (together with their Affiliates) being less than the Qualifying Threshold and the New Qualifying Shareholder's Shareholding (together with its Affiliates) being equal to or more than the Qualifying Threshold, the New Qualifying Shareholder shall, from the time of such Transfer, be entitled to rights under Articles 5 (Board of Directors of the Company), 6 (Shareholders Meetings), 7 (Key Employees) and 10 (Reserved Matters) in substitution for the remaining Vodafone Group Shareholders.

13.2.4 If any transferee that is not a member of a Promoter Group is required to make a public announcement of an open offer with respect to the Company under the Takeover Code following acquisition of Equity Shares from either Promoter Group, such transferee's Shareholding that has been acquired from the Public Shareholders pursuant to such open offer will be subject to voting restrictions specified in Article 12.2 and must be sold in the market to the public or to Financial Investor(s) pursuant to Article 13.2.2(a) within six (6) months of acquisition.

13.3 Right of First Refusal

13.3.1 Except as provided in Articles 13.2.1 and 13.2.2(a), 13.2.2A, 13A, 13C, 13.6A and 13.6B and subject to Article 12.6.2 in respect of the Vodafone Group Shareholders, in the event any member of a Promoter Group (a "Transferring Shareholder") receives a *bona fide* offer from any Person (a "Proposed Transferee") to Transfer any Equity Shares, it shall grant to the other Promoter Group a right of first refusal over any such Transfer of Equity Shares ("First Refusal Right") in the manner set forth in this Article 13.3.

13.3.2 If the Transferring Shareholder proposes to Transfer to the Proposed Transferee any of the Equity Shares which are subject to the First Refusal Right, the Transferring Shareholder shall first offer the Equity Shares to the other Promoter Group by serving a written notice ("Transfer Notice") on such other Promoter Group ("Non-transferring Shareholder") stating: (i) the number of Equity Shares proposed to be Transferred to the Proposed Transferee ("Offered Shares") and the maximum number of Equity Shares that the Proposed

Transferee is willing to acquire; (ii) the consideration for the Transfer; (iii) the other terms and conditions of the Transfer, if any, as may be reasonably necessary for the Non-transferring Shareholder to determine the price and other terms of such offer; and (iv) the identity of the Proposed Transferee and of its Ultimate Parent and beneficial owner(s). The Non-transferring Shareholder may also require the Transferring Shareholder to produce to the Non-transferring Shareholder such further information as may be reasonably required to enable the Non-transferring Shareholder to establish the *bona fides* of the offer of the Proposed Transferee.

13.3.3 Within 30 (thirty) days after the receipt of the Transfer Notice by the Non-transferring Shareholder ("Offer Period"), the Non-transferring Shareholder may deliver a written notice to the Transferring Shareholder: (a) requiring the Transferring Shareholder to Transfer all, but not some only, of the Offered Shares at the same price and on other terms no less favourable to the Non-transferring Shareholder than those stated in the Transfer Notice, to the Non-transferring Shareholder or its Affiliate ("Acceptance Notice"); or (b) stating that it declines to exercise its First Refusal Right on the Offered Shares or (c) stating that it is electing to exercise its Tag-Along Right under Article 13.4 ("Tag Exercise Notice"). An Acceptance Notice shall be irrevocable and shall constitute a binding agreement between the Transferring Shareholder and the Non-transferring Shareholder to purchase the Offered Shares. If the Non-transferring Shareholder fails to serve an Acceptance Notice within the Offer Period, it shall be deemed to have declined to exercise its First Refusal Right on the Offered Shares.

13.3.4 In the event an Acceptance Notice has been served pursuant to Article 13.3.3, the Transferring Shareholder shall be bound to Transfer the Offered Shares to the Non-transferring Shareholder.

13.3.5 If the Transferring Shareholder:

(a) has not received an Acceptance Notice under Article 13.3.3 in respect of all of the Offered Shares or, having received the same, has not within 15 (fifteen) days thereafter (such 15-day period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority) received the consideration for the Offered Shares (provided the Transferring Shareholder is not in breach of this Article 13.3); or
(b) has not received either an Acceptance Notice or a Tag Exercise Notice under Article 13.3.3,

it shall be entitled to Transfer all, but not some only, of the Offered Shares to the Proposed Transferee at the same price and on other terms no more favourable to the Proposed Transferee than those stated in the Transfer Notice, provided that, if such Transfer is not completed within 90 (ninety) days after the expiration of the Offer Period (such 90-day period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the date of expiration of the Offer Period), the right to Transfer the Offered Shares to the Proposed Transferee shall lapse.

13.4 Tag-Along Right

13.4.1 In the event that the Non-transferring Shareholder has not exercised its First Refusal Right upon receipt of the Transfer Notice in accordance with Article 13.3 (*Right of First Refusal*), the Non-transferring Shareholder shall have the *pro rata* right, but not an obligation ("Tag-Along Right"), to require the Proposed Transferee to purchase from the Non-transferring Shareholder such number of Equity Shares as may be decided by such Non-transferring Shareholder in its sole discretion but not exceeding its *pro rata* entitlement, such that the number of Equity Shares sold by the Transferring Shareholder and the Non-transferring Shareholder, shall be proportionate to the respective *pro rata inter se* Shareholding of the Transferring Shareholder and the Non-transferring Shareholder, at not less than the price and on other terms no less favourable to the Non-transferring Shareholder than those stated in the Transfer Notice. To the extent the Non-transferring Shareholder exercises its Tag-Along Right, the number of Shares that the Transferring Shareholder may Transfer to the Proposed Transferee shall be correspondingly reduced. Notwithstanding anything contained in this Article 13.4.1, in the event that the proposed Transfer of Equity Shares by the Transferring Shareholder to the Proposed Transferee will result in a change in Control of the Company, the Tag-Along Right of the Non-transferring Shareholder shall extend to the entire Shareholding of the Non-transferring Shareholder.

