

Result of the meeting of the non-convertible, redeemable unsecured debentures under ISIN INE 669E08292 of Vodafone Idea Limited conducted by IDBI Trusteeship Services Limited on Wednesday, 13<sup>th</sup> October, 2021 at 1.00pm held through Video Conferencing (VC)/ Other Audio – Visual Means (OAVM)

Pursuant to the PCS Ashish O. Lalpuria & Co. (Scrutinizer to the said meeting) report dated October 14, 2021 (Copy of the report is enclosed), as stated in the said report that the debenture holders/ authorized representative of the debenture holders have cast their votes as mentioned in the said report. The votes cast are less than 75% of the outstanding amount of debentures.

However, during the course of the meeting the authorized representative of the debenture holders made a statement that they would convey their views in next 30 days on the agenda contained in the notice convening the meeting.

The Debenture holders has sought for further time in order to get their internal approvals in place in order to take any further actions in the said resolution agenda points.

It is clarified that in case the Debenture Trustee do not receive any reply from the Debenture holders within 30 days from the date of the meeting i.e. October 13, 2021 then it shall be treated that no Material Adverse Effect has occurred and the matter stands closed.

IDBI Trusteeship Services Limited

N.A. Sachwani

Authorised Signatory



DATE: October 14, 2021

ENCL: Scrutinizer report dated October 14, 2021



### Consolidated Report of the Scrutinizer

To

The Chairman appointed for the meeting of  
the non-convertible, redeemable unsecured debentures  
under ISIN INE669E08292 ("the Debenture holders") of Vodafone Idea Limited  
conducted by IDBI Trusteeship Services Limited  
Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate,  
Mumbai - 400 001.

Dear Sir,

1. I, Ashish O. Lalpuria, Practising Company Secretary, having office at 204, Zee Square, M. G. Road, Vile Parle (East), Mumbai -400 057, have been appointed as the Scrutinizer by IDBI Trusteeship Services Ltd. ("the Debenture Trustee") of Vodafone Idea Limited, ("the Company") for the purpose of:
  - a. scrutinizing the votes cast by the Debenture Holders using remote e-Voting system based on the facility provided by NSDL and;
  - b. scrutinizing the e-voting process at the meeting of the debenture holders of the Company held on Wednesday, 6<sup>th</sup> October, 2021 adjourned to 13<sup>th</sup> October, 2021 at same time i.e. 1.00 p.m. due to lack of quorum, bearing ISIN INE669E08292, held through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Debenture Trust Deed and other applicable provisions if any.

I have been appointed for scrutinizing the above referred voting process in a fair and transparent manner and ascertaining the requisite majority on the business / resolutions as contained in the notice dated 5<sup>th</sup> September, 2021 in respect of debenture-holder meeting held on Wednesday, 6<sup>th</sup> October, 2021 adjourned to 13<sup>th</sup> October, 2021 at same time i.e. 1.00 p.m. due to lack of quorum bearing ISIN INE669E08292.

#### 2. Trustee's Responsibility

The IDBI Trusteeship Services Limited ("the Debenture Trustee") is responsible to ensure compliance with the requirements of the Companies Act, 2013 and SEBI (Listing





Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Debenture Trust Deed and other applicable provisions if any relating to voting through electronic means on the resolution contained in the notice calling the said meeting.

### 3. Scrutinizer's Responsibility

My responsibility as the Scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and render consolidated Scrutinizers' Report of the total votes cast in favour or against or invalid, to the Chairman on the resolution contained in the notice of the said meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

### 4. Further to above, I submit my report as under:

#### Cut-off date

- 4.1 The debenture holders holding debentures as on the cut-off date i.e. Wednesday, 29<sup>th</sup> September, 2021, were entitled to vote on the resolutions as set out in the Notice dated 5<sup>th</sup> September, 2021 convening the meeting of the debenture holders and their voting rights were in proportion to the debentures held by the Debenture-holders of the Company as on the cut-off date i.e. September 29, 2021, subject to the provisions of the Debenture Trust Deed.

