

Date: 27 December 2024

To,

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

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block - G, Bandra Kurla
Complex, Bandra (East), Mumbai – 400 051

Sub: Disclosure under Regulation 29(2) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "Takeover Code")

Dear Sir / Ma'am,

This letter sets out the disclosure being made by HSBC Corporate Trustee Company (UK) Limited as security trustee (see description below) pursuant to Regulation 29(2) read with Regulation 29(4) of the Takeover Code in relation to the release of encumbrance indirectly over the equity shares of Vodafone Idea Limited (the "**Target Company**").

Al-Amin Investments Limited, Asian Telecommunication Investments (Mauritius) Limited, Trans Crystal Ltd, Vodafone Telecommunications (India) Limited, CCII (Mauritius), Inc., Euro Pacific Securities Ltd, Prime Metals Ltd and Mobilvest are entities incorporated in Mauritius (collectively, the "**Vodafone Promoter Mauritius Shareholders**"). Omega Telecom Holdings Private Limited and Usha Martin Telematics Limited are entities incorporated in India (collectively, the "**Vodafone Promoter Indian Shareholders**"). The Vodafone Promoter Mauritius Shareholders and the Vodafone Promoter Indian Shareholders are collectively referred to as the "**Vodafone Promoter Shareholders**".

The Vodafone Promoter Shareholders collectively hold 15,720,826,860 equity shares of the Target Company comprising approximately 22.56% of the equity share capital of the Target Company. Such equity shares were subject to an indirect encumbrance as described below.

In relation to the financing arrangements of Vodafone group companies, pledges of shares (as indicated below) had been created in favour of HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for Dynamo Finance Designated Activity Company, and such pledges of shares had been on-assigned to HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for AlbaCore Partners II Investment Holdings D Designated Activity Company, Asia Opportunities (Singapore) Pte. Limited, Bank of America, N.A., London Branch, BNP Paribas, Burlington Loan Management DAC, HSBC Bank plc, ING Bank N.V., Singapore Branch, Morgan Stanley Senior Funding, Inc., Tor Asia Credit Opportunity Master Fund II VCC and Tor Asia Funds VCC – TOR ASIA TIFO (the "**Lenders**"). Each of the entities named above has been incorporated outside India.

S.No.	Pledgor	Company whose Shares are Pledged
1.	CGP Investments (Holdings) Ltd (incorporated in	Array Holdings Ltd (incorporated in Mauritius)

HSBC Corporate Trustee Company (UK) Limited
Issuer Services, Global Banking
8 Canada Square London, E14 5HQ
Tel: 020 7991 8888 Fax: 020 7991 4350

Registered in England number 6447555. Registered office: 8 Canada Square, London E14 5HQ
Incorporated in England and Wales with limited liability.

S.No.	Pledgor	Company whose Shares are Pledged
	<i>the Cayman Islands)</i>	
2.	Array Holdings Ltd (<i>incorporated in Mauritius</i>)	- Each of the following Vodafone Promoter Mauritius Shareholders: (a) Al-Amin Investments Limited (b) Asian Telecommunication Investments (Mauritius) Limited (c) Trans Crystal Ltd (d) Vodafone Telecommunications (India) Limited - CGP India Investments Ltd. (which directly or indirectly holds 100% of the equity share capital of each of the following Vodafone Promoter Indian Shareholders): (a) Omega Telecom Holdings Private Limited (b) Usha Martin Telematics Limited
3.	CGP India Investments Ltd (<i>incorporated in Mauritius</i>)	Each of the following Vodafone Promoter Mauritius Shareholders: (a) CCII (Mauritius), Inc. (b) Euro Pacific Securities Ltd (c) Prime Metals Ltd (d) Mobilvest

On 27 December 2024, HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for the Lenders has released the pledges (*as described above*) pursuant to repayment of the outstanding dues owed to the Lenders by the Vodafone Promoter Shareholders. Consequently, the indirect encumbrance on 15,720,826,860 equity shares of the Target Company held by the Vodafone Promoter Shareholders representing 22.56% of the equity share capital of the Target Company on a fully diluted basis has been released.

Please see enclosed the disclosure by HSBC Corporate Trustee Company (UK) Limited in the prescribed format under Regulation 29(2) read with Regulation 29(4) of the Takeover Code in relation to the above.

We request you to kindly take the above on record and acknowledge receipt.



For and on behalf of HSBC Corporate Trustee Company (UK) Limited

A handwritten signature in blue ink, appearing to read "Charlotte Davidson", written over a horizontal line.

Name: **Charlotte Davidson**
Designation: **Authorised Signatory**

Place: **LONDON**

Date: **27 DECEMBER 2024**

cc: Vodafone Idea Limited
Suman Tower,
Plot No. 18, Sector 11,
Gandhinagar, Gujarat, India – 382 011

Enclosed: Disclosure under Regulation 29(2) read with 29(4) of the Takeover Code.