13.4.2 In the event the Non-transferring Shareholder has served a Tag Exercise Notice within the Offer Period pursuant to Article 13.3.3, the Transfer of any Equity Shares to the Proposed Transferee shall be in the manner set forth in this Article 13.4. If the Non-transferring Shareholder fails to serve a Tag Exercise Notice within the Offer Period, it shall be deemed to have declined to exercise its Tag-Along Right.

13.4.3 The Transfer of the Non-transferring Shareholder's Equity Shares pursuant to the exercise of the Tag-Along Right ("Tagged Shares") shall be completed within 30 (thirty) days of the receipt of the Tag Exercise Notice (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the date of the Tag Exercise Notice).

13.4.4 The Transferring Shareholder shall not Transfer any of the Offered Shares to the Proposed Transferee unless and until, simultaneously with such Transfer, the Proposed Transferee purchases all the Tagged Shares at not less than the price, and on terms no less favourable, than those stated in the Transfer Notice.

13.4.5 For the avoidance of doubt, this Article 13.4 shall only apply when Article 13.3 is also applicable.

13.5 Prohibited Transfer

Notwithstanding anything contained in the Articles of Association, no member of a Promoter Group shall directly or indirectly Transfer any Equity Shares to an Indian Competitor.

13.6 Further Acquisitions

Except as provided in Articles 4 (*Funding*), 12 (*Terms of Equalisation*), 13 (*Transfer of Shares*), 13A (*Vodafone Group Permitted Security*), 13B (*ICL Group Permitted Security*) and 16 (*Change in Control*), no member of a Promoter Group or its Affiliates shall acquire any Equity Shares without the prior written consent of the other Promoter Group.

13.6A Transfer of Vodafone Surplus Shareholding

Notwithstanding anything contained in the Articles of Association but subject to Article 13.5, the Vodafone Group Shareholders shall be permitted to sell, transfer or otherwise dispose of the Vodafone Surplus Shareholding, in whole or in part, in one or more transactions, to any Person at any time and in any manner as they may deem fit, including on a Recognised Stock Exchange.

13.6B Transfer of ICL Surplus Shareholding

Notwithstanding anything contained in the Articles of Association but subject to Article 13.5, the ICL Group Shareholders shall be permitted to sell, transfer or otherwise dispose of the ICL Surplus Shareholding, in whole or in part, in one or more transactions, to any Person at any time and in any manner as they may deem fit, including on a Recognised Stock Exchange.

13.7 For giving effect to (i) the Transfers contemplated in this Article 13 and (ii) the creation of enforcement of Permitted Security in accordance with Article 13A, the Parties shall execute all such documents, take all such actions and shall render all such assistance to each other as may be reasonably required to complete the Transfer.

13A. VODAFONE GROUP PERMITTED SECURITY

13A.1 Any:

13.A.1.1. Vodafone Group Shareholder may create any bona fide Encumbrance on, over or affecting any Equity Shares held by them from time to time and/or any rights attaching to those Equity Shares; and

13A.1.2 direct or indirect holding company of a Vodafone Group Shareholder from time to time may create any bona fide Encumbrance on, over or affecting any shares in a subsidiary of such holding company held by such holding company from time to time and/or any rights attaching to those shares or other rights in respect of the relevant subsidiary,

in each case, in favour of any Financier and/ or any third party in order to secure any or all of their obligations or liabilities (or the obligations or liabilities of any of their holding companies) in respect of the Dynamo Agreement and/or the Facility Agreement ("Permitted Security", with such Equity Shares or shares being "Charged Shares" and such rights being "Charged Rights").

13A.2 Articles 9.4, 12.6, 13 (other than Articles 13.2.3, 13.2.3A and 13.5) and 16.1 shall not apply to:

13A.2.1 any transfer of Charged Shares (whether conditional or unconditional) to any Person or to the assignment of any Charged Rights (whether conditional or unconditional) to any Person, in each case where such transfer is pursuant to the creation and/or enforcement of Permitted Security; or

13A.2.2 any transfer of Charged Shares (whether conditional or unconditional) to any Person or to the assignment of any Charged Rights (whether conditional or unconditional) to any Person, in each case by or on behalf of any Financier following the enforcement of Permitted Security

13A.3 The Vodafone Group Shareholders shall notify (in writing) the ICL Group Shareholders of any proposed enforcement of Permitted Security within five (5) Business Days of being notified under the Dynamo Agreement of the proposed enforcement of Permitted Security.

13A.4 In the event of an enforcement of Permitted Security, the Vodafone Group Shareholders will use reasonable endeavours to facilitate a discussion between (i) the relevant Financier(s) or the relevant third party enforcing the Permitted Security and (ii) the ICL Group Shareholders, the purpose of which will be to discuss any proposals that might be made regarding a potential sale of Equity Shares held by the Vodafone Group Shareholders to the ICL Group Shareholders or a potential sale of Equity Shares held by the ICL Group Shareholders to the relevant Financier(s) or the relevant third party enforcing the Permitted Security.

13A.5 The Vodafone Group Shareholders agree and acknowledge that none of the provisions of this Article 13A constitutes a disclosure against any of the representations and warranties made by such Persons under the Implementation Agreement, and the inclusion of such provisions in the Shareholders' Agreement have no effect on, and do not operate as a waiver of, any right, power or remedy that any member of the ICL Group or any of their Representatives may have under the Implementation Agreement.

