

13th October, 2017

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

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

Dear Sirs,

Sub: Disclosure of:

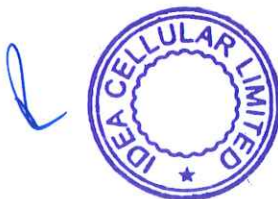
- i) **Combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the equity shareholders of Idea Cellular Limited ("the Company") held on Thursday, 12th October 2017; and**
- (ii) **Combined Voting Result, pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 (SEBI Circular)**

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the Order dated 21st August 2017, passed by the National Company Law Tribunal, Bench at Ahmedabad ("**NCLT Order**"), a meeting of equity shareholders of the Company was held on Thursday, 12th October 2017 at 11:00 A.M. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat, for approving the Composite Scheme of Amalgamation and Arrangement among Vodafone Mobile Services Limited, Vodafone India Limited and Idea Cellular Limited and their respective shareholders and creditors ('Scheme').

Further, pursuant to the provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016, and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, the Company has provided facility of postal ballot and e-voting to its equity shareholders for approval of the Scheme.

Contd.. 2



Idea Cellular Limited, 9th to 12th Floors, Birla Centurion, Century Mills Compound,
Pandurang Budhkar Marg, Worli, Mumbai 400030, India. Telephone: + 91 95940 04000, Fax: + 91 95940 03182.
E mail: info@idea.adityabirla.com, Website: www.idealcellular.com Corporate Identity Number: L32100GJ1996PLC030976.

ADITYA BIRLA



Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) postal ballot; (ii) e-voting; and (iii) physical voting (electronically) at the venue of the meeting, which was held on 12th October, 2017.

Further, in terms of the SEBI Circular and NCLT Order, the Scheme is also required to be approved by majority of the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through (i) postal ballot; and (ii) e-voting, to the Scheme.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the followings disclosures:-

- a. **In terms of the Companies Act, 2013 and NCLT Order** - Voting results of equity shareholders of the business transacted through (i) postal ballot; (ii) e-voting; and (iii) physical voting (electronically) at the venue of the meeting along with the Scrutinizer's Report - **Annexure A**.
- b. **In terms of the SEBI Circular** - Voting results of the Public Shareholders, along with a separate Scrutinizer's Report - **Annexure B**.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

The above if for your information and dissemination to the public.

Thank you,

Yours faithfully,
For **Idea Cellular Limited**

Pankaj Kapdeo
Company Secretary



Encl: As above



Idea Cellular Limited, 9th to 12th Floors, Birla Centurion, Century Mills Compound,
Pandurang Budhkar Marg, Worli, Mumbai 400030, India. Telephone: + 91 95940 04000, Fax: + 91 95940 03182.
E mail: info@idea.adityabirla.com, Website: www.ideacellular.com Corporate Identity Number: L32100GJ1996PLC030976.



Idea Cellular Limited

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of AGM/EGM	12th October, 2017
Total number of shareholders on Record Date	276394
No. of shareholders present in the meeting either in person or through proxy:	87
Promoters and Promoter Group	1
Public	86
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Resolution No. 1								
Resolution Required (Ordinary / Special)		Special						
Whether promoter / promoter group are interested in the agenda / resolution		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	1,528,847,547	1,528,847,547	100.00%	1,528,847,547	-	100.000%	0.000%
	Poll		-	-	-	-	-	
	Postal Ballot (If Applicable)		-	-	-	-	-	
	Total	1,528,847,547	1,528,847,547	100.00%	1,528,847,547	-	100.000%	0.000%
Public – Institutions	E-Voting	1,269,641,867	997,093,195	78.53%	997,093,195	-	100.000%	0.000%
	Poll		-	-	-	-	-	
	Postal Ballot (If Applicable)		-	-	-	-	-	
	Total	1,269,641,867	997,093,195	78.53%	997,093,195	-	100.00%	0.00%
Public-Non-Institutions	E-Voting	808,362,469	13,357,078	1.65%	13,332,733	24,345	99.818%	0.182%
	Poll		713,067,538	88.21%	713,067,273	265	100.000%	0.000%
	Postal Ballot (If Applicable)		990,247	0.12%	977,251	12,996	98.688%	1.312%
	Total	808,362,469	727,414,863	89.99%	727,377,257	37,606	99.995%	0.005%
Total		3,606,851,883	3,253,355,605	90.20%	3,253,317,999	37,606	99.999%	0.001%



