



**UMESH VED & ASSOCIATES**  
**Company Secretaries**

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**SCRUTINIZERS' REPORT**

To

**Mr. Arun Kumar Adhikari**

Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT), for the Meeting of the Secured Creditors (including Secured Debenture-holders) of Vodafone Idea Limited pursuant to Company Application No. CA (CAA) NO. 50/NCLT/AHM/2019

**Sub: Scrutinizer Report on the Voting conducted through ballot/polling paper of Secured Creditors (including Secured Debenture-holders) of Vodafone Idea Limited (the Applicant Company).**

Sir,

I, Umesh Ved, Practicing Company Secretary (FCS 4411, CP: 2924) had been appointed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (NCLT), by its Order dated 11<sup>th</sup> April, 2019, as "the Scrutinizer" for the purpose of conducting the voting done through ballot/polling papers at the venue of the meeting of the Secured Creditors of Vodafone Idea Limited convened by order of NCLT dated 11<sup>th</sup> April, 2019 and held at Cambay Sapphire (formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar- 382044, Gujarat on Thursday, 06<sup>th</sup> June, 2019 at 12.00 Noon, pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder, on the resolution seeking approval of the Secured Creditors to the Arrangement embodied in the Scheme of Arrangement between Vodafone Idea Limited and Vodafone Towers Limited and their respective shareholders and creditors ("Scheme"), in terms of the Notice dated 26<sup>th</sup> April, 2019, convening the said meeting.

**I do hereby submit my report as under:**

- (i) The **Cut-off date was Thursday, the 28<sup>th</sup> February, 2019** for the purpose of deciding the Secured Creditors entitled to vote through ballot/polling papers at the venue of the meeting on the resolution seeking their approval.
- (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 through ballot/polling papers on the resolution contained in the Notice of the Meeting.

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- (iii) The Company had completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, proxy form, attendance slip, etc. to the Secured Creditors of the Company by 1<sup>st</sup> May, 2019 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 Friday, 05<sup>th</sup> May, 2019.
- (iv) On Thursday, the 06<sup>th</sup> June, 2019, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through ballot/polling paper for the Secured Creditors who were present at the meeting
- (v) One empty ballot box kept for polling was locked in my presence with due identification marks placed by me.
- (vi) After the conclusion of voting at the NCLT convened Meeting, the locked ballot box was subsequently opened in my presence and in presence of Mr. Vandan Shah and Mr. Parshwa Shah who is not in employment of the Company and ballot/polling papers were diligently scrutinized.
- (vii) The ballot/polling papers were reconciled with records maintained by the Company and the authorizations lodged with the Company.
- (viii) 9 Secured Creditors attended the meeting for an aggregate of Rs. 71,57,30,78,769/- value of which 6 Secured Creditors attended through their authorised representatives and 3 Secured Creditors attended through Proxy.
- (ix) 9 Ballot/Polling papers were issued by the Applicant Company to the aforesaid 9 Secured Creditors.
- (x) 9 Ballot/Polling papers were found in the ballot Box.
- (xi) All 9 Ballot/Polling Papers were counted for the purpose of the voting.
- (xii) 9 Secured Creditors (using 9 Ballot/Poll Papers) of Rs. 71,57,30,78,769 value, representing 100% of number of Secured Creditors and 100% of the value, present and voted at the venue of the meeting.
- (xiii) There were no Secured Creditors who voted against the Scheme.
- (xiv) I did not find any ballot/polling papers invalid.
- (xv) The result of the voting seeking approval to the Scheme is as under:





**Resolution**

**Approval of Arrangement embodied in the Scheme of Arrangement between Vodafone Idea Limited and Vodafone Towers Limited and their respective shareholders and creditors ("Scheme").**

Report on result of voting through Ballot/Polling paper at the NCLT convened meeting of Secured Creditors:

**(a) Votes in favor of the Resolution**

<b>Number of Secured Creditors present and voting (in person or by proxies or by authorized representatives)</b>	<b>Value of votes cast by Secured Creditors (Rs.)</b>	<b>% of value of votes cast</b>
9	71,57,30,78,769/-	100.00%

**(b) Votes against the Resolution**

<b>Number of Secured Creditors present and voting (in person or by proxies or by authorized representatives)</b>	<b>Value of votes cast by Secured Creditors (Rs.)</b>	<b>% of value of votes cast</b>
Nil	Nil	Nil

**(c) Invalid Votes**

<b>Number of Secured Creditors present and voting (in person or by proxies or by authorized representatives) whose votes were declared invalid</b>	<b>Value of votes cast by Secured Creditors whose votes declared invalid (Rs.)</b>
Nil	Nil

(xvi) The list of Secured Creditors who voted "FOR"/"AGAINST/INVALID" for above resolution through ballot/polling papers at the venue of the NCLT convened meeting are annexed herewith.



- (xvii) The ballot/polling papers and all relevant records 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: *07/06/2019*