13B. ICL GROUP PERMITTED SECURITY

13B.1 Any:

13B.1.1 ICL Group Shareholder may create any bona fide Encumbrance on, over or affecting any Equity Shares held by them from time to time and/or any rights attaching to those Equity Shares; and

13B.1.2 direct or indirect holding company of a ICL Group Shareholder from time to time may create any bona fide Encumbrance on, over or affecting any shares in a subsidiary of such holding company held by such holding company from time to time and/or any rights attaching to those shares or other rights in respect of the relevant subsidiary,

in each case, in favour of any ICL Financier and/or any third party in order to secure any or all of their obligations or liabilities (or the obligations or liabilities of any of their holding companies) in respect of an ICL Financing Arrangement ("Permitted ICL Security"). Articles 13.6 and 16.1 shall not apply to the creation of any Permitted ICL Security.

13B.2 To the extent that any ICL Financing Arrangement requires the grant or creation of security pursuant to Article 13B.1, the Vodafone Group Shareholders will discuss in good faith with the ICL Group Shareholders the required amendments which might be made to the Shareholders' Agreement in order to facilitate the enforcement of such Permitted ICL Security, which amendments must be reasonable and substantially similar to those which have been made to facilitate the enforcement of Permitted Security and the Vodafone Group Shareholders and the Vodafone Confirming Party cannot unreasonably withhold, condition or delay their consent to such amendments.

13B.3 The ICL Group Shareholders agree and acknowledge that neither the definition of "ICL Financing Arrangement" nor any of the provisions of this Article 13B constitutes a disclosure against any of the representations and warranties made by such Persons under the Implementation Agreement, and the inclusion of such definition and provisions in the Shareholders' Agreement have no effect on, and do not operate as a waiver of, any right, power or remedy that any member of the Vodafone Group or any of their Representatives may have under the Implementation Agreement.

13C. PERMITTED SALES

13C.1 If, pursuant to the Rights Recapitalisation approved by the Board on 23 January 2019, the ICL Group Shareholders subscribe for Equity Shares for a total subscription amount of more than INR 72,500 million (the total number of Equity Shares subscribed for by the ICL Group Shareholders less the number of Equity Shares which have a total subscription price of INR 72,500 million being the "Excess Subscription Shares"), the ICL Group Shareholders have the right, but not the obligation, to sell and Transfer Excess Subscription Shares, through one Transfer or a series of Transfers, in any manner as they may deem fit, including on a Recognized Stock Exchange, subject to applicable Law.

14. DEADLOCK

14.1 For the purpose of this Article 14, a "Deadlock" shall be deemed to have occurred if:

14.1.1 a proposal is made in respect of any Reserved Matter but is not approved in accordance with Article 10 at two (2) consecutive duly convened meetings of the Board (or following the circulation of the relevant Circular Resolution in writing on two (2) separate occasions); or

14.1.2 a quorum is not present at two (2) consecutive duly convened meetings of the Board by reason of the absence of the Directors nominated and appointed upon request of the same Promoter Group.

14.2 In the event of a Deadlock, either Promoter Group may give written notice to the other and to the Company that it regards a Deadlock as having occurred ("Deadlock Notice") and immediately refer the Deadlock to the chief executive officer of Vodafone Plc and the group chairperson of the ICL Group (or nominees of such representatives) for resolution through mutual discussion (only one Deadlock Notice may be served in respect of any one proposal or series of related proposals).

14.3 If the Deadlock is not resolved within 30 (thirty) days of the Deadlock Notice, then *status quo* shall prevail, provided that if the Deadlock relates to a Draft Revised Business Plan, the provisions of Article 11.4 shall apply.

14.4 If the Deadlock is resolved within 30 (thirty) days of the Deadlock Notice, then the Promoter Groups shall procure that the Company gives effect to the relevant resolution(s).

15. DEFAULT

15.1 Failure to Comply with Voting

15.1.1 If any member of a Promoter Group fails to vote the Equity Shares held by it in accordance with the Articles of Association or votes the Equity Shares held by it contrary to the Articles of Association (such Group, the "Defaulting Promoter Group" and the failure to vote or voting contrary to the Articles of Association, a "Voting Default"), the Defaulting Promoter Group shall be deemed to be in material breach of the Articles of Association pursuant to which Article 15.1.3 shall apply unless:

(a) within 30 (thirty) days of the date of the Voting Default, the Promoter Groups or the Board agree to convene another General Meeting or issue a fresh notice for a shareholders' vote pursuant to Article 9.1.4, following which the Defaulting Promoter Group votes the Equity Shares held by it or refrains from voting the Equity Shares held by it in accordance with the Articles of Association and the relevant resolution is approved or rejected in accordance with the Articles of Association; or

(b) if the Defaulting Promoter Group demonstrates, within 30 (thirty) days of the date of the Voting Default, to the reasonable satisfaction of the non-defaulting Promoter Group, that the Voting Default was on account of an administrative error.

15.1.2 In the event the Defaulting Promoter Group is unable to demonstrate to the reasonable satisfaction of the other Promoter Group pursuant to Article 15.1.1(b) that the Voting Default was on account of an administrative error, either Promoter Group shall have the right to refer the matter to the chief executive officer of Vodafone Plc and the group chairperson of the ICL Group for their consideration and decision within 15 (fifteen) days of the expiration of the 30-day period referred to in Article 15.1.1(b). The chief executive officer of Vodafone Plc and the group chairperson of the ICL Group shall decide the matter within 30 (thirty) days of the date of referral and such decision shall be final and binding on the Promoter Groups. In the event the chief executive officer of Vodafone Plc and the group chairperson of the ICL Group are unable to agree to a decision, either Promoter Group may refer the matter to an expedited arbitration procedure under the provisions of the Shareholders' Agreement to be completed within six (6) months of the date of referral.