**COMBINED SCRUTINIZERS' REPORT**

To

Justice Mohit S. Shah

Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT), for the Meeting of the Equity Shareholders of Idea Cellular Limited pursuant to Company Application No. CA (CAA) NO. 91/NCLT/AHM/2017

Dear Sir,

I, Umesh Ved, Practicing Company Secretary (FCS 4411, CP: 2924) have been appointed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (NCLT), by its Order dated 21st August, 2017, as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting of the Equity Shareholders (including public shareholders) of Idea Cellular Limited convened by order of NCLT and held at Cambay Sapphire (formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar- 382 044, Gujarat, India on Thursday, 12th October, 2017 at 11.00 a.m., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the Equity Shareholders to the Composite Scheme of Amalgamation and Arrangement among Vodafone Mobile Services Limited and Vodafone India Limited and Idea Cellular Limited and their respective shareholders and creditors ("the Scheme"), in terms of the Notice dated 31st August, 2017, convening the said meeting.

I do hereby submit my report as under:

- (i) The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the postal ballot and e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution contained in the Notice of the Meeting.
- (iii) The **Cut-off date** was **Tuesday, 5th September, 2017** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting and voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution seeking their approval.
- (iv) The voting through postal ballot and e-voting had commenced at **9:00 a.m. on Tuesday, 12th September, 2017 and has closed at 5:00 p.m. on Wednesday, 11th October, 2017.**



- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot, e-voting and voting conducted through electronic voting system through tablets at the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through electronic voting system (through tablets) at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on postal ballots, the reports generated from the e-voting system and voting conducted through electronic voting system (through tablets) at the meeting provided by NSDL.
- (vi) The Company had, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 5th September, 2017) by Friday, 8th September, 2017 and has also published an advertisement in this regard, in English language in The Indian Express (All editions) and translation thereof in Gujarati language in Sandesh, Ahmedabad edition on Monday, 11th September, 2017.
- (vii) The e-voting module was disabled and blocked by NSDL for voting on 11th October, 2017 at 5.00 p.m.
- (viii) The Equity shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 11th October, 2017. I have not accepted any postal ballot form after 5.00 p.m. on 11th October, 2017.
- (ix) On Thursday, 12th October, 2017, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through electronic voting system (through tablets) for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the e-voting module of NSDL.
- (x) On completion of the voting at the NCLT convened Meeting, NSDL provided to me the list of the shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
- (xi) I first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (through tablets) were reconciled with the records maintained by the Company and NSDL and the authorisations/proxies lodged with the Company.
- (xii) I then counted the votes cast through the postal ballots and unblocked the votes cast through the e-voting module of NSDL in the presence of Mr. Rohit Periwal and Ms. Jasmin Doshi, who are not in employment of the Company.
- (xiii) The Postal ballot forms and the e-voting including votes cast through electronic voting system (through tablets) done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.



(xiv) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Resolution

Approval of the Composite Scheme of Amalgamation and Arrangement among Vodafone Mobile Services Limited and Vodafone India Limited and Idea Cellular Limited and their respective shareholders and creditors ("the Scheme").

Consolidated Report on result of voting through Postal Ballots, E-voting and the Voting conducted through electronic voting system (through tablets) at the venue of the meeting of Equity Shareholders.

(a) Votes in favor of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	3006	977251
E-Voting	2097	2539273475
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	76	713067273
Total	5179	3253317999
% of total value of valid votes cast	99.999%	
% of total number of members voted	97.72%	

(b) Votes against the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	49	12996
E-Voting	71	24345
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	1	265
Total	121	37,606
% of total value of valid votes cast	0.001%	
% of total number of members voted	2.28%	



(c) Invalid Votes:

Manner of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid*	No. of votes cast by members
Postal Ballots	232	157910
E-Voting	Nil	Nil
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	Nil	Nil
Total	232	157910

*No. of Members is equivalent to No. of Folios/Accounts

(xv) The list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through electronic voting system (through tablets) at the venue of the meeting, postal ballots and e-voting process are annexed herewith.

(xvi) All relevant records of the voting conducted through electronic voting system (through tablets) at the venue of the meeting and postal ballots and the e-voting are handed over to the Company Secretary of the Company for safe keeping.

