

14th May, 2019

National Stock Exchange of India Limited
"Exchange Plaza",
Bandra - Kurla Complex,
Bandra (E),
Mumbai – 400 051

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sirs,

Sub: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

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

The Board of Directors of Vodafone Idea Limited at its meeting held on May 13, 2019, has considered and approved a Scheme of Amalgamation of Vodafone India Digital Limited and Idea Telesystems Limited (both wholly owned subsidiaries of the Company) with the Company under the relevant provisions of the Companies Act, 2013 ("Scheme").

The Scheme is subject to approval of the National Company Law Tribunal, Ahmedabad, besides other approvals as applicable, if any.

The information pursuant to Regulation 30 of LODR read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **Annexure A**.

Thanking you,

Yours truly,

For **Vodafone Idea Limited**



Pankaj Kapdeo
Company Secretary



Encl: As above

Annexure A

Disclosure of Information pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (“LODR Regulations”) with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

1. Details of Transferor and Transferee Companies:

Transferor Companies:

(a) Vodafone India Digital Limited

Vodafone India Digital Limited (“VIDL” or the “Transferor Company 1”) was incorporated on 30th day of March 2017 as Vodafone India Digital Limited, a public limited company, with the Registrar of Companies, Mumbai under the provisions of the Act. The registered office was shifted from the State of Maharashtra to the State of Gujarat vide order dated 14 January 2019 of the Regional Director, Western Region and registered by the Registrar of Companies, Ahmedabad vide certificate dated 21 February 2019. The new Corporate Identification Number of VIDL U74999GJ2017PLC106724. The registered office of the VIDL is situated at Vodafone House, Corporate Road, Prahlad Nagar, Off S.G. Highway, Ahmedabad – 380 051, Gujarat. VIDL is a wholly-owned subsidiary of the Transferee Company and is a non-operating company.

(b) Idea Telesystems Limited

Idea Telesystems Limited (“ITL” or the “Transferor Company 2”) was incorporated on the 12th day of September 1983 as Swinder Singh Satara And Company Private Limited, with the Registrar of Companies, Delhi and Haryana under the provisions of the Companies Act, 1956. The name of the Transferor Company 2 was changed to Idea Telesystems Limited and fresh certificate of incorporation consequent upon change of name was issued on the 18th day of October 2011 with Corporate Identification Number U74899DL1983PLC016517. The registered office of Transferor Company 2 is in the process of being shifted from the Union Territory of Delhi to the State of Gujarat. ITL is a wholly-owned subsidiary of the Transferee Company. ITL is primarily engaged in the business of wholesale trading of data cards.

Transferee Company:

Vodafone Idea Limited

Vodafone Idea Limited (“VIL” or “The Transferee Company”) was incorporated on 14th day of March 1995 as Birla Communications Limited, a public company with the Registrar of Companies, Maharashtra, under the provisions of the Companies Act, 1956 with Corporate Identification Number L32100GJ1996PLC030976. The name was changed to Birla AT&T Communications Limited on 30th day of May 1996. Further, the registered office was shifted from the State of Maharashtra to the State of Gujarat on 22nd day of October 1996. The name was further changed to: (i) Birla Tata AT&T Limited on 6th day of November 2001; and (ii) Idea Cellular Limited on 1st day of May 2002. The name of the Transferee Company was further changed to Vodafone Idea Limited on 31st day of August, 2018. This name change reflects merger of erstwhile Vodafone Mobile Services Limited and Vodafone India Limited with the Company which had become effective on 31st August, 2018. The equity shares of the Transferee Company are listed on BSE Limited (‘BSE’) and National Stock Exchange of



Vodafone Idea Limited (formerly Idea Cellular Limited)

An Aditya Birla Group & Vodafone partnership

Birla Centurion, 9th to 12th Floor, Century Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 030. T: +91 95940 04000 | F: +91 22 2482 0095 | www.vodafoneidea.com
Registered Office: Suman Tower, Plot no. 18, Sector 11, Gandhinagar - 382 011, Gujarat. T: +91 79 6671 4000 | F: +91 79 2323 2251 | CIN: L32100GJ1996PLC030976

India Limited ('NSE'). The registered office of the Transferee Company is situated at Suman Tower, Plot No. 18, Sector-11, Gandhinagar, 382 011, Gujarat, India. The Company is the leading telecommunication operator in India. It is a pan India Mobile telecommunications operator offering voice, data, enterprises service and other VAS, including short messaging services and digital services.

The Net worth and turnover of both the companies as on 31st March, 2019 is as under-

Particulars	Net-worth as on March 31, 2019 (Rs. In million)	Turnover for FY 2018-19 (Rs. In million)
Vodafone India Digital Limited	3	-
Idea Telesystems Limited	200	33
Vodafone Idea Limited	427,782	368,588

2. Whether the transaction would fall within related party transactions?

The proposed amalgamation is not to be treated as a related party transaction in terms of General Circular No. 30/2014 dated 17th July, 2014 issued by the Ministry of Corporate Affairs. Further, pursuant to Regulation 23(5)(b) of the LODR Regulations, the related party transaction provisions under LODR Regulations are not applicable to the proposed Scheme.

3. Area of business of the entities:

As mentioned in point no. 1.

4. Rational for the proposed Scheme:

The reasons and Circumstances leading to and justifying the proposed Scheme of Amalgamation, which make it beneficial for all concerned including the members of both the Companies, are as follows:

The amalgamation would, inter alia, bring about:

- (i) simplification of the corporate structure;
- (ii) better, efficient and economical management and control over the running of businesses of the subsidiaries;
- (iii) elimination of duplication in administrative cost and multiple record keeping thus resulting in cost savings, increased operational efficiencies and administrative convenience; and
- (iv) creating better synergies across the group, optimal utilization of resources and obtaining economies of scale.



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5. Details of Change in Shareholding Pattern:

There will be no change in Shareholding pattern of the Transferee Company pursuant to the proposed Scheme as no shares are proposed to be issued by the company in consideration of the proposed scheme. The Company is the sole shareholder of the Transferor Company 1 and Transferor Company 2.

6. Consideration and / or Share Exchange ratio:

As the entire Issued, Subscribed and Paid up Share Capital of the Transferor Company 1 and Transferor Company 2 is held by the Transferee Company and its nominees, upon the Scheme being effective, notwithstanding anything contrary in this Scheme, the said Equity Share Capital of the Transferor Company(s) will stand automatically cancelled and there will be no issue and allotment of Shares to the transferor Company as the Transferee Company and its nominee are the only Shareholders of the Transferor Company(s).