15.1.3 If the Voting Default is not cured or resolved pursuant to Article 15.1.1(a) or 15.1.1(b) or 15.1.2:

(a) the rights of the Defaulting Promoter Group under Articles 5 (*Board of Directors of the Company*), 6 (*Shareholders Meetings*), 7 (*Key Employees*) and 10 (*Reserved Matters*) shall cease;
(b) the obligations of the Defaulting Promoter Group under the Articles of Association shall cease only if the Defaulting Promoter Group no longer holds any Equity Shares; and
(c) if the Defaulting Promoter Group comprises ICL Group Shareholders, Article 12.2 shall cease to apply.

15.2 Event of Default

15.2.1 An event of default ("Event of Default") shall occur or be deemed to have occurred in relation to a Promoter Group ("Defaulting Shareholder Group") if:

(a) a member of the Defaulting Shareholder Group commits a material breach of Article 4 (*Funding*), 5 (*Board of Directors of the Company*), 10 (*Reserved Matters*), 12 (*Terms of Equalisation*), 13 (*Transfer of Shares*) or 16 (*Change in Control*) and such breach is not cured within 30 (thirty) days of written notice by the non-defaulting Promoter Group, provided that any such breach that arises from non-receipt of any approval of a Governmental Authority in respect of Article 4 (*Funding*), 12 (*Terms of Equalisation*), 13 (*Transfer of Shares*) or 16 (*Change in Control*) for reasons beyond the control of the relevant Party shall not be regarded as a material breach; or

(b) any member of the Defaulting Shareholder Group has:

(i) an official manager, receiver, trustee, voluntary administrator, liquidator or provisional liquidator appointed for all or substantially all of its assets or undertaking and such appointment is not dismissed, reversed, vacated or stayed within 90 (ninety) days of such appointment; or
(ii) entered into or resolved to enter into winding up proceedings or an arrangement, composition or compromise with or assignment for the benefit of its creditors generally or any class of creditors, or proceedings are commenced by such Shareholder to sanction such an arrangement, composition or compromise, in each case, other than for the purposes of (A) a *bona fide* scheme of restructuring, reconstruction or amalgamation, or (B) a voluntary liquidation of entities that no longer hold Equity Shares and do not have substantial assets.

For the avoidance of doubt, the enforcement of Permitted Security in accordance with Article 13A shall not constitute an Event of Default.

15.2.2 The Defaulting Shareholder Group shall be entitled to demonstrate, within 30 (thirty) days of the date of notification of the Event of Default by the non-defaulting Promoter Group, to the reasonable satisfaction of the non-defaulting Promoter Group, that such Event of Default occurred on account of an administrative error.

15.2.3 In the event the Defaulting Shareholder Group is unable to demonstrate to the reasonable satisfaction of the non-defaulting Promoter Group pursuant to Article 15.2.2 that the Event of Default was on account of an administrative error, either Promoter Group shall have the right to refer the matter to the chief executive officer of Vodafone Plc and the group chairperson of the ICL Group for their consideration and decision within 30 (thirty) days of the expiration of the 30-day period referred to in Article 15.2.2. The chief executive officer of Vodafone Plc and the group chairperson of the ICL Group shall decide the matter within 30 (thirty) days of the date of referral and such decision shall be final and binding on the Promoter Groups. In the event the chief executive officer of Vodafone Plc and the group chairperson of the ICL Group are unable to agree to a decision, either Promoter Group may refer the matter to an expedited arbitration procedure under the provisions of the Shareholders' Agreement to be completed within six (6) months of the date of referral.

15.2.4 If an Event of Default is not cured or resolved pursuant to Article 15.2.1(a), 15.2.2 or 15.2.3:

(a) the rights of the Defaulting Shareholder Group under Articles 5 (*Board of Directors of the Company*), 6 (*Shareholders Meetings*), 7 (*Key Employees*) and 10 (*Reserved Matters*) shall cease;
(b) the obligations of the Defaulting Shareholder Group under the Articles of Association shall cease only if the Defaulting Shareholder Group no longer holds any Equity Shares; and
(c) if the Defaulting Shareholder Group comprises ICL Group Shareholders, Article 12.2 shall cease to apply.

15.3 Nothing in Article 15.1 or 15.2 shall affect the right of the non-defaulting Promoter Group to claim any losses, damages, costs and expenses, including legal fees and expenses, to the extent arising or resulting from a Voting Default or an Event of Default, regardless of whether such default has been cured.

15.4 Notwithstanding anything contained in the Articles of Association, if any member of either Promoter Group is unable to comply with any obligation under the Articles of Association pursuant to an order of a Governmental Authority issued in respect of such member, the rights of the relevant Promoter Group under the Articles of Association shall not cease provided that such Promoter Group uses all reasonable endeavours to procure that such order is vacated.

16. CHANGE IN CONTROL

16.1 Subject to Articles 13A, 13B and 16.8, each Promoter Group shall notify (in writing) the other Promoter Group of any proposed change in Control of any of its members (a "CoC Shareholder"), and the Vodafone Group Shareholders shall immediately notify (in writing) the ICL Group Shareholders of any proposed Vodafone Restricted Group Sale Disposal, in each case, within five (5) Business Days of the public announcement of such proposed transaction or the execution of binding documentation in respect of such proposed transaction, whichever is earlier, and such notice shall specify the manner in which such transaction will occur (the "CoC Notice").