Thanking you

Yours truly,

Umesh H. Ved

**Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS-4411
CP-2924**



**Place: Ahmedabad
Date: 12.10.2017**



Idea Cellular Limited

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
[Pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 (SEBI Circular)]

Date of AGM/EGM	12th October, 2017
Total number of shareholders on Record Date	276394
No. of shareholders present in the meeting either in person or through proxy:	87
Promoters and Promoter Group	1
Public	86
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Resolution No. 1								
Resolution Required (Ordinary / Special)		Special						
		Approval of the Composite Scheme of Amalgamation and Arrangement among Vodafone Mobile Services Limited, Vodafone India Limited and Idea Cellular Limited and their respective shareholders and creditors ('Scheme').						
Whether promoter / promoter group are interested in the agenda / resolution		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	1,528,847,547	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,528,847,547	-	-	-	-	-
Public – Institutions	E-Voting	1,269,641,867	997,093,195	78.533%	997,093,195	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,269,641,867	997,093,195	78.533%	997,093,195	-	100.00%
Public-Non-Institutions	E-Voting	808,362,469	13,357,078	1.652%	13,332,733	24,345	99.818%	0.182%
	Poll		-	-	-	-	-	
	Postal Ballot (If Applicable)		990,247	0.123%	977,251	12,996	98.688%	1.312%
	Total		808,362,469	14,347,325	1.775%	14,309,984	37,341	99.740%
Total		3,606,851,883	1,011,440,520	28.042%	1,011,403,179	37,341	99.996%	0.004%





Report of Scrutinizer

To
Mr. Pankaj Kapdeo
Company Secretary
Idea Cellular Limited
Gandhinagar.

Sub: Scrutinizer Report with respect to voting by public shareholders of Idea Cellular Limited through Postal Ballot, E-Voting in terms of SEBI Circular dated 10.3.2017.

Dear Sir,

I, Umesh Ved, Practicing Company Secretary (FCS 4411, CP: 2924) have been appointed as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and e-voting on the resolution seeking approval of the Equity Shareholders of Idea Cellular Limited to the Composite Scheme of Amalgamation and Arrangement among Vodafone Mobile Services Limited and Vodafone India Limited and Idea Cellular Limited and their respective shareholders and creditors ("the Scheme"), in terms of the Notice dated 31st August 2017, convening the said meeting.

I submit my report with regard to the result of the postal ballot and e-voting in respect of **public shareholders** as under:

- (i) The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements relating to voting done through the postal ballot and e-voting on the resolution contained in the Notice of the Meeting.
- (iii) The **Cut-off date** was **Tuesday, 5th September, 2017** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting on the resolution seeking their approval.



- (iv) The voting through postal ballot and e-voting had commenced at 9:00 a.m. on Tuesday, 12th September 2017 and has closed at 5:00 p.m. on Wednesday, 11th October 2017.
- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot and e-voting) is restricted to scrutinize the postal ballot papers and e-voting process in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour** or **Against** the resolution stated in the Notice, based on postal ballots and the reports generated from the e-voting system.
- (vi) The Company had, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 5th September, 2017) by Friday, 8th September, 2017 and has also published an advertisement in this regard, in English language in The Indian Express (All editions) and translation thereof in Gujarati language in Sandesh, Ahmedabad edition on Monday, 11th September, 2017.
- (vii) The e-voting module was disabled and blocked by NSDL for voting on 11th October, 2017 at 5.00 p.m.
- (viii) The Equity shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 11th October, 2017. I have not accepted any postal ballot form after 5.00 p.m. on 11th October, 2017.
- (ix) I counted the votes cast through the postal ballots and unblocked the votes cast through the e-voting module of NSDL in the presence of Mr. Rohit Periwal and Ms. Jasmin Doshi, who are not in employment of the Company.
- (x) The Postal ballot forms, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.



The results of public shareholders are as under:

Item No. 1-

Approval of the Composite Scheme of Amalgamation and Arrangement among Vodafone Mobile Services Limited and Vodafone India Limited and Idea Cellular Limited and their respective shareholders and creditors (“the Scheme”).

Voting Method	Total valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Share holders	No. of shares	% of total number of valid voters cast	No. of Share holders	No. of shares	% of total number of valid voters cast	No. of share holders	No. of shares
Remote E-voting	1010450273	2091	1010425928	99.9975	71	24345	0.0025	NIL	NIL
Voting by Postal Ballot	990247	3006	977251	98.688	49	12996	1.312	232	157910
Total	1011440520	5097	1011403179	99.996	120	37341	0.004	232	157910

(xi) A list of Equity Shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for resolution are annexed herewith.

(xii) The postal ballot and all other relevant records with respect to public shareholders were handed over to the Company for safe keeping.

Thanking you,

Yours truly,

Umesh H. Ved

Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS: 4411
CP: 2924
Place: Ahmedabad
Date: 12.10.2017

