

Date: 30 December 2024

To,

BSE Limited

25th Floor, 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 31(2) 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 pursuant to Regulation 31(2) of the Takeover Code by certain promoters 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 (<i>incorporated in the Cayman Islands</i>)	Array Holdings Ltd (<i>incorporated in Mauritius</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

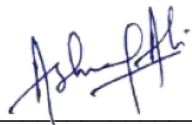
S. No.	Pledgor	Company whose Shares are Pledged
		(d) Vodafone Telecommunications (India) Limited CGP India Investments Ltd. (which directly or indirectly holds 100% of the equity share capital of each of the following Vodafone Promoter Indian Shareholders): (a) Omega Telecom Holdings Private Limited (b) Usha Martin Telematics Limited
3.	CGP India Investments Ltd (incorporated in Mauritius)	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 group companies. Consequently, the indirect encumbrance on the equity shares of the Target Company has been released. Following such release, the Vodafone Promoter Shareholders continue to collectively hold 15,720,826,860 equity shares of the Target Company representing 22.56% of the equity share capital of the Target Company on a fully diluted basis.

Please see enclosed the disclosure by the Vodafone Promoter Shareholders in the prescribed format under Regulation 31(2) of the Takeover Code in relation to such release of indirect encumbrance on the equity shares of the Target Company.

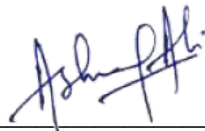
We request you to kindly take the above on record and acknowledge receipt.

For and on behalf of **Omega Telecom Holdings
Private Limited**



Name: Ashraf Ali
Designation: Authorised Signatory

For and on behalf of **Usha Martin Telematics
Limited**



Name: Ashraf Ali
Designation: Authorised Signatory

[Signature Page to the Disclosure under Regulation 31(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

For and on behalf of **Al-Amin Investments Limited**



Name: **Gerhard van Niekerk**
Designation: **Director**

For and on behalf of **Asian Telecommunication Investments (Mauritius) Limited**



Name: **Gerhard van Niekerk**
Designation: **Director**

For and on behalf of **Trans Crystal Ltd**



Name: **Gerhard van Niekerk**
Designation: **Director**

For and on behalf of **Vodafone Telecommunications (India) Limited**



Name: **Gerhard van Niekerk**
Designation: **Director**

For and on behalf of **CCII (Mauritius), Inc.**



Name: **Gerhard van Niekerk**
Designation: **Director**

For and on behalf of **Euro Pacific Securities Ltd**



Name: **Gerhard van Niekerk**
Designation: **Director**

For and on behalf of **Prime Metals Ltd**



Name: **Gerhard van Niekerk**
Designation: **Director**

For and on behalf of **Mobilvest**



Name: **Gerhard van Niekerk**
Designation: **Director**

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

Enclosed: Disclosure under Regulation 31(2) of the SEBI Takeover Regulations.

[Signature Page to the Disclosure under Regulation 31(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

Annexure I

**Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for ~~encumbrance of shares/invocation of~~
~~encumbrance~~/release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers)**
Regulations, 2011

Name of the Target Company (TC)	Vodafone Idea Limited
Names of the stock exchanges where the shares of the target company are listed	i. BSE Limited ii. National Stock Exchange of India Limited
Date of reporting	30 December 2024
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	Promoters: (i) Al-Amin Investments Limited (ii) Asian Telecommunication Investments (Mauritius) Limited (iii) Trans Crystal Ltd (iv) CCII (Mauritius), Inc. (v) Euro Pacific Securities Ltd (vi) Prime Metals Ltd (vii) Mobilvest (viii) Vodafone Telecommunications (India) Limited <i>The pledge is created over CGP India Investments Ltd. (which directly or indirectly holds 100% of the equity share capital of each of the following Vodafone Promoter Indian Shareholders):</i> (i) Omega Telecom Holdings Private Limited (ii) Usha Martin Telematics Limited

Details of the release of encumbrance:

Name of the promoter(s) or PACs with him(*)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)]/ release [(2)-(3)]/ invocation [(1)-(3)]}	
					Type of event (creation/ release/ invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/lien/ non disposal undertaking/ others)	Reasons for encumbrance (**)	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbered (***)	No. of Shares	% of share capital
Usha Martin Telematics Limited	91,123,113	0.13%	91,123,113	0.13%	Release	27 December 2024	Indirect encumbrance pursuant to pledge of share capital of each of the Vodafone Promoter Mauritius Shareholders, Array Holdings Ltd and CGP India Investments Ltd (which directly or indirectly holds 100% of the equity share capital of each of the Vodafone Promoter Indian Shareholders) , as set out in	Indirect encumbrance in favour of the security agent to secure the financing arrangement, as described in the NOTE below.	91,123,113	0.13%	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	NIL	NIL
Omega Telecom Holdings Private Limited	279,017,784	0.40%	279,017,784	0.40%	Release	27 December 2024			279,017,784	0.40%		NIL	NIL
Euro Pacific Securities Ltd	5,593,277,865	8.02%	5,593,277,865	8.02%	Release	27 December 2024			5,593,277,865	8.02%		NIL	NIL
Al-Amin Investments Limited	812,744,186	1.17%	812,744,186	1.17%	Release	27 December 2024			812,744,186	1.17%		NIL	NIL
Asian Telecommunication Investments (Mauritius) Limited	980,469,868	1.41%	980,469,868	1.41%	Release	27 December 2024			980,469,868	1.41%		NIL	NIL
CCII (Mauritius), Inc.	446,059,752	0.64%	446,059,752	0.64%	Release	27 December 2024			446,059,752	0.64%		NIL	NIL
Vodafone Telecommunications (India) Limited	1,624,511,788	2.33%	1,624,511,788	2.33%	Release	27 December 2024			1,624,511,788	2.33%		NIL	NIL
Mobilvest	1,675,994,466	2.40%	1,675,994,466	2.40%	Release	27 December 2024			1,675,994,466	2.40%		NIL	NIL

[illegible]

Grasim Industries Limited#	3,317,566,167	4.76%	NIL	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	NIL	NIL
Pilani Investment and Industries Corporation Limited#	189,528,530	0.27%	NIL	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	NIL	NIL
Birla Group Holdings Private Limited #	353,798,538	0.51%	NIL	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	NIL	NIL
IGH Holdings Private Limited#	407,528,454	0.58%	NIL	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	NIL	NIL
Oriana Investments Pte Ltd#	4,388,598,920	6.30%	NIL	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	NIL	NIL
Elaine Investments Pte Ltd#	861,128,643	1.24%	NIL	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	NIL	NIL

- * The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.
- ** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.
- *** This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.
- # Disclosure in relation to such promoters is based on information available on the website of the stock exchanges.

NOTE:

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**”.

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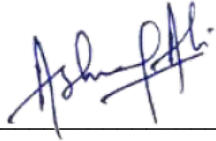
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Holdings D Designated Activity Company, Asia Opportunities (Singapore) Pte. Limited, Bank of America, N.A., London Branch, BNP Paribas, Burlington Loan Management DAC, HSBC Bank plc, ING Bank N.V., Singapore Branch, Morgan Stanley Senior Funding, Inc., 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.

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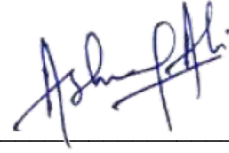
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For and on behalf of **Prime Metals Ltd**



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Designation: [Director](#)

For and on behalf of **Asian Telecommunication Investments (Mauritius) Limited**



Name: [Gerhard van Niekerk](#)
Designation: [Director](#)

For and on behalf of **Vodafone Telecommunications (India) Limited**



Name: [Gerhard van Niekerk](#)
Designation: [Director](#)

For and on behalf of **Euro Pacific Securities Ltd**



Name: [Gerhard van Niekerk](#)
Designation: [Director](#)

For and on behalf of **Mobilvest**



Name: [Gerhard van Niekerk](#)
Designation: [Director](#)