16.2 Following issue of a CoC Notice in respect of a listed CoC Shareholder that is an ICL Group Shareholder:

16.2.1 the other ICL Group Shareholders (the "Remaining ICL Shareholders") shall be entitled, within 30 (thirty) days of the CoC Notice (the "ICL CoC Period"), to require such CoC Shareholder to Transfer all of its Equity Shares ("CoC Shares") to them or their Affiliate(s) at the ICL CoC Price pursuant to a written notice ("CoC Exercise Notice") issued to the CoC Shareholder (with a copy to the Company and the Vodafone Group Shareholders), and the CoC Shares shall then be promptly Transferred to the Remaining ICL Shareholders or their Affiliate(s). The Transfer of the CoC Shares pursuant to this Article 16.2.1 shall be completed within 45 (forty five) days of the CoC Notice (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the date of the CoC Exercise Notice); and

16.2.2 if the Remaining ICL Shareholders fail to issue a CoC Exercise Notice pursuant to Article 16.2.1 within the ICL CoC Period, the Vodafone Group Shareholders shall be entitled, within 30 (thirty) days of the expiration of the ICL CoC Period to require the CoC Shareholder to Transfer all of the CoC Shares to the Vodafone Group Shareholders or their Affiliate(s) at the Vodafone Purchase Price pursuant to a CoC Exercise Notice issued to the CoC Shareholder (with a copy to the Company and the ICL Group Shareholders), and the CoC Shares shall then be promptly Transferred to the Vodafone Group Shareholders or their Affiliate(s). The Transfer of the CoC Shares pursuant to this Article 16.2.2 shall be completed within 75 (seventy five) days of the CoC Notice (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the date of the CoC Exercise Notice).

16.3 Following issue of a CoC Notice in respect of an unlisted CoC Shareholder that is an ICL Group Shareholder, the Vodafone Group Shareholders shall be entitled to take either of the following actions within 30 (thirty) days of the CoC Notice:

16.3.1 pursuant to a CoC Exercise Notice, require such CoC Shareholder to Transfer all of the CoC Shares to the Vodafone Group Shareholders or their Affiliate(s) at the Vodafone Purchase Price, and the CoC Shares shall then be promptly Transferred to the Vodafone Group Shareholders or their Affiliate(s). The Transfer of the CoC Shares pursuant to this Article 16.3.1 shall be completed within 45 (forty five) days of the CoC Notice (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the date of the CoC Exercise Notice); or

16.3.2 pursuant to a CoC Exercise Notice, require the ICL Group Shareholders to purchase from the Vodafone Group Shareholders such number of Equity Shares as may be decided by the Vodafone Group Shareholders in their sole discretion but not exceeding their *pro rata* entitlement, such that the number of Equity Shares sold by the Vodafone Group Shareholders represents the same proportion of the Share Capital as the number of Equity Shares held by the CoC Shareholder, at the Vodafone Sale Price. The Transfer of Equity Shares pursuant to this Article 16.3.2 shall be completed within 45 (forty five) days of the CoC Notice issued by the Vodafone Group Shareholders (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the date of the CoC Exercise Notice).

16.4 Following issue of a CoC Notice in respect of a CoC Shareholder that is a Vodafone Group Shareholder or in case of a Vodafone Restricted Group Sale Disposal, the ICL Group Shareholders shall be entitled to take either of the following actions within 30 (thirty) days of the CoC Notice:

16.4.1 pursuant to a CoC Exercise Notice, require such CoC Shareholder to Transfer all of the CoC Shares to the ICL Group Shareholders or their Affiliate(s) at the Vodafone Purchase Price, and the CoC Shares shall then be promptly Transferred to the ICL Group Shareholders or their Affiliate(s). The Transfer of the CoC Shares pursuant to this Article 16.4.1 shall be completed within 45 (forty five) days of the CoC Notice (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the date of the CoC Exercise Notice); or

16.4.2 pursuant to a CoC Exercise Notice, require the Vodafone Group Shareholders to purchase from the ICL Group Shareholders such number of Equity Shares as may be decided by the ICL Group Shareholders in their sole discretion but not exceeding their *pro rata* entitlement, such that the number of Equity Shares sold by the ICL Group Shareholders represents the same proportion of the Share Capital as the number of Equity Shares held by the CoC Shareholder, at the Vodafone Sale Price. The Transfer of Equity Shares pursuant to this Article 16.4.2 shall be completed within 45 (forty five) days of the CoC Notice issued by the ICL Group Shareholders (such period to be extended *pro tanto* by the period required to obtain any necessary regulatory approval from or make any necessary filing with any Governmental Authority, provided that such extended period shall be no longer than 12 (twelve) months from the date of the CoC Exercise Notice).

16.5 Following any change in Control of a CoC Shareholder, the Shareholding of such CoC Shareholder shall not be counted towards the Shareholding of the Promoter Group to which it belonged (unless Article 16.2.1 or 16.6 is applicable).

16.6 Nothing in the Articles of Association shall prevent, constitute a breach, require the sale or Transfer of any Equity Shares or otherwise restrict in any manner, with respect to the Vodafone Group:

16.6.1 any change in control of Vodafone Plc following (i) a successful public offer for shares (which, for the avoidance of doubt, may be implemented by a scheme of arrangement) or (ii) a transaction which involves the issue of shares in Vodafone Plc to one or more persons which would require a general offer for the shares of Vodafone Plc but for the requirement to make such offer having been waived, in each case in accordance with the UK City Code on Takeovers and Mergers;

16.6.2 a Vodafone Direct Spin-off Disposal; or

16.6.3 a Vodafone Permitted Group Sale Disposal;

(collectively, the "Vodafone Permitted Transactions") and, in each case, any Transfers pursuant to or in connection with any Vodafone Permitted Transaction. The Vodafone Group Shareholders shall notify (in writing) the ICL Group Shareholders of any proposed Vodafone Permitted Transaction within five (5) Business Days of the public announcement of such transaction or the execution of binding documentation in respect of such transaction, whichever is earlier, and such notice shall specify the manner in which such transaction will occur. For the avoidance of doubt, none of the Vodafone Permitted Transactions shall be considered a breach of the Articles of Association or an Event of Default.