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Name of the Target Company (TC)	Vodafone Idea Limited		
Name(s) of the seller and Persons Acting in Concert (PAC) with the seller	HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for Dynamo Finance Designated Activity Company, and such security having been on-assigned to HSBC Corporate Trustee Company (UK) Limited acting as the security trustee for AlbaCore Partners II Investment Holdings D Designated Activity Company, Asia Opportunities (Singapore) Pte. Limited, Bank of America, N.A., London Branch, BNP Paribas, Burlington Loan Management DAC, HSBC Bank plc, ING Bank N.V., Singapore Branch, Morgan Stanley Senior Funding, Inc., Tor Asia Credit Opportunity Master Fund II VCC and Tor Asia Funds VCC – TOR ASIA TIFO, as set out in the NOTE below.		
Whether the seller belongs to Promoter / Promoter group	No.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the National Stock Exchange of India Limited.		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition / sale under consideration, holding of:	(a) NIL	(a) NIL	(a) NIL
(a) Shares carrying voting rights	(b) Indirect encumbrance over 15,720,826,860 equity shares carrying voting rights of the TC as set out in the NOTE below.	(b) Indirect encumbrance over 15,720,826,860 equity shares aggregating to approximately 22.56% of the paid-up equity share capital carrying voting rights of the	(b) Indirect encumbrance over 15,720,826,860 equity shares aggregating to approximately 22.56% of the paid-up equity share capital carrying voting rights of the
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
(c) Voting rights (VR) otherwise than by shares			
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
(e) Total (a+b+c+d)	(c) NIL (d) NIL		

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	(e) 15,720,826,860 equity shares carrying voting rights of the TC.	TC as set out in the NOTE below. (c) NIL (d) NIL (e) 22.56% of the paid-up equity share capital carrying voting rights of the TC.	TC on a fully diluted basis as set out in the NOTE below. (c) NIL (d) NIL (e) 22.56% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
Details of acquisition / sale	(a) NIL	(a) NIL	(a) NIL
(a) Shares carrying voting rights acquired / sold	(b) NIL	(b) NIL	(b) NIL
(b) VRs acquired / sold otherwise than by shares	(c) NIL	(c) NIL	(c) NIL
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold	(d) Release of indirect encumbrance over 15,720,826,860 equity shares carrying voting rights of the TC as set out in the NOTE below.	(d) Release of indirect encumbrance over 15,720,826,860 equity shares aggregating to approximately 22.56% of the paid-up equity share capital carrying voting rights of the TC as set out in the	(d) Release of indirect encumbrance over 15,720,826,860 equity shares aggregating to approximately 22.56% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted
(d) Shares encumbered / invoked / released by the acquirer	(e) 15,720,826,860 equity shares carrying voting		
(e) Total (a+b+c+/-d)			

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	rights of the TC.	NOTE below.	basis as set out in the NOTE below.
		(e) 22.56% of the paid-up equity share capital carrying voting rights of the TC.	(e) 22.56% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
After the acquisition/ sale, holding of:	(a) NIL	(a) NIL	(a) NIL
(a) Shares carrying voting rights acquired	(b) NIL	(b) NIL	(b) NIL
(b) Shares encumbered with the acquirer	(c) NIL	(c) NIL	(c) NIL
(c) VRs otherwise than by shares	(d) NIL	(d) NIL	(d) NIL
(d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	(e) NIL	(e) NIL	(e) NIL
(e) Total (a+b+c+d)			
Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Release of indirect encumbrance pursuant to the release of pledges of share capital of each of the Vodafone Promoter Mauritius Shareholders, Array Holdings Ltd and CGP India Investments Ltd, as set out in the NOTE below.		
Date of acquisition/ sale of shares /VR or date of receipt of intimation of allotment of shares, whichever is applicable	Date of release of indirect encumbrance: 27 December 2024		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	INR 696,99,81,66,400 comprising 69,69,98,16,640 equity shares of INR 10 each as per the shareholding pattern for quarter ended 30 September 2024 published on the stock exchanges.		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	INR 696,99,81,66,400 comprising 69,69,98,16,640 equity shares of INR 10 each as per the shareholding		

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	pattern for quarter ended 30 September 2024 published on the stock exchanges.
Total diluted share/voting capital of the TC after the said acquisition / sale	INR 696,99,81,66,400 comprising 69,69,98,16,640 equity shares of INR 10 each as per the shareholding pattern for quarter ended 30 September 2024 published on the stock exchanges.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

NOTE:

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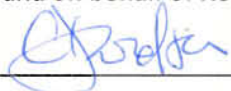
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For and on behalf of **HSBC Corporate Trustee Company (UK) Limited**


 Name: **Charlotte Davidson**
 Designation: **Authorised Signatory**

Designation:

Place: **LONDON**

Date: **27 DECEMBER 2024**

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