#### Remote e-voting process and Voting at the meeting

- 4.2 The remote e-voting period began on Wednesday, October 13, 2021 at 12.45 P.M. and ended on Wednesday, October 13, 2021, 15 minutes after close of the said meeting. The remote e-voting module was disabled by NSDL for voting thereafter.
- 4.3 The Chairman at the meeting of the debenture holders, at the end of discussions on the resolutions by the Company officials and the debenture-holders contained in the Notice, allowed the holders to cast their vote through e-voting facility provided by NSDL to all those debenture-holders who were present at the meeting, but have not cast their vote by availing remote E-voting from the start of the debenture holders meeting upto 15 minutes after conclusion of the meeting.
- 4.4 After the time fixed for closure of the e-voting by the Chairman, the electronic system recording for e-voting was locked by NSDL.
- 4.5 After the closure of the e-voting at the said meeting, the votes cast through e-voting at the meeting and through remote e-voting facility prior to the date of the meeting were unblocked in presence of two witnesses, namely, Ms. Jainisa Mehta and Ms. Shivani Kawle who are not in the employment of the Company. Thereafter, the e-voting results containing, inter-alia the list of Debenture holders who have voted in favour or against the





resolutions or who have abstained from voting were downloaded from the e-voting website of NSDL i.e. (<https://www.evoting.nsdl.com>). The e-voting data/ results downloaded were scrutinized and reviewed, the votes were counted and the results were prepared.

#### Consolidated Results

4.6 The consolidated result of the remote e-voting and e-voting at the meeting is as under:

a) Agenda Item No. 1 – Yes or No - whether there exists or has there occurred a **Material Adverse Effect** on account of inadequate asset cover due to inclusion in the total unsecured borrowings of deferred payment obligation pursuant to AGR judgement, being one off items?

i) Voted in favour of the Agenda:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	4	1017	100
E-voting at Debentures holders meeting	0	0	0
Total	0	0	0

ii) Voted against the Agenda:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	625	100
E-voting at	0	0	0



Debentures holders meeting			
Total	0	0	0

iii) Invalid Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
E-voting at Debentures holders meeting	0	0
Total	0	0

- b) Agenda Item No. 2 – Yes or No – In case the decision of Agenda Item No. 1 is affirmative then whether the Debenture-holders would authorise the Debenture Trustee to provide various options and further course of action available to Debenture holders, within a period of next 30 days?

i) Voted in favour of the Agenda:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3	1000	100
E-voting at Debentures holders meeting	0	0	0
Total	0	0	0





ii) Voted against the Agenda:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	642	100
E-voting at Debentures holders meeting	0	0	0
Total	0	0	0

iii) Invalid Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
E-voting at Debentures holders meeting	0	0
Total	0	0

c) Agenda Item No. 3 – Special Resolution – In case the decision of Agenda Item No. 2 is affirmative then the Debenture-holders would authorise the Debenture Trustee to provide various options and further course of action available to Debenture holders, within a period of next 30 days.

i. Voted in favour of the Agenda:

Voting process	Number of members voted through	Number of votes	% of total number
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	e-voting system	cast by them	of valid votes cast
Remote E-voting	3	1000	100
E-voting at Debentures holders meeting	0	0	0
Total	0	0	0

ii. Voted against the Agenda:

Voting process	Number of members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	642	100
E-voting at Debentures holders meeting	0	0	0
Total	0	0	0

iii. Invalid Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
E-voting at Debentures holders meeting	0	0
Total	0	0






5. The debenture holders/ authorised representatives of the debenture-holders have cast their vote as mentioned in the above paragraphs. Accordingly the Chairman may declare the result of meeting after going through provisions in debenture Trust Deed.

Thanking you,

Yours faithfully,

For ASHISH O. LALPURIA & CO.,  
Practising Company Secretaries



(Ashish O. Lalpuria)  
Proprietor  
FCS: 9381 CP No. 11155



UDIN: F009381C001180287  
Date: 14/10/2021

Countersigned by  
Chairman appointed for the meeting