16.7 If any transferee that is not a member of a Promoter Group is required to make a public announcement of an open offer with respect to the Company under the Takeover Code following a change in Control of a member of either Promoter Group that is subject to the provisions of this Article 16, such transferee's Shareholding that has been acquired from the Public Shareholders pursuant to such open offer will be subject to voting restrictions specified in Article 12.2 and must be sold in the market to the public or to a Financial Investor pursuant to Article 13.2.2(a) within six (6) months of acquisition.

16.8 Article 16.1 shall not apply to any actual or proposed change in Control, direct or indirect, of a Vodafone Group Shareholder which results from the occurrence of a Trigger Event or an Enforcement Event under the Dynamo Agreement and is effected in accordance with the terms of the Dynamo Agreement. The relevant Vodafone Group Shareholder shall notify (in writing) the ICL Group Shareholders of any change in Control under this Article 16.8 within five (5) Business Days of such change in Control becoming effective.

16.9 Nothing in these Articles of Association shall prevent, constitute a breach, require the sale or Transfer of any Equity Shares or otherwise restrict in any manner, with respect to the Vodafone Group, entry by Vodafone Plc into the Dynamo Agreement.

17. TERMINATION; FALL AWAY OF RIGHTS

17.1 The Shareholders' Agreement shall automatically terminate:

17.1.1 in respect of the rights and obligations of any Promoter Group, upon that Promoter Group ceasing to hold any Equity Shares, it being understood that the Shareholders' Agreement shall remain in force between the non-exiting Promoter Group and any New Qualifying Shareholder and, subject to the provisions of the Shareholders' Agreement, the non-exiting Promoter Group and the exiting Promoter Group shall not have any rights or obligations with respect to each other; and

17.1.2 in respect of the rights and obligations of the Vodafone Group Shareholders in the event of a Vodafone Direct Spin-off Disposal.

17.2 The Shareholders' Agreement may be terminated by each Promoter Group with immediate effect upon the earlier of the following, the occurrence of which shall be promptly notified by the Company to each Promoter Group:

17.2.1 any execution or other process of any Governmental Authority issued against or levied upon all or substantially all of the Company's assets, which is not discharged or withdrawn or stayed or vacated within 90 (ninety) days of the date of issue;

17.2.2 an official manager, receiver, trustee, voluntary administrator, liquidator or provisional liquidator is appointed for all or substantially all of the Company's assets or undertaking and such appointment is not dismissed, reversed, vacated or stayed within 90 (ninety) days of such appointment; or

17.2.3 the Company has entered into or resolved to enter into winding up proceedings, or an arrangement, composition or compromise with or assignment for the benefit of its creditors generally or any class of creditors, or proceedings are commenced by a Shareholder to sanction such an arrangement, composition or compromise, in each case, other than for the purposes of a bona fide scheme of restructuring, reconstruction or amalgamation.

17.3 Notwithstanding anything contained in the Articles of Association:

17.3.1 If the Shareholding of a Promoter Group falls below the Qualifying Threshold, the Parties to the Shareholders' Agreement shall engage in discussions in good faith to determine the consequences of such breach of the Qualifying Threshold, provided, however that, if no agreement is reached among such Parties or the breach has not been cured within a period of 90 days from the date on which the Qualifying Threshold of a Promoter Group is breached, the rights of such Promoter Group (the "Non-Qualifying Promoter Group") under Articles 5 (Board of Directors of the Company), 6 (Shareholders Meetings), 7 (Key Employees) and 10 (Reserved Matters) shall irrevocably cease and the following shall apply:

(a) the other Promoter Group (the "Qualifying Promoter Group") shall be entitled, by notice to the other Parties, to elect (in its sole discretion) to terminate the Shareholders' Agreement and this Part II of the Articles of Association, with immediate effect; and

(b) notwithstanding anything contained in the Articles of Association, including Article 3.2: (i) the Non-Qualifying Promoter Group shall be entitled to take necessary actions to declassify the persons / entities belonging to such Non-Qualifying Promoter Group, as promoter / promoter group of the Company under the applicable laws and regulations; and (ii) the Qualifying Promoter Group shall not have any obligation to facilitate any action described in (i) above in any manner whatsoever.

17.3.2 Upon exercise by the Qualifying Promoter Group of its right under Article 17.3.1(a), the Shareholders' Agreement and this Part II of the Articles of Association, shall terminate and fall away with immediate effect.

17.3.3 If the Qualifying Promoter Group does not exercise its right to terminate the Shareholders' Agreement and this Part II of the Articles of Association, under Article 17.3.1(a):

(a) the obligations of the Non-Qualifying Promoter Group under the Shareholders Agreement shall cease only if such Promoter Group no longer holds any Equity Shares; and

(b) if the Shareholding of the ICL Group Shareholders has fallen below the Qualifying Threshold, Article 12.2 shall cease to apply.

17.3.4 If the rights of the ICL Group Shareholders under the Articles of Association fall away pursuant to Article 17.3.1 as a result of non-participation or partial participation in a Rights Recapitalisation under Article 4, such rights shall be restored if the ICL Group Shareholders increase their Shareholding to at least the Qualifying Threshold in accordance with Article 4.7 (*Rights Recapitalisation Call Option prior to the Equal Shareholding Date*) within the time period specified therein (the "**Rights Cure Period**"), in which case:

(a) the ICL Group Shareholders shall not be entitled to any rights under Article 5 (*Board of Directors of the Company*), 6 (*Shareholders Meetings*), 7 (*Key Employees*) or 10 (*Reserved Matters*) during the Rights Cure Period;

(b) before, during and after the Rights Cure Period, the obligations of the ICL Group Shareholders under the Shareholders Agreement shall cease only if no ICL Group Shareholder holds any Equity Shares; and

(c) Article 12.2 shall not be applicable during the Rights Cure Period and, if the Shareholding of the ICL Group Shareholders is not increased to the Qualifying Threshold within the Rights Cure Period, Article 12.2 shall cease to apply thereafter.

18. JOINT AND SEVERAL LIABILITY

18.1 Notwithstanding any provisions to the contrary in the Articles of Association, all ICL Group Shareholders shall be treated as a single shareholder for the purpose of the Articles of Association and their rights, obligations, covenants and undertakings hereunder shall be joint and several, and a breach by any one ICL Group Shareholder of its rights, obligations, covenants or undertakings hereunder shall be deemed as a collective breach by the other ICL Group Shareholders of their respective rights, obligations, covenants and undertakings hereunder.

18.2 Notwithstanding any provisions to the contrary in the Articles of Association, all Vodafone Group Shareholders shall be treated as a single shareholder for the purpose of the Articles of Association and their rights, obligations, covenants and undertakings hereunder shall be joint and several, and a breach by any one Vodafone Group Shareholder of its rights, obligations, covenants or undertakings hereunder shall be deemed as a collective breach by the other Vodafone Group Shareholders of their respective rights, obligations, covenants and undertakings hereunder.

19. CONSENTS; NOTICES

References to consents or notices by the Parties may be satisfied by GIL on behalf of the ICL Group Shareholders or Euro Pacific Securities Ltd. on behalf of the Vodafone Group Shareholders.

20. ANTI-CORRUPTION LAWS

The Parties shall not, and shall procure that the members of their respective Groups shall not, directly or indirectly through their Representatives or any Person authorised to act on their behalf (a) offer, promise, pay, authorise or give money or anything of value to any Person for the purposes of (i) influencing any act or decision of any governmental official, (ii) inducing any government official to do or omit to do an act in violation of a lawful duty, (iii) securing any improper advantage or (iv) inducing any government official to influence the act or decision of a Governmental Authority or (b) engage in any other activity, practice or conduct which would give rise to an offence under, or non-compliance with, any applicable anti-bribery and anti-corruption Laws.

21. FURTHER ASSURANCES

Each Party shall, upon being required to do so by any other Party, execute such documents and perform such acts and things as such other Party may reasonably consider necessary for giving effect to the provisions of the Articles of Association.

SECTION IX: RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries or departments of the Government of India and the RBI.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT, issued the FDI Policy by way of circular bearing number DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020 ("**FDI Policy**"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular. For further details, see "*Key Industry Regulations and Policies*" beginning on page 139.

On October 17, 2019, the Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in the Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 vide notification dated May 4, 2022 issued by the Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares, as applicable. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid / Offer Period.

As per the FDI Policy and the FEMA Rules, read with the Press Notes issued from time to time, foreign direct investment up to 100% is permitted under the automatic route for telecom service providers. However, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and such transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government, OCBs cannot participate in the Offer. For further details, see *"Offer Procedure"* beginning on page 675.

The Equity Shares hereby represented have not been, and will not be, registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Red Herring Prospectus as "U.S. QIBs") under Section 4(a) of the U.S. Securities Act and (b) outside the United States in an "offshore transaction" as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X: MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of this Red Herring Prospectus and which will be filed with the RoC. The copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. and 5 p.m. on all Working Days from date of this Red Herring Prospectus until the Bid/ Offer Closing Date. The copies of the contracts and also the documents for inspection referred to hereunder will be uploaded on the website of our Company at https://www.myvi.in/investors/fpo and will be available for inspection from date of this Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date).

A. Material Contracts for the Offer

(1) Offer Agreement dated April 11, 2024 amongst our Company and the Book Running Lead Managers.

(2) Registrar Agreement dated April 11, 2024 amongst our Company and the Registrar to the Offer.

(3) Cash Escrow and Sponsor Banks Agreement dated April 11, 2024 amongst our Company, the Registrar to the Offer, the Book Running Lead Managers, the Syndicate Members, the Escrow Collection Bank, Sponsor Banks, Public Offer Account Bank and the Refund Bank.

(4) Syndicate Agreement dated April 11, 2024 amongst our Company, the Registrar to the Offer, the Book Running Lead Managers, and the Syndicate Members.

(5) Underwriting Agreement dated [●], 2024 amongst our Company and the Underwriters.

(6) Monitoring Agency Agreement dated April 11, 2024 between our Company and the Monitoring Agency.

B. Material Documents

(1) Certified copies of Memorandum of Association and Articles of Association, amended from time to time.

(2) Certificate of incorporation dated March 14, 1995 upon incorporation, fresh certificates of incorporation dated May 30, 1996, November 6, 2001 and May 1, 2002 upon changes in name of our Company and fresh certificate of incorporation dated August 31, 2018 upon change in name pursuant to the Merger.

(3) Resolution of our Board dated February 27, 2024, and our Shareholders dated April 2, 2024, authorising the Offer and other related matters.

(4) Resolution of our Board dated April 11, 2024 approving this Red Herring Prospectus for filing with the RoC.

(5) Shareholders' agreement dated March 20, 2017, as amended, entered by and among our Company, the Vodafone Group Shareholders, the ICL Group Shareholders, Kumar Mangalam Birla and Vodafone International Holdings B.V.

(6) Implementation agreement dated March 20, 2017, as amended, entered by and among our Company, Vodafone India, VMSL, the Vodafone Group Shareholders, the ICL Promoters, Kumar Mangalam Birla and Vodafone International Holdings B.V.

(7) Agreements between our Company and Vodafone Group Services Limited dated August 30, 2018, (as amended on April 28, 2021

(8) Business Transfer Agreement dated July 25, 2016 between our Company and Idea Cellular Infrastructure Services Limited.

(9) Shareholders Agreement in relation to FireFly Networks Limited.

(10) Scheme of arrangement between our Company and Vodafone Towers Limited.

(11) Scheme of amalgamation among our Company, Vodafone India and VMSL.

(12) Scheme of amalgamation between our Company and ABTL.

(13) Scheme of amalgamation between Idea Mobile Commerce Services Limited and Aditya Birla Idea Payments Bank Limited.

(14) ESOS 2013.

(15) Annual reports of our Company for the financial years 2023, 2022 and 2021.

(16) The report dated April 4, 2024 on the statement of possible special tax benefits available to our Company and its shareholders and its Material Subsidiaries from our Statutory Auditors.

(17) Resolution dated April 9, 2024 passed by the Audit Committee approving the KPIs for disclosure.

(18) Consent letters of the our Directors, our Company Secretary and Compliance Officer, Legal Counsel to our Company, Legal Counsel to the Book Running Lead Managers as to Indian Law, International Legal Counsel to the Book Running Lead Managers, bankers to our Company, the Book Running Lead Managers, Registrar to the Offer, and consents in writing of the Syndicate Members, Escrow Collection Bank / Refund Bank / Public Offer Account Bank, Sponsor Banks, Monitoring Agency, to act in their respective capacities.

(19) Our Company has received written consent dated April 11, 2024 from S.R. Batliboi & Associates LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) auditors report dated May 25, 2023, May 10, 2022 and June 30, 2021, respectively on our Audited Consolidated Financial Statements for the Financial Years ended March 31, 2023, 2022 and 2021; (ii) limited review reports each dated April 4, 2024 on our Special Purpose Interim Condensed Consolidated Financial Statements for the nine month period ended December 31, 2023 and December 31, 2022; and (iii) their report dated April 4, 2024 on the statement of special tax benefits available to our Company, its shareholders and its Material Subsidiaries in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

(20) Our Company has received written consent dated April 11, 2024 from the independent chartered accountant, namely Suresh Surana & Associates LLP, Chartered Accountants, to include their name in this Red Herring Prospectus, as an "expert" as defined under Section 2(38) and Section 26(1)(a)(v) of the Companies Act, 2013 to the extent and in their capacity as the Independent Chartered Accountant, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

(21) Certificate dated April 11, 2024 issued by the independent chartered accountant, namely Suresh Surana & Associates LLP, Chartered Accountants, with respect to our key performance indicators.

(22) Due diligence certificate dated April 11, 2024, addressed to SEBI from the Book Running Lead Managers.

(23) In principle listing approvals issued by BSE and NSE each dated April 8, 2024.

(24) Tripartite agreement dated January 29, 2007 among our Company, NSDL and Bigshare Services Private Limited.

(25) Tripartite agreement dated January 22, 2007 among our Company, CDSL and Bigshare Services Private Limited.

(26) Exemption application dated January 25, 2019 with SEBI under Regulation 300(1)(c) of the SEBI ICDR Regulations in respect of the rights issue undertaken by our Company in 2019.

(27) SEBI letter dated February 15, 2019 bearing reference no. CFD/DIL-II/ADM/AB/OW/2019/4363/1.

(28) Letters from our Company to Shambhukumar S. Kasliwal, Rajkumari S. Kasliwal, Vikas S. Kasliwal, Nitin S. Kasliwal and Mukul S. Kasliwal dated March 2, 2024 and March 4, 2024, as applicable.

(29) Letters from Shambhukumar S. Kasliwal, Rajkumari S. Kasliwal, Vikas S. Kasliwal, Nitin S. Kasliwal and Mukul S. Kasliwal to our Company dated March 5, 2024 and March 6, 2024, as applicable.

(30) Letter from our Company to NSE dated March 20, 2024.

(31) Email from NSE to our Company dated April 3, 2024.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without notice to our Shareholders subject to compliance of the provisions contained in the Companies Act, 2013, and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ravinder Takkar
Non-Executive Chairman

Date: April 11, 2024
Place: Gurugram

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Anjani Kumar Agrawal
Independent Director

Date: April 11, 2024
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Arun Kumar Adhikari
Independent Director

Date: April 11, 2024
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ashwani Windlass
Independent Director

Date: April 11, 2024
Place: New Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Himanshu Kapania
Non-Executive Director

Date: April 11, 2024
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Krishnan Ramachandran
Independent Director

Date: April 11, 2024
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Kumar Mangalam Birla
Non-Executive Director

Date: April 11, 2024
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Neena Gupta
Independent Director

Date: April 11, 2024
Place: London

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sateesh Govinda Kamath
Non-Executive Director

Date: April 11, 2024
Place: London

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sunil Sood
Non-Executive Director

Date: April 11, 2024
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Suresh Choitram Vaswani
Independent Director

Date: April 11, 2024
Place: Dallas

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sushil Agarwal
Non-Executive Director

Date: April 11, 2024
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Murthy GVAS
Chief Financial Officer

Date: April 11, 2024
Place: Mumbai